

DCT Industrial Trust Inc.  
Form 8-K  
September 10, 2015

**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):**

**September 10, 2015**

**DCT INDUSTRIAL TRUST INC.**  
**DCT INDUSTRIAL OPERATING PARTNERSHIP LP**  
**(Exact Name Of Registrants As Specified In Charter)**

**Maryland (DCT Industrial Trust Inc.)**

**001-33201**

**82-0538520**

<b>Delaware (DCT Industrial Operating Partnership LP)</b> <b>(State or Other Jurisdiction of</b>	<b>333-195185</b> <b>(Commission</b>	<b>82-0538522</b> <b>(I.R.S. Employer</b>
<b>Incorporation of Organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>

**518 17<sup>th</sup> Street, Suite 800**

<b>Denver, CO</b> <b>(Address of Principal Executive Offices)</b>	<b>80202</b> <b>(Zip Code)</b>
<b>Registrant's telephone number, including area code: (303) 597-2400</b>	

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 Instructions A.2.):

- .. 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.**

In connection with the commencement of a continuous equity offering under which DCT Industrial Trust Inc. (the Company) may sell up to 5,000,000 shares of its common stock (the Shares) from time to time through September 10, 2018 in at-the-market offerings or certain other transactions (the Offering), the Company today filed with the Securities and Exchange Commission (the SEC) a prospectus supplement dated September 10, 2015 (the Prospectus Supplement). The Company may sell the Shares in amounts and at times to be determined by the Company from time to time, but has no obligation to sell any of the Shares in the Offering. Actual sales will depend on a variety of factors to be determined by the Company from time to time, including (among others) market conditions, the trading price of the Company's common stock, determinations by the Company of the appropriate sources of funding for the Company and potential uses of the funding available to the Company. The Company intends to use the proceeds from any sale for general corporate purposes, which may include funding acquisitions, development or redevelopment and repaying debt.

The Offering will occur pursuant to four separate distribution agreements (individually, a Distribution Agreement and together, the Distribution Agreements) entered into by the Company with the Company's operating partnership, DCT Industrial Operating Partnership LP, of which the Company is the sole general partner, and each of Wells Fargo Securities, LLC, Jefferies LLC, Mitsubishi UFJ Securities (USA), Inc. and Comerica Securities, Inc. as agents for the offer and sale of the Shares (individually, an Agent and together, the Agents). Each Distribution Agreement has a term expiring on September 10, 2018 and provides that the Company may offer and sell from time to time pursuant to the Distribution Agreements up to a combined total of 5,000,000 shares of its common stock during such term through the Agents. The Distribution Agreements provide that the Company will pay each of the Agents a commission which in each case shall not be more than 2.0% of the gross sales price of all shares sold through it as our agent under the applicable Distribution Agreement.

Sales of the Shares, if any, may be made in negotiated transactions or transactions that are deemed to be at-the-market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. The Company has no obligation to sell any of the Shares in the Offering, and may at any time suspend solicitation and offers under the Distribution Agreements.

Under the terms of the Distribution Agreements, the Company may also sell the Shares to the Agents as principals for their own accounts at prices agreed upon at the time of sale. If the Company sells Shares to any of the Agents as principals, it will enter into a separate terms agreement with such Agent with respect to that sale.

The Shares will be issued pursuant to the Prospectus Supplement and the Company's automatic shelf registration statement on Form S-3 (File No. 333-206859) filed on September 10, 2015 with the SEC. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration of qualification under the securities laws of any such state.

The form of Distribution Agreement is filed as Exhibit 1.1 to this Current Report. The description of the Distribution Agreements does not purport to be complete and is qualified in its entirety by reference to the form of Distribution Agreement filed herewith as an exhibit to the Current Report.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit**

<b>Number</b>	<b>Description of Exhibits</b>
+1.1	Form of Distribution Agreement.
+5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
+23.1	Consent of Goodwin Procter LLP (contained in its opinions filed as Exhibits 5.1 and incorporated herein by reference).

+ Filed herewith

**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.

**DCT INDUSTRIAL TRUST INC.**

By: /s/ John G. Spiegleman  
Name: John G. Spiegleman  
Title: Executive Vice President and General  
Counsel

Date: September 10, 2015

**DCT INDUSTRIAL OPERATING  
PARTNERSHIP LP**

By: DCT Industrial Trust Inc., its General  
Partner

By: /s/ John G. Spiegleman  
Name: John G. Spiegleman  
Title: Executive Vice President and General  
Counsel

Date: September 10, 2015