
**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): May 15, 2014

**BRANDYWINE REALTY TRUST
BRANDYWINE OPERATING PARTNERSHIP, L.P.**
(Exact name of registrant as specified in charter)

Maryland (Brandywine Realty Trust)	001-9106	23-2413352
Delaware (Brandywine Operating Partnership, L.P.)	000-24407	23-2862640
(State or Other Jurisdiction of Incorporation or Organization)	(Commission file number)	(I.R.S. Employer Identification Number)

555 East Lancaster Avenue, Suite 100
Radnor, PA 19087
(Address of principal executive offices)

(610) 325-5600
(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 (see General Instruction A.2. below):

- 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))
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Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 15, 2014, pursuant to authorization from the board of trustees of Brandywine Realty Trust, a Maryland real estate investment trust (the “Company”), the Company filed Articles of Amendment (the “Amendment”) to its Amended and Restated Declaration of Trust with the State Department of Assessments and Taxation of Maryland. The Amendment authorizes an increase in the Company’s total number of shares of beneficial interest from 220,000,000 to 420,000,000 shares, with the number of authorized common shares of beneficial interest increased from 200,000,000 to 400,000,000 and the number of authorized preferred shares of beneficial interest remaining unchanged at 20,000,000. A copy of the Amendment is attached as Exhibit 3.1 to this Form 8-K, which is incorporated herein by reference. Under the Amended and Restated Declaration of Trust, the Company’s board of trustees has the authority, without any action by its shareholders, to increase the Company’s authorized shares of beneficial interest.

Item 9.01. Financial Statements and Exhibits

Exhibits

3.1 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust

Signatures

Pursuant to the requirements of the Securities and 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/ Gerald H. Sweeney
Gerald H. Sweeney
President and Chief Executive Officer

BRANDYWINE OPERATING PARTNERSHIP, L.P.

By: BRANDYWINE REALTY TRUST, ITS
GENERAL PARTNER

By: /s/ Gerald H. Sweeney
Gerald H. Sweeney
President and Chief Executive Officer

Date: May 21, 2014

EXHIBIT INDEX

Exhibit
No.

Description

Exhibit

3.1 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust

BRANDYWINE REALTY TRUST

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: Section 6.1 of the Declaration of Trust of Brandywine Realty Trust, a Maryland real estate investment trust (the "Trust"), is hereby amended by increasing from 220,000,000 to 420,000,000 the total number of shares of beneficial interest which the Trust is authorized to issue; by increasing from 200,000,000 to 400,000,000 the total number of Common Shares which the Trust is authorized to issue; and by keeping the total number of Preferred Shares which the Trust is authorized to issue at 20,000,000.

SECOND: Pursuant to Section 8-203(a)(8) of the Corporations and Associations Article of the Annotated Code of Maryland, the amendment to the Declaration of Trust of the Trust as hereinabove set forth has been duly approved by the Board of Trustees of the Trust.

THIRD: The total number of shares of beneficial interest which the Trust had authority to issue immediately prior to this amendment was 220,000,000 shares of beneficial interest, consisting of 200,000,000 common shares of beneficial interest, \$.01 par value per share, and 20,000,000 preferred shares of beneficial interest, \$.01 par value per share. The aggregate par value of all shares of beneficial interest having par value was \$2,200,000.

The total number of shares of beneficial interest which the Trust has authority to issue pursuant to the amendment described herein is 420,000,000 shares of beneficial interest, consisting of 400,000,000 common shares of beneficial interest, \$.01 par value per share, and 20,000,000 preferred shares of beneficial interest, \$.01 par value per share. The aggregate par value of all shares of beneficial interest having par value is \$4,200,000.

FOURTH: The undersigned President acknowledges these Articles of Amendment to be the trust act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Trust has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Secretary on this 15th day of May 2014.

ATTEST:

BRANDYWINE REALTY TRUST

Brad A. Molotsky
Secretary

By: _____
Gerard H. Sweeney
President and
Chief Executive Officer