

ALEXANDRIA REAL ESTATE EQUITIES INC  
Form 8-K  
March 20, 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): March 18, 2009

ALEXANDRIA REAL ESTATE EQUITIES, INC.

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation)

1-12993  
(Commission  
File Number)

95-4502084  
(I.R.S. Employer  
Identification No.)

385 East Colorado Boulevard, Suite 299  
Pasadena, California  
(Address of principal executive offices)

91101  
(Zip Code)

Registrant's telephone number, including area code: (626) 578-0777

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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:

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**

On March 19, 2009, Alexandria Real Estate Equities, Inc. (the Company) entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as representatives of the several Underwriters named therein (the Underwriters), in connection with the sale of 7,000,000 shares of the Company's common stock to the Underwriters. The shares are being offered at \$38.25 per share, and, subject to customary closing conditions, the Underwriters expect to deliver the shares to the purchasers on or about March 24, 2009. The Company has granted the Underwriters a thirty-day option to purchase up to 1,050,000 additional shares of its common stock to cover over-allotments, if any. All shares will be offered by the Company pursuant to an effective shelf registration statement on Form S-3 on file with the Securities and Exchange Commission. A copy of the underwriting agreement is attached hereto as Exhibit 1.1.

On March 18, 2009, the Company issued a press release announcing the offer of its common stock. A copy of the press release is attached hereto as Exhibit 99.1.

On March 19, 2009, the Company issued a press release announcing the pricing of its common stock. A copy of the press release is attached hereto as Exhibit 99.2.

**Item 9.01                      Financial Statements and Exhibits**

(d)                      Exhibits

- 1.1      Underwriting Agreement, dated March 19, 2009, between Alexandria Real Estate Equities, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as representatives of the several Underwriters named therein
- 8.1      Tax Opinion of Morrison & Foerster LLP
- 23.1     Consent of Morrison & Foerster LLP (included in opinion filed as Exhibit 8.1)
- 99.1     Press Release, dated March 18, 2009
- 99.2     Press Release, dated March 19, 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.

ALEXANDRIA REAL ESTATE EQUITIES, INC.

Date: March 20, 2009

By:

/s/ Dean A. Shigenaga  
Dean A. Shigenaga  
Chief Financial Officer