

Edgar Filing: Education Realty Trust, Inc. - Form 8-K

Education Realty Trust, Inc.  
Form 8-K  
October 03, 2016

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): September 28, 2016

Education Realty Trust, Inc.  
Education Realty Operating Partnership, LP

(Exact Name of Registrant as Specified in Charter)

|          |               |            |
|----------|---------------|------------|
| Maryland | 001-32417     | 20-1352180 |
| Delaware | 333-199988-01 | 20-1352332 |

(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

999 South Shady Grove Road, Suite 600  
Memphis, Tennessee 38120  
(Address of Principal Executive Offices) (Zip Code)

901-259-2500  
(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:

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 28, 2016, the Company's board of directors (the "Board") appointed John T. Thomas as a member of the Board, effective immediately.

Since August 2013, Mr. Thomas has served as President, Chief Executive Officer and Trustee of Physicians Realty Trust (NYSE: DOC). Mr. Thomas was the Executive Vice President-Medical Facilities Group for Health Care REIT Inc. (NYSE: HCN) from January 2009 to July 2012. From July 2012 to July 2013, Mr. Thomas was self-employed as a healthcare consultant and lawyer. Prior to HCN, Mr. Thomas served as President, Chief Development Officer and Business Counsel of Cirrus Health from August 2005 to December 2008, where he led efforts to acquire and manage four hospitals and an endoscopy center, as well as efforts to develop other facilities. From October 2000 to July 2005, he served as Senior Vice President and General Counsel for Baylor Health Care System in Dallas, Texas. As General Counsel for Baylor Health Care System, he was responsible for legal and government affairs. He was also co-founder and chairman of the Coalition for Affordable and Reliable Healthcare, a national coalition to reform medical malpractice laws through federal legislation. From April 1997 to October 2000, he served as General Counsel and Secretary for Unity Health System, a five hospital division of the Sisters of Mercy Health System in St. Louis, MO, where he oversaw legal affairs for the healthcare delivery system and its operating subsidiaries.

At this time, the Board has not appointed Mr. Thomas to serve on any Board committees. There are no related-party arrangements or understandings between Mr. Thomas and any other person pursuant to which Mr. Thomas was appointed a director of the Company.

As an independent member of the Board, Mr. Thomas will be entitled to certain compensation that all of the Company's independent directors receive, including a base annual retainer of \$38,000 and additional fees to the extent he serves on any committees of the Board. In addition, the Company entered into an indemnification agreement with Mr. Thomas in connection with his appointment to the Board, which is in substantially the same form as that entered into with the executive officers and other directors of the Company.

A copy of the press release announcing Mr. Thomas appointment as director is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1*       | Press release dated October 3, 2016. |

\* Furnished herewith

SIGNATURES

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

EDUCATION REALTY TRUST, INC.

Date: October 3, 2016 By: /s/ Edwin B. Brewer, Jr.

Name: Edwin B. Brewer, Jr.

Title: Executive Vice President and Chief Financial Officer

EDUCATION REALTY OPERATING PARTNERSHIP, LP

Date: October 3, 2016 By: EDUCATION REALTY OP GP, INC., its general partner

By: /s/ Edwin B. Brewer, Jr.

Name: Edwin B. Brewer, Jr.

Title: Executive Vice President and Chief Financial Officer

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INDEX TO EXHIBITS

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