

BRANDYWINE OPERATING PARTNERSHIP LP /PA

Form 8-K

May 01, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): April 30, 2008**

**Brandywine Realty Trust**

**Brandywine Operating Partnership, L.P.**

(Exact name of registrant as specified in charter)

|  |                          |   |
|--|--------------------------|---|
| <b>MARYLAND</b><br><b>(Brandywine Realty Trust)</b>                | <b>001-9106</b>          | <b>23-2413352</b>                       |
| <b>DELAWARE</b><br><b>(Brandywine Operating Partnership, L.P.)</b> | <b>000-24407</b>         | <b>23-2862640</b>                       |
| (State or Other Jurisdiction of Incorporation or Organization)     | (Commission file number) | (I.R.S. Employer Identification Number) |

**555 East Lancaster Avenue, Suite 100  
Radnor, PA 19087**

(Address of principal executive offices)

**(610) 325-5600**

(Registrant's telephone number, including area code)

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 2.02 Results of Operations and Financial Condition**

The information in this Current Report on Form 8-K is furnished under Item 2.02 Results of Operations and Financial Condition. Such information, including the exhibits attached hereto, shall not be deemed to be filed for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

On April 30, 2008, we issued a press release announcing our financial results for the three- months ending March 31, 2008. That press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The press release includes non-GAAP financial measures within the meaning of the Securities and Exchange Commission s Regulation G. With respect to such non-GAAP financial measures, we have disclosed in the press release the most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles ( GAAP ) and have provided a reconciliation of such non-GAAP financial measures to the most directly comparable GAAP financial measure.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

99.1 Brandywine Realty Trust Press Release dated April 30, 2008

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**Signatures**

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

Brandywine Realty Trust

By: /s/ Howard M. Sipzner  
Howard M. Sipzner  
Executive Vice President and Chief  
Financial Officer

Brandywine Operating Partnership, its sole  
General Partner

By: /s/ Howard M. Sipzner  
Howard M. Sipzner  
Executive Vice President and Chief  
Financial Officer

Date: May 1, 2008

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EXHIBIT INDEX

| Exhibit<br>No. | Description                        |
|----------------|------------------------------------|
| 99.1           | Press Release dated April 30, 2008 |