

Section 1: 8-K (8-K)

**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): **July 16, 2019**

ALEXANDRIA REAL ESTATE EQUITIES, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12993
(Commission
File Number)

95-4502084
(IRS Employer
Identification No.)

385 East Colorado Boulevard, Suite 299
Pasadena, California
(Address of principal executive offices)

91101
(Zip Code)

(626) 578-0777
(Registrant's telephone number, including area 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:

- 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))

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 par value per share	ARE	New York Stock Exchange
7.000% Series D Cumulative Convertible Preferred Stock	ARE/PD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Results of Tender Offer for 2.750% Notes due 2020 and 4.600 % Notes due 2021

On July 16, 2019, Alexandria Real Estate Equities, Inc. (the “Company”) issued a press release announcing the pricing of the previously announced cash tender offer (the “Tender Offer”) for (i) any and all of its outstanding 2.750% Notes due 2020 (the “2020 Notes”) and (ii) any and all of its outstanding 4.600% Notes due 2022 (the “2022 Notes”) and, together with the 2020 Notes, the “Notes”). On July 17, 2019, the Company issued a press release announcing the expiration of the Tender Offer at 5:00 p.m., New York City time, on July 16, 2019 (the “Expiration Time”). As of the Expiration Time, \$318,566,000, or 79.64%, of the \$400,000,000 aggregate principal amount of the 2020 Notes and \$384,740,000, or 69.95%, of the \$550,000,000 aggregate principal amount of the 2022 Notes outstanding prior to the Tender Offer had been validly tendered and not withdrawn in the Tender Offer.

The Company accepted for purchase all of the Notes validly tendered and delivered (and not validly withdrawn) in the Tender Offer at or prior to the Expiration Time. Payment for the Notes purchased pursuant to the Tender Offer was made on July 17, 2019 (the “Settlement Date”), and payment for Notes tendered by a Notice of Guaranteed Delivery (as defined below) is anticipated to be made on July 19, 2019 (the “Guaranteed Delivery Settlement Date”).

The consideration paid under the Tender Offer was \$1,002.19 per \$1,000 principal amount of 2020 Notes and \$1,061.21 per \$1,000 principal amount of 2022 Notes, plus accrued and unpaid interest to, but not including, the Settlement Date. The Tender Offer was funded from a portion of the net proceeds from the previously announced issuance and sale by the Company of its 3.375% Senior Notes due 2031 (the “2031 Notes”) and its 4.000% Senior Notes due 2050 (the “2050 Notes”) and, together with the 2031 Notes, the “New Issue Notes”).

Any Notes tendered by a Notice of Guaranteed Delivery and accepted for purchase will be purchased on the third business day after the Expiration Time, but payment of accrued interest on such Notes will only be made to, but not including, the Settlement Date.

The Tender Offer was made pursuant to the Amended and Restated Offer to Purchase (the “Offer to Purchase”) and the related Notice of Guaranteed Delivery attached to the Offer to Purchase (the “Notice of Guaranteed Delivery”), each dated June 10, 2019. Goldman Sachs & Co. LLC acted as dealer manager for the Tender Offer.

Redemption of 2.750% Notes due 2020 and 4.600 % Notes due 2021

On July 17, 2019, the Company announced that it has elected to redeem all of the Notes that remain outstanding following the Tender Offer. The aggregate principal amounts outstanding of 2020 Notes and 2022 Notes following the Settlement Date are \$81,434,000 and \$165,260,000, respectively, including any Notes tendered pursuant to a Notice of Guaranteed Delivery that are intended to be purchased on the Guaranteed Delivery Settlement Date. The redemption price for the 2020 Notes is \$1,004.07 per \$1,000 principal amount of the 2020 Notes and the redemption price for the 2022 Notes is \$1,077.30 per \$1,000 principal amount of the 2022 Notes, each of which includes accrued and unpaid interest to, but not including, the Redemption Date (as defined below). The Company expects the redemptions of the Notes to occur on August 16, 2019 (the “Redemption Date”).

The Bank of New York Mellon Trust Company, N.A., as trustee for the Notes, issued notices to registered holders of the Notes concerning the redemptions. The Company intends to use a portion of the net proceeds from the New Issue Notes offering to fund these redemptions. After such redemptions, no Notes will remain outstanding. The foregoing does not constitute a notice of redemption with respect to either series of the Notes.

