

MEDICAL PROPERTIES TRUST INC

Form FWP

March 18, 2008

**Filed pursuant to Rule 433**  
**Issuer Free Writing Prospectus dated March 17, 2008**

**Relating to Preliminary Prospectus Supplement Dated March 14, 2008 Filed pursuant to Rule 424(b)(5)**  
**Registration Statement No. 333-140433**

*The issuer, Medical Properties Trust, Inc., has filed a registration statement, including a prospectus and preliminary prospectus supplement, with the SEC for the offering to which this communication relates. Before you invest, you should read that prospectus and preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and the offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling UBS Securities LLC toll-free 1-888-827-7275.*

*The following is a Current Report on Form 8-K filed by the issuer on March 17, 2008.*

**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): March 13, 2008**

**MEDICAL PROPERTIES TRUST, INC.**

(Exact name of registrant as specified in its charter)

**Commission File Number 001-32559**

**Maryland**  
(State or other jurisdiction  
of incorporation)

**20-0191742**  
(IRS. Employer  
Identification No.)

**1000 Urban Center Drive, Suite 501**  
**Birmingham, AL**  
(Address of principal executive offices)

**35242**  
(Zip Code)

Registrant's telephone number, including area code  
**(205) 969-3755**

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 1.01. Entry into a Material Definitive Agreement.**

On March 13, 2008, Medical Properties Trust, Inc. (the Company), through its operating partnership, MPT Operating Partnership, L.P., entered into a purchase and sale agreement (the Agreement) with HCP, Inc. and certain of its subsidiaries (collectively, the Seller) for the acquisition from the Seller of a portfolio of 21 healthcare facilities across 15 states, including seven acute care hospitals, three long-term acute care hospitals, five inpatient rehabilitation hospitals and six wellness centers, for an aggregate purchase price of approximately \$371.0 million, subject to customary prorrations and adjustments as provided in the Agreement.

The table below sets forth pertinent details with respect to the 21 facilities as of December 31, 2007:

| <b>Property</b>                                   | <b>State</b> | <b>Number of Licensed Beds</b> | <b>Number of Square Feet</b> |
|---|--------------|--------------------------------|------------------------------|
| <b>HealthSouth:</b>                               |              |                                |                              |
| HealthSouth Rehabilitation Center                 | AR           | 60                             | 56,838                       |
| HealthSouth Rehabilitation Hospital of Petersburg | VA           | 40                             | 41,990                       |
| Wesley Rehabilitation Hospital                    | KS           | 65                             | 65,000                       |
| Sunrise Rehabilitation Hospital                   | FL           | 126                            | 94,000(est.)                 |
| Mountain View Rehabilitation Hospital             | WV           | 80                             | 70,000                       |
| <b>Community Health Systems:</b>                  |              |                                |                              |
| Cleveland Regional Medical Center                 | TX           | 104                            | 74,800                       |
| Chesterfield General Hospital                     | SC           | 59                             | 57,384                       |
| Marlboro Park Hospital                            | SC           | 102                            | 80,593                       |
| <b>Cornerstone Health Care:</b>                   |              |                                |                              |
| Cornerstone Hospital of Houston Clear Lake        | TX           | 74                             | 84,673                       |
| Cornerstone Hospital of Bossier City              | LA           | 102                            | 64,488                       |
| Cornerstone Hospital of Southeast Arizona         | AZ           | 34                             | 39,000                       |
| <b>Health Management Associates, Inc.:</b>        |              |                                |                              |
| Poplar Bluff Regional Medical Center              | MO           | 213                            | 151,000                      |
| <b>IASIS Healthcare:</b>                          |              |                                |                              |
| Pioneer Valley Hospital                           | UT           | 139                            | 239,922                      |
| <b>Mountain View:</b>                             |              |                                |                              |
| Mountain View Hospital                            | ID           | 24                             | 122,383                      |
| <b>Shiloh Health Services:</b>                    |              |                                |                              |
| River West Medical Center                         | LA           | 80                             | 78,095(est.)                 |
| <b>Healthtrax Wellness Centers:</b>               |              |                                |                              |
| Bristol, Connecticut                              | CT           | N/A                            | 52,392                       |
| East Providence, Rhode Island                     | RI           | N/A                            | 33,595                       |
| Newington, Connecticut                            | CT           | N/A                            | 34,599                       |
| Warwick, Rhode Island                             | RI           | N/A                            | 38,888                       |
| West Springfield, Massachusetts                   | MA           | N/A                            | 39,414                       |
| Enfield, Connecticut                              | CT           | N/A                            | 50,325                       |

The 21 facilities are leased to eight unaffiliated operators under 14 separate net-leases, which will be assumed. The leases have terms expiring between 2009 and 2027, plus renewal options. All of the facilities are subject to cross-defaults, master leases, parent guarantees, or individual guarantees.

The acquisition is subject to customary real estate, regulatory and other closing conditions and we anticipate closing the acquisition in stages, on a property-by-property basis, beginning at the end of the first quarter of 2008 and continuing through the end of the second quarter of 2008. Pursuant to the Agreement, the Company has the option of excluding up to five designated properties from the acquisition if it is not satisfied with its due diligence review with respect to these properties. In addition, more than half of the properties are subject to certain preemptive purchase rights and purchase options held by existing tenants. The notice and option period associated with these rights, which varies from 20 to 60 days, may delay the Company's acquisition of these properties and, if exercised, would prevent the Company from acquiring the relevant properties.

Pursuant to the Agreement, the Company has made good faith deposits in an aggregate amount of \$4 million. If the acquisition is not consummated due to the Company's material default or breach, the Seller will be entitled to terminate the Agreement and retain the good faith deposit. If the acquisition is not consummated due to the Seller's material default or breach, the Company will be entitled to either (i) sue for the specific performance by the Seller of the transactions contemplated by the Agreement or (ii) the return of the good faith deposit and reimbursement for certain out-of-pocket costs up to \$1 million.

The Company intends to fund the acquisition of the HCP facilities with proceeds from the sales of a combination of common stock and debt securities, the net proceeds from the Company's previously announced purchase and sale transactions with Vibra Healthcare, LLC, and borrowings under the Company's existing credit facilities. The Company has also secured commitments from a syndicate of lenders for a senior secured interim loan facility, which is expected to provide up to \$300.0 million of any unfunded balance of the purchase price.

The foregoing description of the Agreement is not complete and is qualified in its entirety by reference to the full and complete terms of the Agreement, which will be filed as an exhibit to the Company's Form 10-Q for the quarter ended March 31, 2008. Other than the Agreement and the transactions described therein and herein, there is no other material relationship between the Company and any of its affiliates and HCP, Inc. and any of its affiliates.

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**SIGNATURE**

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.

**MEDICAL PROPERTIES TRUST, INC.**  
(Registrant)

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

Date: March 17, 2008