

DCT Industrial Trust Inc.  
Form 8-K  
February 16, 2011

**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):**

**February 15, 2011**

**DCT INDUSTRIAL TRUST INC.**

(Exact Name of Registrant as Specified in Charter)

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(State or Other  
Jurisdiction of  
Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

518 17<sup>th</sup> Street, Suite 800

Denver, CO  
(Address of Principal Executive offices)

Registrant's telephone number, including area code: (303) 597-2400

80202  
(Zip 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 (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 February 15, 2011, DCT Industrial Trust Inc. (the Company ) (NYSE: DCT) and the Company s operating partnership, DCT Industrial Operating Partnership LP, of which the Company is the sole general partner, entered into a purchase agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule A thereto (the Purchase Agreement ). Pursuant to the terms and conditions of the Purchase Agreement, the Company agreed to sell 19,000,000 shares of common stock, par value \$0.01 per share, at a per share purchase price to the public of \$5.35. Pursuant to the Purchase Agreement, the Company granted the underwriters an option to purchase up to 2,850,000 additional shares of common stock within 30 days after the offering to cover over-allotments, if any. The common stock is being offered and sold pursuant to a prospectus supplement, dated February 15, 2011 and related prospectus, dated March 23, 2010, relating to the Company s shelf registration statement on Form S-3 (File No. 333-165623). The offering is scheduled to close on February 18, 2011, subject to specified closing conditions. A copy of the Purchase Agreement is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the filing of the Purchase Agreement, we are filing as Exhibit 5.1 hereto an opinion of our counsel, Goodwin Procter LLP, regarding the legality of the securities being registered.

**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>
+1.1	Purchase Agreement, dated February 15, 2011, by and among DCT Industrial Trust Inc., DCT Industrial Operating Partnership LP, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule A thereto.
+5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
+23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference). + Filed herewith.

**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: February 16, 2011

**EXHIBIT INDEX**

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+ Filed herewith.