This Current Report on Form 8-K is neither an offer to purchase nor a solicitation to buy any of the Notes nor is it a solicitation for acceptance of the Tender Offer. Copies of the press releases announcing the (i) pricing of the Tender Offer, (ii) the expiration of the Tender Offer and (iii) the redemptions are furnished as Exhibits 99.1, 99.2 and 99.3, respectively, to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibits 99.1 and 99.2 and the information contained once accessible through the website indicated above) shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except as shall be expressly set forth by specific reference in such a filing.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. These statements include words such as “forecast,” “guidance,” “projects,” “estimates,” “anticipates,” “goals,” “believes,” “expects,” “intends,” “may,” “plans,” “seeks,” “should,” or “will,” or the negative of these words or similar words. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in each such statement. A number of important factors could cause actual results to differ materially from those included within or contemplated by the forward-looking statements, including, but not limited to, timing and consummation of the purchase of Notes; risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the purchase of Notes, and the factors described in the Offer to Purchase and the Notice of Guaranteed Delivery, and in the Company’s filings with the Securities and Exchange Commission, including the Company’s most recent annual report on Form 10-K and any subsequent quarterly reports on Form 10-Q. The Company does not undertake any responsibility to update any of these factors or to announce publicly any revisions to any of the forward-looking statements contained in this or any other document, whether as a result of new information, future events, or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated July 16, 2019
99.2	Press Release, dated July 17, 2019
99.3	Press Release, dated July 17, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: July 17, 2019

Alexandria Real Estate Equities, Inc.

By: /s/ Dean A. Shigenaga
Dean A. Shigenaga
Co-President and Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



ALEXANDRIA

For Immediate Release

Alexandria Real Estate Equities, Inc. Announces Pricing of Tender Offer for Any and All of Its Outstanding 2.750% Senior Notes Due 2020 and 4.600% Senior Notes Due 2022

PASADENA, Calif. — July 16, 2019 — Alexandria Real Estate Equities, Inc. (“Alexandria” or the “Company”) (NYSE: ARE) announced today that it has priced the previously announced cash tender offer for any and all of its outstanding (i) 2.750% Senior Notes due 2020 (CUSIP No. 015271 AF6) (the “2020 Notes”) and (ii) 4.600% Senior Notes due 2022 (CUSIP No. 015271 AC3) (the “2022 Notes” and, together with the 2020 Notes, the “Notes”), on the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated July 10, 2019 (the “Offer to Purchase”), and the related Notice of Guaranteed Delivery attached to the Offer to Purchase (the “Notice of Guaranteed Delivery”). The Notes are fully and unconditionally guaranteed by Alexandria Real Estate Equities, L.P. The tender offer is referred to herein as the “Offer.” The Offer to Purchase and the Notice of Guaranteed Delivery are referred to herein collectively as the “Offer Documents.”

Certain information regarding the Notes and the pricing for the Offer is set forth in the table below.

Title of Security	CUSIP Number	Principal Amount Outstanding	U.S. Treasury Reference Security	Bloomberg Reference Page	Reference Yield	Fixed Spread	Tender Offer Consideration (1), (2)
2.750% Senior Notes due 2020	015271 AF6	\$ 400,000,000	1.375% U.S. Treasury Notes due January 15, 2020	FIT3	2.101%	20bps	\$ 1,002.19
4.600% Senior Notes due 2022	015271 AC3	\$ 550,000,000	1.750% U.S. Treasury Notes due March 31, 2022	FIT5	1.854%	40bps	\$ 1,061.21

(1) Per \$1,000 principal amount.

(2) The applicable Tender Offer Consideration is calculated on the basis of pricing for the U.S. Treasury Reference Security as of 2:00 p.m., New York City time, on July 16, 2019.

Holders must validly tender (and not validly withdraw) or deliver a properly completed and duly executed Notice of Guaranteed Delivery for their Notes at or before the Expiration Time (as defined below) in order to be eligible to receive the applicable Tender Offer Consideration (as defined below). In addition, holders whose Notes are purchased in the Offer will receive accrued and unpaid interest from the last interest payment date to, but not including, the Settlement Date (as defined in the Offer to Purchase) for the applicable Notes. The Company expects the Settlement Date to occur on July 17, 2019. Notes tendered by Notice of Guaranteed Delivery and accepted for purchase will be purchased on the third business day after the Expiration Time, but payment of accrued interest on such Notes will only be made to, but not including, the Settlement Date.

The Offer will expire today at 5:00 p.m., New York City time, unless extended or earlier terminated as described in the Offer Documents (such time and date, as they may be extended, the “Expiration Time”). Holders must validly

tender their Notes, by following the procedures described in the Offer to Purchase, at or prior to the Expiration Time and not validly withdraw their Notes to be eligible to receive the Tender Offer Consideration and accrued and unpaid interest as described above and in the Offer Documents.

The Company's obligation to accept for purchase and to pay for Notes validly tendered and not validly withdrawn pursuant to the Offer is subject to the satisfaction or waiver, in the Company's discretion, of certain conditions, which are more fully described in the Offer Documents. The complete terms and conditions of the Offer are set forth in the Offer Documents. Holders of the Notes are urged to read the Offer Documents carefully.

