

Cogdell Spencer Inc.  
Form 8-K  
June 02, 2009

**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 27, 2009**

**Cogdell Spencer Inc.**  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation)

001-32649  
(Commission File  
Number)

20-3126457  
(IRS Employer  
Identification Number)

4401 Barclay Downs Drive, Suite 300  
Charlotte, North Carolina  
(Address of principal executive offices)

28209  
(Zip Code)

Registrant's telephone number, including area code: (704) 940-2900  
N/A

(Former name or former address, if changed since last report.)

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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 27, 2009, Cogdell Spencer Inc. (the Company ) and Cogdell Spencer LP, the Company s operating partnership (the Operating Partnership ), entered into an underwriting agreement with Citigroup Global Markets Inc. and KeyBanc Capital Markets Inc. as representatives of the several underwriters named in the underwriting agreement. Pursuant to the terms of the underwriting agreement, the Company agreed to sell, and the underwriters agreed to purchase, subject to the terms and conditions set forth in the underwriting agreement, an aggregate of 23,000,000 shares of the Company s common stock (including 3,000,000 shares issued pursuant to the underwriters exercise of their overallotment option in full). The net proceeds to the Company from the public offering were approximately \$76.8 million after deducting the underwriting discounts and commissions and estimated transaction expenses. The underwriting agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions.

The preceding description is qualified in its entirety by reference to the underwriting agreement, a copy of which is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

1.1 Underwriting Agreement dated May 27, 2009

**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.

COGDELL SPENCER INC.

By: /s/ Frank C. Spencer  
Name: Frank C. Spencer  
Title: Chief Executive Officer and  
President

Date: June 2, 2009