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ENTERTAINMENT PROPERTIES TRUST

Form 8-K

June 04, 2002

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 30, 2002

Commission File No. 1-13561

ENTERTAINMENT PROPERTIES TRUST  
(Exact name of registrant as specified in its charter)

Maryland

43-1790877

-----  
(State of Formation)

-----  
(IRS Employer Identification Number)

30 West Pershing Road, Suite 201, Kansas City, Missouri

64108

-----  
(Address of principal executive offices)

-----  
(Zip Code)

(816) 472-1700

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(Registrant's telephone number, including area code)

Not applicable

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

ITEM 5. OTHER EVENTS.

On May 23, 2002, Entertainment Properties Trust ("EPR") entered into an underwriting agreement with Bear, Stearns & Co. Inc., Prudential Securities Incorporated, BB&T Capital Markets, Fahnestock & Co. Inc., Ferris Baker Watts Incorporated and Stifel, Nicolaus & Company, Incorporated (the "Underwriters") pursuant to which the Underwriters purchased 2,300,000 of EPR's 9.50% Series A Cumulative Redeemable Preferred Shares, par value \$0.01 per share (the "Series A Preferred Shares"), including 300,000 Series A Preferred Shares to cover over-allotments, at a price of \$24.2125 per share. The Series A Preferred Shares were offered to the public at the public offering price of \$25.00 per share.

On May 24, 2002, EPR filed a prospectus supplement dated May 23, 2002 with the Commission with respect to the offering, supplementing EPR's prospectus dated May 17, 2002 which is part of a "universal shelf" Registration Statement

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on Form S-3 (No. 333-87242) filed by EPR with the Commission. On May 30, 2002, EPR filed the Underwriting Agreement as Exhibit 1.1 to a Current Report on Form 8-K, and the offering was closed on that date. The Series A Preferred Shares have been approved for listing on the New York Stock Exchange under the ticker symbol "EPR prA."

### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit 5.2                      Opinion of Kutak Rock LLP as to the legality of the  
Series A Preferred Shares