

DCT Industrial Trust Inc.  
Form 8-K  
April 07, 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 7, 2008

**DCT INDUSTRIAL TRUST INC.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other

Jurisdiction of  
Incorporation)

**001-33201**  
(Commission

File Number)

**82-0538520**  
(IRS Employer

Identification No.)

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518 17<sup>th</sup> Street, Suite 1700

Denver, CO  
(Address of Principal Executive offices)

80202  
(Zip Code)

Registrants telephone number, including area code: (303) 597-2400

Former name or former address, if changed since last report: N/A

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 Instructions A.2.):

- .. 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.**

On April 7, 2008, DCT Industrial Trust Inc. (the Company) filed with the Securities and Exchange Commission a prospectus supplement dated April 7, 2008 (the Prospectus Supplement) to its prospectus dated August 8, 2007, which was included in its automatic shelf registration statement on Form S-3 (No. 333-145253) (the Registration Statement). The Prospectus Supplement relates to the offer and sale, from time to time, by the selling stockholder named therein of up to 3,144,366 shares of the Company's common stock to be issued to such selling stockholder on April 8, 2008 in exchange for an equal number of common units of limited partnership interest in DCT Industrial Operating Partnership LP, the Company's operating partnership, issued on October 10, 2006.

The Company is filing the opinion of its Maryland counsel, Venable LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

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

(d) Exhibits

The following exhibits are filed with this report:

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
5.1	Opinion of Venable LLP as to the legality of the securities being registered (incorporated by reference to Exhibit 5.1 to Form 8-K filed on September 26, 2007).
23.1	Consent of Venable LLP (contained in its opinion filed as Exhibit 5.1 to Form 8-K filed on September 26, 2007 and incorporated herein by reference).

**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.

**DCT INDUSTRIAL TRUST INC.**

By: /s/ Philip L. Hawkins  
Name: Philip L. Hawkins  
Title: Chief Executive Officer

Date: April 7, 2008

**EXHIBIT INDEX**

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