The applicable "Tender Offer Consideration" listed in the table above for each \$1,000 principal amount of Notes validly tendered and not validly withdrawn and accepted for purchase pursuant to the Offer was determined in the manner described in the Offer Documents by reference to the fixed spread for the applicable Notes specified in the table above plus the yield based on the applicable bid-side price of the U.S. Treasury Reference Security specified in the table above at 2:00 p.m., New York City time, on July 16, 2019.

The Company has retained Global Bondholder Services Corporation ("GBSC") as the tender agent and information agent for the Offer. The Company has retained Goldman Sachs & Co. LLC as the dealer manager for the Offer.

Holders who would like additional copies of the Offer Documents may call or email the information agent, GBSC at (866) 924-2200. Copies of the Offer to Purchase and the Notice of Guaranteed Delivery are also available at the following website: <http://www.gbsc-usa.com/ARE>. Questions regarding the terms of the Offer should be directed to Goldman Sachs & Co. LLC at 200 West Street, New York, NY 10282, telephone (800) 828-3182 (toll-free), (212) 902-6941 (collect), Attn: Liability Management.

None of the Company, its board of directors, Goldman Sachs & Co. LLC, GBSC or the trustee for the Notes, or any of their respective affiliates, is making any recommendation as to whether holders of the Notes should tender their Notes pursuant to the Offer.

This press release shall not constitute an offer to buy or a solicitation of an offer to sell any Notes. The Offer is being made solely pursuant to the Offer Documents. The Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of the Company by Goldman Sachs & Co. LLC or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

Alexandria, an S&P 500® company, is an urban office real estate investment trust uniquely focused on collaborative life science and technology campuses in AAA innovation cluster locations. Founded in 1994, Alexandria pioneered this niche and has since established a significant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland and Research Triangle.

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include, without limitation, statements regarding timing and consummation of the purchase of Notes and risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the purchase of Notes. These forward-looking statements are based on the Company's present intent, beliefs or expectations, but forward-looking statements are not guaranteed to occur and may not occur. Actual results may differ materially from those contained in or implied by the Company's forward-looking statements as a result of a variety of factors, including, without limitation, the risks and uncertainties detailed in the Offer Documents and in the Company's filings with the Securities and Exchange Commission. All forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update this information. For more discussion relating to risks and uncertainties that could cause actual results to differ materially from those anticipated in the Company's forward-looking statements, and risks and uncertainties to the Company's business in general, please refer to the Company's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and any subsequently filed quarterly reports on Form 10-Q.

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Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2



ALEXANDRIA®

For Immediate Release

Alexandria Real Estate Equities, Inc. Announces Expiration of Tender Offer for Any and All of Its Outstanding 2.750% Senior Notes Due 2020 and 4.600% Senior Notes Due 2022

PASADENA, Calif. — July 17, 2019 — Alexandria Real Estate Equities, Inc. (“Alexandria” or the “Company”) (NYSE: ARE) announced today the expiration of the previously announced cash tender offer by the Company for any and all of its outstanding (i) 2.750% Senior Notes due 2020 (CUSIP No. 015271 AF6) (the “2020 Notes”) and (ii) 4.600% Senior Notes due 2022 (CUSIP No. 015271 AC3) (the “2022 Notes” and, together with the 2020 Notes, the “Notes”), on the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated July 10, 2019 (the “Offer to Purchase”), and the related Notice of Guaranteed Delivery attached to the Offer to Purchase (the “Notice of Guaranteed Delivery”). The tender offer is referred to herein as the “Offer.” The Offer to Purchase and the Notice of Guaranteed Delivery are referred to herein collectively as the “Offer Documents.” As of the expiration of the Offer at 5:00 p.m., New York City time, as of the date hereof (the “Expiration Time”), (i) \$318,566,000, or 79.64%, of the \$400,000,000 aggregate principal amount of the 2020 Notes and (ii) \$384,740,000, or 69.95%, of the \$550,000,000 aggregate principal amount of the 2022 Notes had been validly tendered and delivered (and not validly withdrawn), excluding Notes tendered pursuant to a Notice of Guaranteed Delivery, in the Offer at or prior to the Expiration Time. Payment for the Notes purchased pursuant to the Offer is intended to be made on or around July 17, 2019 (the “Settlement Date”), and payment for the Notes tendered pursuant to a Notice of Guaranteed Delivery and purchased pursuant to the Offer is intended to be made on or around July 19, 2019 (the “Guaranteed Delivery Settlement Date”).

The applicable “Tender Offer Consideration” will be \$1,002.19 for each \$1,000 principal amount of 2020 Notes and \$1,061.21 for each \$1,000 principal amount of 2022 Notes, plus accrued and unpaid interest to, but not including, the Settlement Date, payable on the Settlement Date or the Guaranteed Delivery Settlement Date, as applicable. The Offer will be funded from a portion of the net proceeds from the previously announced issuance and sale by the Company of 3.375% Senior Notes due 2031 and 4.000% Senior Notes due 2050.

