

HEALTHCARE REALTY TRUST INC

Form 8-K

March 09, 2007

**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): March 9, 2007 (March 8, 2007)

**HEALTHCARE REALTY TRUST INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**MARYLAND**

**1-11852**

**62-1507028**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**3310 West End Ave. Suite 700 Nashville, Tennessee 37203**

(Address of principal executive offices) (Zip Code)

**(615) 269-8175**

(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 (*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))
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**Item 1.01 Entry into a Material Definitive Agreement**

On February 26, 2007, Healthcare Realty Trust Incorporated (the Company ) announced its intention to sell its portfolio of senior living assets, consisting of 62 properties and 16 mortgage investments. In connection with this sale, on March 8, 2007, the Company and certain of its wholly-owned subsidiaries entered into a definitive purchase agreement (the Purchase Agreement ) with Emeritus Corporation ( Emeritus ) for the sale of 12 of the 62 properties and two of the 16 mortgage investments. Emeritus currently leases the properties from the Company and has exercised its rights to purchase the properties under its leases. The properties are all assisted living facilities, consisting of 786 units, and are located in five states. The total consideration to be paid by Emeritus will be approximately \$110.4 million, all cash at closing. The purchase by Emeritus is expected to close on or before March 16, 2007. The Purchase Agreement contains other terms and conditions customary for a transaction of this type.

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**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.

HEALTHCARE REALTY TRUST  
INCORPORATED

By: /s/ Scott W. Holmes  
Scott W. Holmes,  
Senior Vice President and Chief Financial  
Officer

Date: March 9, 2007