

BioMed Realty Trust Inc  
Form S-8 POS  
January 27, 2016

As filed with the Securities and Exchange Commission on January 27, 2016

Registration No. 333-161760

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**BioMed Realty Trust, Inc.**  
**(BRE Edison L.P. as successor by merger to BioMed Realty Trust, Inc.)**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Maryland**

**20-1142292**

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

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

**17190 Bernardo Center Drive**

**San Diego, California 92128**

**(858) 485-9840**

**(Address, Including Zip Code, of Principal Executive Offices)**

**BIOMED REALTY TRUST, INC. AND BIOMED REALTY, L.P.**

**2004 INCENTIVE AWARD PLAN, AS AMENDED AND RESTATED**

**(Full Title of the Plan)**

**Alan D. Gold**

**President and Chief Executive Officer**

**17190 Bernardo Center Drive**

**San Diego, California 92128**

**(858) 485-9840**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**Brian M. Stadler, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

(212) 455-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

## **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-161760) (the Registration Statement ) of BioMed Realty Trust, Inc., a Maryland corporation (the Company ), which was filed with the Securities and Exchange Commission on September 4, 2009.

On January 27, 2016, pursuant to the terms of the Agreement and Plan of Merger, dated as of October 7, 2015, among the Company, BRE Edison Holdings L.P., a Delaware limited partnership, BRE Edison L.P., a Delaware limited partnership ( Merger Sub I ), BRE Edison Acquisition L.P., a Maryland limited partnership, and BioMed Realty, L.P., a Maryland limited partnership, the Company merged with and into Merger Sub I, with Merger Sub I continuing as the surviving company in the merger (the Merger ).

As a result of the Merger, any and all offerings of securities registered pursuant to the Registration Statement have been terminated. In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, Merger Sub I, as successor to the Company, hereby removes from registration all securities registered under the Registration Statement but unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on January 27, 2016.

**BRE EDISON L.P.**

(as successor by merger to BioMed Realty Trust, Inc.)

By: /s/ Jonathan P. Klassen

Name: Jonathan P. Klassen

Title: Executive Vice President, General  
Counsel and Secretary