The Offer was made pursuant to the Offer to Purchase and the Notice of Guaranteed Delivery. Goldman Sachs & Co. LLC acted as the dealer manager for the Offer.

This press release shall not constitute an offer to buy or a solicitation of an offer to sell any Notes. The Offer is being made solely pursuant to the Offer Documents. The Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of the Company by Goldman Sachs & Co. LLC or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

Alexandria, an S&P 500® company, is an urban office real estate investment trust uniquely focused on collaborative life science and technology campuses in AAA innovation cluster locations. Founded in 1994, Alexandria pioneered this niche and has since established a significant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland and Research Triangle.

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include, without limitation, statements regarding timing and consummation of the purchase of Notes, risks

and uncertainties related to market conditions and satisfaction of customary closing conditions related to the purchase of Notes, and the Company's offering of notes and its intended use of the proceeds. These forward-looking statements are based on the Company's present intent, beliefs or expectations, but forward-looking statements are not guaranteed to occur and may not occur. Actual results may differ materially from those contained in or implied by the Company's forward-looking statements as a result of a variety of factors, including, without limitation, the risks and uncertainties detailed in the Offer Documents and in the Company's filings with the Securities and Exchange Commission. All forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update this information. For more discussion relating to risks and uncertainties that could cause actual results to differ materially from those anticipated in the Company's forward-looking statements, and risks and uncertainties to the Company's business in general, please refer to the Company's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and any subsequently filed quarterly reports on Form 10-Q.

CONTACT: Sara Kabakoff, AVP — Corporate Communications, (626) 788-5578, skabakoff@are.com

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Section 4: EX-99.3 (EX-99.3)

Exhibit 99.3



ALEXANDRIA®

For Immediate Release

Alexandria Real Estate Equities, Inc. Announces Redemption of Its Outstanding 2.750% Senior Notes Due 2020 and 4.600% Senior Notes Due 2022

PASADENA, Calif. — July 17, 2019 — Alexandria Real Estate Equities, Inc. (“Alexandria” or the “Company”) (NYSE: ARE) today announced its intention to redeem all of its outstanding (i) 2.750% Senior Notes due 2020 (CUSIP No. 015271 AF6) (the “2020 Notes”) and (ii) 4.600% Senior Notes due 2022 (CUSIP No. 015271 AC3) (the “2022 Notes” and, together with the 2020 Notes, the “Notes”), pursuant to its options under the Indenture, dated as of February 29, 2012 (the “Base Indenture”), by and among the Company, Alexandria Real Estate Equities, L.P., as guarantor (the “Guarantor”), and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), as amended and supplemented by Supplemental Indenture No. 1, dated as of February 29, 2012, with respect to the 2022 Notes, and Supplemental Indenture No. 3, dated as of July 18, 2014, with respect to the 2020 Notes, each among the Company, the Guarantor and the Trustee. The redemption date is August 16, 2019 (the “Redemption Date”), and the applicable redemption price is equal to par plus a make-whole premium, plus accrued and unpaid interest thereon, to, but not including, the Redemption Date, in accordance with the terms of the applicable series of Notes. As of the date hereof, there was \$81,434,000 aggregate principal amount of the 2020 Notes outstanding and \$165,260,000 aggregate principal amount of the 2022 Notes outstanding, including Notes tendered pursuant to a Notice of Guaranteed Delivery (as defined in the Company's Amended and Restated Offer to Purchase, dated July 10, 2019 (the “Offer to Purchase”)) that are intended to be purchased on the Guaranteed Delivery Settlement Date (as defined in the Offer to Purchase).

Alexandria, an S&P 500® company, is an urban office real estate investment trust uniquely focused on collaborative life science and technology campuses in AAA innovation cluster locations. Founded in 1994, Alexandria pioneered this niche and has since established a significant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland and Research Triangle.

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include, without limitation, statements regarding timing and consummation of the purchase of Notes and risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the purchase of Notes. These forward-looking statements are based on the Company's present intent, beliefs or expectations, but forward-looking statements are not guaranteed to occur and may not occur. Actual results may differ materially from those contained in or implied by the Company's forward-looking statements as a result of a variety of factors, including, without limitation, the risks and uncertainties detailed in the Offer Documents and in the Company's filings with the Securities and Exchange Commission. All forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update this information. For more discussion relating to risks and uncertainties that could cause actual results to differ materially from those anticipated in the Company's forward-looking statements, and risks and uncertainties to the Company's business in general, please refer to the Company's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and any subsequently filed quarterly reports on Form 10-Q.

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