

WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 8-K

September 24, 2008

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) September 24, 2008

WASHINGTON REAL ESTATE INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

1-6622
(Commission File Number)

53-0261100
(IRS Employer

Identification Number)

6110 Executive Boulevard, Suite 800, Rockville,

20852

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Maryland
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (301) 984-9400

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 8.01 Other Events

As previously reported on August 28, 2008, Washington Real Estate Investment Trust (WRIT) entered into a Sales Agency Financing Agreement (Agreement) with BNY Mellon Capital Markets, LLC (BNYMCM). Pursuant to this Agreement, WRIT has publicly issued an aggregate of 1,004,910 shares for \$36.3 million in gross proceeds, or \$36.0 million net of commission, as of September 23, 2008. Proceeds are intended to be used for a pending acquisition and general corporate purposes. WRIT paid BNYMCM a commission equal to 1% of the sales price of all shares it sold under the Agreement or \$363,271.

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.

WASHINGTON REAL ESTATE INVESTMENT TRUST
(Registrant)

September 24, 2008

By: /s/ Sara Grootwassink
(Signature)
Sara Grootwassink
Chief Financial Officer