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ENTERTAINMENT PROPERTIES TRUST

Form 8-K

June 25, 2004

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):  
JUNE 22, 2004

ENTERTAINMENT PROPERTIES TRUST

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(Exact name of company as specified in its charter)

MARYLAND

1-13561

43-1790877

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(State or other jurisdiction  
of incorporation)

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(Commission file number)

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IRS Employer  
Identification Number)

30 WEST PERSHING ROAD, SUITE 201, KANSAS CITY, MISSOURI 64108

-----  
(Address of principal executive offices) (Zip Code)

(816) 472-1700

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(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address if changed since last report)

ITEM 5. OTHER EVENTS

On June 22, 2004, Entertainment Properties Trust ("EPR") entered into an underwriting agreement (the "Underwriting Agreement") with J.P. Morgan Securities Inc. and RBC Capital Markets Corporation (the "Underwriters") pursuant to which the Underwriters agreed to purchase an aggregate of 1,000,000 of EPR's common shares of beneficial interest (the "Shares"). The offering is scheduled to close on June 28, 2004.

On June 23, 2004, EPR filed with the Commission a prospectus supplement, dated June 22, 2004, with respect to the offering, supplementing EPR's

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prospectus dated March 26, 2004, which is part of a "universal shelf" Registration Statement on Form S-3 (No. 333-113626) filed by EPR with the Commission. On June 23, 2004, EPR filed the Underwriting Agreement as Exhibit 1.1 to a current report on Form 8-K. The Shares have been approved for listing on the New York Stock Exchange.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

EXHIBIT NO.	DOCUMENT
5.2	Opinion of Sonnenschein Nath & Rosenthal LLP as to the legality of the Shares to be issued pursuant to the Underwriting Agreement.

SIGNATURE

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.

Entertainment Properties Trust

Date: June 25, 2004

By: /s/ Fred L. Kennon

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Fred L. Kennon  
Vice President, Treasurer and  
Chief Financial Officer