

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:

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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

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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 |
|---------|-------------------------|
|---------|-------------------------|

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-
- 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.

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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 |

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* 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

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