

Edgar Filing: HOSPITALITY PROPERTIES TRUST - Form 8-K

Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets Corporation, Advest, Inc., Banc of America Securities LLC, BB&T Capital Markets, a division of Scott & Stringfellow, Inc., Calyon Securities (USA) Inc., Citigroup Global Markets Inc., Commerzbank Capital Markets Corp., Deutsche Bank Securities Inc., Ferris, Baker Watts, Incorporated, Harris Nesbitt Corp., PNC Capital Markets, Inc., Keybank Capital Markets, a division of McDonald Investments Inc., Legg Mason Wood Walker, Incorporated, Morgan Keegan & Co., Inc., Oppenheimer & Co. Inc., Scotia Capital (USA) Inc., Stifel, Nicolaus & Company, Incorporated, SunTrust Capital Markets, Inc., Piper Jaffray & Co., Wedbush Morgan Securities Inc. and Wells Fargo Securities, LLC. A prospectus supplement relating to the Notes will be filed with the Securities and Exchange Commission. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration of qualification under the securities laws of any such state.

THIS REPORT CONTAINS FORWARD LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND FEDERAL SECURITIES LAWS, INCLUDING WITH RESPECT TO THE COMPANY'S ISSUANCE OF THE NOTES AND ITS INTENDED USE OF THE PROCEEDS. THESE FORWARD LOOKING STATEMENTS ARE BASED UPON THE COMPANY'S PRESENT EXPECTATIONS, BUT THESE STATEMENTS AND THE IMPLICATIONS OF THESE STATEMENTS ARE NOT GUARANTEED.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

- 1.1 Underwriting Agreement, dated as of February 10, 2005, among the Company and Wachovia Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets Corporation, acting on behalf of the underwriters named in Schedule I thereto, pertaining to \$300,000,000 in aggregate principal amount of 5 1/8% Senior Notes due February 15, 2015.
- 2.1 Amended and Restated Purchase and Sale Agreement, dated as of February 9, 2005, by and between BHR Texas, L.P., InterContinental Hotels Group Resources, Inc., Crowne Plaza LAX, LLC, Holiday Pacific Partners Limited Partnership, 220 Bloor Street Hotel Inc. and Staybridge Markham, Inc., as sellers, and HPT IHG-2 Properties Trust, as buyer.
- 2.2 Amended and Restated Stock Purchase Agreement, dated as of February 9, 2005, by and between Six Continents International Holdings B.V., as seller, and HPT IHG-2 Properties Trust, as buyer.
- 4.1 Form of Supplemental Indenture No. 8, to be dated as of February 15, 2005, between Hospitality Properties Trust and U.S. Bank National Association, as successor trustee, including the form of 5 1/8% Senior Notes due 2015.
- 5.1 Opinion of Sullivan & Worcester LLP.
- 5.2 Opinion of Venable LLP.
- 8.1 Opinion of Sullivan & Worcester LLP re: tax matters.
- 23.1 Consent of Sullivan & Worcester LLP (contained in Exhibits 5.1 and 8.1).

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23.2 Consent of Venable LLP (contained in Exhibit 5.2).

23.3 Consent of Ernst & Young LLP.

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.

HOSPITALITY PROPERTIES TRUST

By: /s/ Mark L. Kleifges

Mark L. Kleifges
Treasurer and Chief Financial Officer
Dated: February 11, 2005