

GOVERNMENT PROPERTIES TRUST INC  
Form S-11MEF  
January 26, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 26, 2004

REGISTRATION NO. 333-

-----  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

FORM S-11  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

GOVERNMENT PROPERTIES TRUST, INC.  
(Exact name of registrant as specified in governing instruments)

10250 REGENCY CIRCLE, SUITE 100  
OMAHA, NEBRASKA 68114  
(402) 391-0010

(Address, including zip code, and telephone number  
including area code, of registrant's principal executive offices)

-----  
THOMAS D. PESCHIO  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
GOVERNMENT PROPERTIES TRUST, INC.

10250 REGENCY CIRCLE, SUITE 100  
OMAHA, NEBRASKA 68114  
(402) 391-0010

(Name, address, including zip, and telephone number, including area code,  
of agent for service)

COPIES TO:

DAVID E. GARDELS  
JAMES C. CREIGH  
BLACKWELL SANDERS PEPPER MARTIN LLP  
1620 DODGE STREET, SUITE 2100  
OMAHA, NEBRASKA 68102  
(402) 964-5000

JOHN D. ELLSWORTH  
MICHAEL C. PALLESEN  
LIEBEN, WHITTED, HOUGHTON,  
SLOWIACZEK &  
CAVANAGH, P.C., L.L.O.  
2027 DODGE STREET, SUITE 100  
OMAHA, NEBRASKA 68102  
(402) 344-4000

WAYNE D. BOBERG  
BRENDAN P. HEAD  
WINSTON & STRAWN LLP  
35 WEST WACKER DRIVE  
CHICAGO, ILLINOIS 60601  
(312) 558-5600

-----  
APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon  
as practicable after the effective date of this registration statement.

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, check the following box and  
list the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. [X] 333-109565

Edgar Filing: GOVERNMENT PROPERTIES TRUST INC - Form S-11MEF

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)
Common Stock.....	3,220,000 shares	\$10.00	\$32,220,000

- (1) Includes 483,000 shares subject to the underwriters' over-allotment option.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

INCORPORATION BY REFERENCE

Government Properties Trust, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement on Form S-11 in its entirety the Registration Statement on Form S-11, as amended (File No. 333-109565), declared effective on January 26, 2004, by the Securities and Exchange Commission, including each of the documents filed by the Registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 36. FINANCIAL STATEMENTS AND EXHIBITS.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-109565 are incorporated by reference into, and shall be deemed a part of this Registration Statement, except the following which are filed herewith:

EXHIBIT INDEX

EXHIBIT	DESCRIPTION OF DOCUMENT
---------	-------------------------

Edgar Filing: GOVERNMENT PROPERTIES TRUST INC - Form S-11MEF

- 
- 5.1 Opinion of Miles & Stockbridge P.C. with respect to legality of the shares being registered
  - 8.1 Opinion of with Blackwell Sanders Peper Martin LLP with respect to tax matters
  - 23.1 Consent of Miles & Stockbridge, P.C. (included in Exhibit 5.1)
  - 23.2 Consent of Blackwell Sanders Peper Martin LLP (included in Exhibit 8.1)
  - 23.3 Consent of Ernst & Young LLP
  - 23.4 Consent of Zwick & Steinberger, P.L.L.C.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Omaha, Nebraska, on January 26, 2004.

GOVERNMENT PROPERTIES, TRUST, INC.

BY: /s/ THOMAS D. PESCHIO

-----  
 THOMAS D. PESCHIO  
 President and Chief Executive  
 Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ THOMAS D. PESCHIO ----- Thomas D. Peschio	President, Chief Executive Officer and Director	January 26, 2004
* ----- Nancy D. Olson	Chief Financial Officer and Treasurer	January 26, 2004
* ----- Jerry D. Bringard	Chairman of the Board of Directors	January 26, 2004
* ----- Robert M. Ames	Director	January 26, 2004

Edgar Filing: GOVERNMENT PROPERTIES TRUST INC - Form S-11MEF

\* Director January 26, 2004  
-----  
Philip S. Cottone

\* Director January 26, 2004  
-----  
Robert A. Peck

\* Director January 26, 2004  
-----  
Richard H. Schwachter

\*By: /s/ THOMAS D. PESCHIO  
-----  
Thomas D. Peschio  
Attorney-in-Fact

II-2

EXHIBIT INDEX

EXHIBIT	DESCRIPTION OF DOCUMENT
-----	-----
5.1	Opinion of Miles & Stockbridge P.C. with respect to legality of the shares being registered
8.1	Opinion of with Blackwell Sanders Peper Martin LLP with respect to tax matters
23.1	Consent of Miles & Stockbridge P.C. (included in Exhibit 5.1)
23.2	Consent of Blackwell Sanders Peper Martin LLP (included in Exhibit 8.1)
23.3	Consent of Ernst & Young LLP
23.4	Consent of Zwick & Steinberger, P.L.L.C.