

MEDICAL PROPERTIES TRUST INC  
Form 8-K  
July 10, 2012

**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): July 3 , 2012

**Medical Properties Trust, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-32559**  
(Commission

File Number)

**20-0191742**  
(IRS Employer

Identification Number)

# MPT Operating Partnership, L.P.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction)

**20-0242069**  
(IRS Employer

of incorporation)

Identification Number)

**1000 Urban Center Drive, Suite 501, Birmingham, AL 35242**

(Address of principal executive offices) (Zip code)

**(205) 969-3755**

(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:

- .. 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 1.01. Entry into a Material Definitive Agreement.**

On July 3, 2012, Medical Properties Trust, Inc. (the Company ) and its subsidiaries entered into master lease agreements with certain subsidiaries of Prime Healthcare Services, Inc. ( Prime ), which replaces the current leases with the same tenants covering the same properties. The foregoing is only a summary of the master leases and is qualified in its entirety by reference to the full text of the master leases, a copy of which will be filed as an exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012. We also released a press release announcing the master leases along with other matters. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The master lease agreement with Prime covers 10 properties with a total lease base of \$251 million. The master lease is for 10 years and contains two renewal options of five years each. The initial lease rate is generally consistent with the blended average rate of the prior lease agreements, which generated annual cash rents of \$26 million. However, the annual escalators, which in the prior leases were limited, have been increased to reflect 100% of CPI increases, along with a minimum floor. The master leases include repurchase options substantially similar to those in the prior leases, including provisions establishing minimum repurchase prices equal to our total investment.

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

(d) *Exhibits.*

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Press release announcing master lease agreements with Prime. |

**SIGNATURE**

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 hereunder duly authorized.

**MEDICAL PROPERTIES TRUST, INC.**

By: /s/ R. Steven Hamner  
Name: **R. Steven Hamner**  
Title: **Executive Vice President and Chief**

**Financial Officer (Principal**

**Financial and Accounting Officer)**

**MPT OPERATING PARTNERSHIP, L.P.**

By: Medical Properties Trust, LLC, its general partner

By: Medical Properties Trust, Inc., its sole member

By: /s/ R. Steven Hamner  
Name: **R. Steven Hamner**  
Title: **Executive Vice President and Chief**

**Financial Officer (Principal**

**Financial and Accounting Officer)**

Date: July 10, 2012