

HEALTHCARE REALTY TRUST INC

Form 8-K

March 11, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): March 11, 2011 (March 11, 2011)**

**HEALTHCARE REALTY TRUST INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**MARYLAND**

**001-11852**

**62-1507028**

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(I.R.S. Employer  
Identification No.)

**3310 West End Ave. Suite 700 Nashville, Tennessee 37203**

(Address of principal executive offices) (Zip Code)

**(615) 269-8175**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On March 11, 2011, Healthcare Realty Trust Incorporated (the Company) entered into Sales Agreements with each of Cantor Fitzgerald & Co. and Credit Agricole Securities (USA) Inc. (together, the Sales Agents) to sell up to an aggregate of 5,000,000 shares (the Securities) of the Company's common stock, par value \$0.01 per share, from time to time through the Sales Agents.

Pursuant to the Sales Agreements, the Securities may be offered and sold through either of the Sales Agents in transactions that are deemed to be at the market offerings as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on the New York Stock Exchange, as well as in privately negotiated transactions. The Sales Agreements provide that a Sales Agent will be entitled to compensation of up to 2.0% of the gross proceeds of the Securities sold through such Sales Agent from time to time under the applicable Sales Agreement. The Company has no obligation to sell any of the Securities under the Sales Agreements, and may at any time suspend solicitation and offers under the Sales Agreements. The Sales Agreements are subject to customary terms and conditions.

The Company and each of Cantor Fitzgerald & Co. and Credit Agricole Securities (USA) Inc. are also parties to prior sales agreements dated January 11, 2011 (the Prior Sales Agreements). As of March 10, 2011, there were 390,000 shares of the Company's common stock available to be sold pursuant to the Prior Sales Agreements (the Unused Shares). The 5,000,000 Shares referenced above do not include the Unused Shares, which may be sold under the Prior Sales Agreements.

The Securities will be issued pursuant to the Company's automatic shelf registration statement on Form S-3 (File No. 333-172368) (the Registration Statement). The Company filed a prospectus supplement, dated March 11, 2011 with the Securities and Exchange Commission in connection with the offer and sale of the Securities.

An affiliate of Credit Agricole Securities (USA) Inc. is a lender under the Company's unsecured credit facility and therefore will receive a portion of any net proceeds from this offering used to repay outstanding amounts on the unsecured credit facility.

The disclosure in this item is not an offer to sell, nor a solicitation of an offer to buy securities, nor shall there be any sales of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction. An offering, if any, will be made solely by means of a prospectus supplement and an accompanying prospectus under the Registration Statement.

Copies of the Sales Agreements are attached as Exhibit 1.1 and 1.2 to this Current Report on Form 8-K, and are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Controlled Equity Offering Sales Agreement, dated March 11, 2011, between Healthcare Realty Trust Incorporated and Cantor Fitzgerald & Co. |
| 1.2         | Sales Agreement, dated March 11, 2011, between Healthcare Realty Trust Incorporated and Credit Agricole Securities (USA) Inc.              |
| 5.1         | Opinion of Waller Lansden Dortch & Davis, LLP  |
| 8.1         | Tax Opinion of Waller Lansden Dortch & Davis, LLP  |
| 23.1        | Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5.1)  |
| 23.2        | Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 8.1)  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHCARE REALTY TRUST  
INCORPORATED

By: /s/ Scott W. Holmes  
Scott W. Holmes  
Executive Vice President and Chief Financial  
Officer

Date: March 11, 2011