

CORPORATE OFFICE PROPERTIES TRUST  
Form 8-K  
July 25, 2013

**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) **July 25, 2013**

**CORPORATE OFFICE PROPERTIES TRUST**  
**CORPORATE OFFICE PROPERTIES, L.P.**

(Exact name of registrant as specified in its charter)

**Corporate Office Properties Trust**

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**1-14023**  
(Commission File  
Number)

**23-2947217**  
(IRS Employer  
Identification No.)

**Corporate Office Properties, L.P.**

**Delaware**  
(State or other jurisdiction of

**333-189188**  
(Commission File

**23-2930022**  
(IRS Employer

Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 8-K

incorporation or organization)

Number)

Identification No.)

**6711 Columbia Gateway Drive, Suite 300**

**Columbia, Maryland 21046**

(Address of principal executive offices)

**(443) 285-5400**

(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))
-

**Item 8.01**                      **Other Events.**

Corporate Office Properties Trust ( COPT ) and Corporate Office Properties, L.P. ( COPLP ) are filing this Current Report on Form 8-K to disclose risk factors related to COPLP s senior notes and certain COPLP and COPT consolidated financial and related information. The risk factors related to COPLP s senior notes, COPLP s selected consolidated financial data and consolidated historical financial statements, the related Management s Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk, COPLP s Statement regarding Computation of Consolidated Ratio of Earnings to Fixed Charges and COPT s Statement regarding Computation of Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends are filed as exhibits to this report and are incorporated herein by reference.

**Item 9.01**                      **Financial Statements and Exhibits.**

(a)                      Financial Statements of Businesses Acquired

None

(b)                      Pro Forma Financial Information

None

(c)                      Shell Company Transactions

None

(d)                      Exhibits

| <b>Exhibit Number</b> | <b>Exhibit Title</b>  |
|-----------------------|---|
| 12.1                  | COPLP s Statement regarding Computation of Consolidated Ratio of Earnings to Fixed Charges.                                       |
| 23.1                  | Consent of Independent Registered Public Accounting Firm.   |
| 12.2                  | COPT s Statement regarding Computation of Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends. |

Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 8-K

- 99.1 Risk Factors related to COPLP Senior Notes.
- 99.2 Selected Consolidated Financial Data of COPLP.
- 99.3 Consolidated Historical Financial Statements of COPLP.
- 99.4 Management's Discussion and Analysis of Financial Condition and Results of Operation of COPLP and Subsidiaries.
- 99.5 Quantitative and Qualitative Disclosures About Market Risk of COPLP and Subsidiaries.

**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.

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

/s/ Stephen E. Riffée  
Stephen E. Riffée  
Executive Vice President and Chief Financial Officer

By: Corporate Office Properties Trust,  
its General Partner

/s/ Stephen E. Riffée  
Stephen E. Riffée  
Executive Vice President and Chief Financial Officer

Dated: July 25, 2013

Dated: July 25, 2013

EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Exhibit Title</b>  |
|-----------------------|---|
| 12.1                  | COPLP's Statement regarding Computation of Consolidated Ratio of Earnings to Fixed Charges.                                       |
| 23.1                  | Consent of Independent Registered Public Accounting Firm.   |
| 12.2                  | COPT's Statement regarding Computation of Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends. |
| 99.1                  | Risk Factors related to COPLP Senior Notes.   |
| 99.2                  | Selected Consolidated Financial Data of COPLP.  |
| 99.3                  | Consolidated Historical Financial Statements of COPLP.  |
| 99.4                  | Management's Discussion and Analysis of Financial Condition and Results of Operation of COPLP and Subsidiaries.                   |
| 99.5                  | Quantitative and Qualitative Disclosures About Market Risk of COPLP and Subsidiaries.   |