

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 18, 2021

**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)

2929 Walnut Street

Suite 1700

Philadelphia, PA 19104

(Address of principal executive offices) (Zip Code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares of Beneficial Interest	BDN	NYSE

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).

Brandywine Realty Trust:

Emerging growth company

Brandywine Operating Partnership, L.P.:

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.

Brandywine Realty Trust:

Brandywine Operating Partnership, L.P.:

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Brandywine Realty Trust was held on May 18, 2021. At the Annual Meeting, the Company's shareholders voted on: (1) the election of seven trustees, each to serve for a term expiring at the 2022 annual meeting of shareholders and until his or her successor is duly elected and qualified; (2) the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for calendar year 2021; and (3) a non-binding, advisory vote regarding the compensation of our named executive officers. The voting results on these proposals were as follows:

**PROPOSAL 1.** Election of Trustees to serve until the next annual meeting of shareholders and until their successors are elected and qualified.

<b>Trustee</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
James C. Diggs	153,531,621	2,782,342	1,537,664	3,684,863
Reginald DesRoches	155,838,241	478,603	1,534,783	3,684,863
H. Richard Haverstick, Jr.	154,414,831	1,896,888	1,539,908	3,684,863
Terri Herubin	154,595,990	1,724,875	1,530,762	3,684,863
Michael J. Joyce	152,947,829	4,875,042	28,756	3,684,863
Charles P. Pizzi	140,127,511	15,125,853	2,598,263	3,684,863
Gerard H. Sweeney	154,132,214	3,686,464	32,949	3,684,863

**PROPOSAL 2.** Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accountants for calendar year 2021.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
160,306,197	1,191,466	38,827

**PROPOSAL 3.** Advisory, non-binding vote on Executive Compensation.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
152,526,547	4,706,703	618,377	3,684,863

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## 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/ Gerard H. Sweeney  
Gerard H. Sweeney  
President and Chief Executive Officer

BRANDYWINE OPERATING PARTNERSHIP, L.P.

BY: BRANDYWINE REALTY TRUST, ITS GENERAL PARTNER

BY: /s/ Gerard H. Sweeney  
Gerard H. Sweeney  
President and Chief Executive Officer

Date: May 18, 2021