

BRANDYWINE REALTY TRUST
Form 8-K
June 02, 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): June 1, 2011

**Brandywine Realty Trust
Brandywine Operating Partnership, L.P.**
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Maryland (Brandywine Realty Trust) | 001-9106 | 23-2413352 |
| Delaware (Brandywine Operating Partnership, L.P.) (State or other Jurisdiction of Incorporation) | 000-24407 (Commission File Number) | 23-2862640 (IRS Employer Identification No.) |
| 555 East Lancaster Avenue, Suite 100 Radnor, PA (Address of Principal Executive Offices) | 19087 (Zip Code) | |

Registrant's telephone number, including area code: **(610) 325-5600**

(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:

- 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 1, 2011, Brandywine Realty Trust held its 2011 Annual Meeting of Shareholders. At the meeting, the shareholders voted on: (1) the election of eight trustees, (2) the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011, (3) a non-binding, advisory vote regarding the compensation of our named executive officers and (4) a non-binding, advisory vote regarding the frequency of advisory votes on the compensation of our named executive officers. The voting results on these proposals were as follows:

Proposal 1: Election of Eight Trustees

| Trustee | Votes For | Withheld | Broker Non-Votes |
|-------------------------|-------------|-----------|------------------|
| Walter D Alessio | 110,296,199 | 3,121,548 | 9,157,063 |
| Anthony A. Nichols, Sr. | 111,059,378 | 2,358,369 | 9,157,063 |
| Gerard H. Sweeney | 111,071,193 | 2,346,554 | 9,157,063 |
| D. Pike Aloian | 110,403,508 | 3,014,239 | 9,157,063 |
| James C. Diggs | 112,534,078 | 883,669 | 9,157,063 |
| Wyche Fowler | 112,453,946 | 963,801 | 9,157,063 |
| Michael J. Joyce | 111,792,898 | 1,624,849 | 9,157,063 |
| Charles P. Pizzi | 110,254,406 | 3,163,341 | 9,157,063 |

Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 121,205,704 | 1,342,111 | 26,995 | |

Proposal 3: Advisory, non-binding vote on the compensation of our named executive officers

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 108,034,814 | 5,313,269 | 69,664 | 9,157,063 |

Proposal 4: Advisory, non-binding vote on the frequency of shareholder advisory votes on the compensation of our named executive officers

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|-------------|---------|-----------|-------------|------------------|
| 105,968,401 | 88,197 | 7,217,117 | 144,032 | 9,157,063 |

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.

Brandywine Realty Trust

By: /s/Howard M. Sipzner
Howard M. Sipzner
Executive Vice President and Chief
Financial Officer

Brandywine Operating Partnership, its sole
General Partner

By: /s/Howard M. Sipzner
Howard M. Sipzner
Executive Vice President and Chief
Financial Officer

Date: June 2, 2011