

ENTERTAINMENT PROPERTIES TRUST
Form 8-A12B
October 12, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Entertainment Properties Trust

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation

or organization)

909 Walnut Street, Suite 200

43-1790877
(I.R.S. Employer

Identification No.)

64106

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Kansas City, Missouri
(Address of principal executive office)

(Zip Code)

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

| Title of each class | Name of each exchange on which |
|----------------------------------|--------------------------------|
| to be so registered | each class is to be registered |
| 6.625% Series F Cumulative | New York Stock Exchange |
| Redeemable Preferred Shares, Par | |
| Value \$0.01 Per Share | |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: No. 333-165523 (if applicable)

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

None.

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the 6.625% Series F Cumulative Redeemable Preferred Shares, par value \$0.01 per share, of Entertainment Properties Trust, a Maryland real estate investment trust (the Company), is contained under the caption Description of the Series F Preferred Shares in the Company's prospectus supplement dated October 4, 2012, and under the captions Description of Shares of Beneficial Interest and Description of Certain Provisions of Maryland Law and EPR's Declaration of Trust and Bylaws in the Company's prospectus dated March 16, 2010, each as filed with the Securities and Exchange Commission under Rule 424(b) on October 4, 2012, as a form of prospectus used after the effectiveness of the Company's Registration Statement on Form S-3 (File No. 333-165523), filed with the Securities and Exchange Commission on March 17, 2010, covering the offer and sale of shares of the class of securities to be registered hereby which descriptions are incorporated herein by reference. The exhibits to this registration statement are listed in Item 2 and are incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Amended and Restated Declaration of Trust of the Company, attached as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed June 7, 1999 (incorporated herein by reference). |
| 3.2 | Amendment to Declaration of Trust of the Company, attached as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed January 11, 2005 (incorporated herein by reference). |
| 3.3 | Amendment to Declaration of Trust of the Company, attached as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed December 21, 2006 (incorporated herein by reference). |
| 3.4 | Amendment to Declaration of Trust of the Company, attached as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed May 4, 2007 (incorporated herein by reference). |
| 3.5 | Amendment to Declaration of Trust of the Company, attached as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed December 7, 2009 (incorporated herein by reference). |
| 3.6 | Articles Supplementary for 5.75% Series C Cumulative Convertible Preferred Shares, attached as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed December 21, 2006 (incorporated herein by reference). |
| 3.7 | Articles Supplementary for 7.375% Series D Cumulative Redeemable Preferred Shares, attached as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed May 4, 2007 (incorporated herein by reference). |
| 3.8 | Articles Supplementary for 9.00% Series E Cumulative Convertible Preferred Shares, attached as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed April 1, 2008 (incorporated herein by reference). |

- 3.9 Articles Supplementary for 6.625% Series F Cumulative Redeemable Preferred Shares, attached as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed October 12, 2012 (incorporated herein by reference).
- 3.10 Bylaws of the Company, attached as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed December 11, 2008 (incorporated herein by reference).
- 4.1 Form of share certificate for common shares of beneficial interest of the Company, attached as Exhibit 4.5 to the Company's Registration Statement on Form S-11, as amended, filed October 28, 1997 (incorporated herein by reference).
- 4.2 Form of 5.75% Series C Cumulative Convertible Preferred Share Certificate, attached as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed December 21, 2006 (incorporated herein by reference).
- 4.3 Form of 7.375% Series D Cumulative Redeemable Preferred Share Certificate, attached as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed May 4, 2007 (incorporated herein by reference).
- 4.4 Form of 9.00% Series E Cumulative Convertible Preferred Share Certificate, attached as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed April 2, 2008 (incorporated herein by reference).
- 4.5 Form of 6.625% Series F Cumulative Redeemable Preferred Share Certificate, attached as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed October 12, 2012 (incorporated herein by reference).
- 4.6 Agreement Regarding Ownership Limit Waiver, by and between the Company and ING Clarion Real Estate Securities, attached as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed May 14, 2007 (and incorporated herein by reference).
- 4.7 Agreement Regarding Ownership Limit Waiver, by and between the Company and Blackrock, Inc. and its subsidiaries, attached as Exhibit 4.10 to the Company's Annual Report on Form 10-K, filed March 1, 2010 (and incorporated herein by reference).
- 4.8 Agreement Regarding Ownership Limit Waiver, by and between the Company and CBRE Clarion Securities LLC, attached as Exhibit 4.3 to the Company's Current Report on Form 8-K, filed October 11, 2012 (and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ENTERTAINMENT PROPERTIES TRUST

By: /s/ Mark A. Peterson
Mark A. Peterson
Senior Vice President, Chief Financial

Officer and Treasurer

Date: October 12, 2012