
**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 18, 2010

BOSTON PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13087
(Commission
File Number)

04-2473675
(IRS Employer
Identification No.)

800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103
(Address of principal executive offices) (Zip Code)

(617) 236-3300
(Registrant's telephone number, including area code)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Charter Amendment

On May 18, 2010, the stockholders of Boston Properties, Inc. (the “Company”) approved an amendment (the “Charter Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, which provides for the annual election of directors and eliminates the plurality voting standard for director elections that was contained in the Company’s Amended and Restated Certificate of Incorporation. The Charter Amendment became effective upon its filing with the Secretary of State of the State of Delaware on May 19, 2010.

Under the Company’s Amended and Restated Certificate of Incorporation, as amended by the Charter Amendment, commencing with the class of directors standing for election at the 2011 annual meeting of the Company’s stockholders, directors will stand for election for one-year terms expiring at the next succeeding annual meeting of the Company’s stockholders. The directors who were elected at the 2009 annual meeting of the Company’s stockholders, whose terms will expire in 2012, and the directors who were elected at the 2010 annual meeting of the Company’s stockholders, whose terms will expire in 2013, will hold office until the end of their terms. In all cases, each director will hold office until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. Any director appointed to the Company’s Board of Directors to fill a vacancy following the 2011 annual meeting of the Company’s stockholders will hold office for a term expiring at the next annual meeting of the Company’s stockholders following such appointment.

The Charter Amendment also provides that directors may be removed, with or without cause, by the affirmative vote of the holders of at least 75% of the voting power of the capital stock of the Company entitled to vote thereon, except that directors serving the remainder of a three-year term of office may be removed by such 75% vote only for cause. Previously, the Company’s Amended and Restated Certificate of Incorporation permitted the removal of directors by such 75% vote only for cause. These changes to the director removal provisions were necessary because, under Delaware law, directors of companies that do not have classified boards may be removed by the stockholders either for or without cause.

Amendment to By-laws and Corporate Governance Guidelines

On May 18, 2010, the Board of Directors of the Company (the “Board of Directors”) approved an amendment (the “By-law Amendment”) to the Second Amended and Restated By-laws of the Company, which relates to the removal of the plurality voting standard for director elections from the Company’s Amended and Restated Certificate of Incorporation. The By-law Amendment became effective immediately following the effectiveness of the Charter Amendment on May 19, 2010. The By-law Amendment provides for majority voting in uncontested elections (in which a nominee is elected only if the votes cast “for” his or her election exceed the votes cast “against” his or her election). The By-law Amendment also provides for a plurality voting standard in contested elections, which, generally, will include any situation in which the Company receives a notice that a stockholder has nominated a person for election to the Board of Directors at a meeting of the Company’s stockholders that is not withdrawn on or before the tenth day before the Company first mails its notice for such meeting to its stockholders.

In connection with the approval of the Charter Amendment and By-law Amendment, on May 18, 2010, the Board of Directors approved an amendment (the “Guidelines Amendment”) to the Company’s Corporate Governance Guidelines. The Guidelines Amendment became effective concurrently with the effectiveness of the By-law Amendment on May 19, 2010. The Guidelines Amendment creates a director resignation policy that sets forth the Board of Directors’ expectation that any director that fails to receive the required majority vote in an uncontested election will promptly tender his or her resignation to the

Board of Directors for its consideration. The Guidelines Amendment also provides that the Board of Directors will act on any such tendered resignation within 90 days following certification of the stockholder vote and will promptly and publicly disclose its decision.

The foregoing descriptions of the Charter Amendment and By-law Amendment are qualified in their entirety by reference to the copies of the Charter Amendment and By-law Amendment filed as Exhibits 3.1 and 3.2, respectively, to this Form 8-K, which are incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2010 annual meeting of stockholders (the “2010 Annual Meeting”) on May 18, 2010. At the 2010 Annual Meeting, the stockholders voted on (1) the election of Mortimer B. Zuckerman, Carol B. Einiger and Dr. Jacob A. Frenkel to the Company’s Board of Directors, (2) the Charter Amendment, (3) the ratification of the Audit Committee’s appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2010, (4) a stockholder proposal concerning the preparation of a sustainability report and (5) a stockholder proposal concerning an independent board chairman.

The stockholders elected all three director nominees, approved the Charter Amendment and ratified the appointment of PricewaterhouseCoopers LLP (“PWC”) as the Company’s independent registered public accounting firm. The stockholder proposals did not receive the affirmative vote of a majority of shares present in person or represented by proxy at the 2010 Annual Meeting and entitled to vote thereon and, as a result, were not approved.

The number of votes cast for or withheld from the election of each director and the number of votes cast for or against or abstaining from each other matter voted upon, as applicable, are set forth below. The number of broker non-votes with respect to the election of each director and each other matter, as applicable, is also set forth below.

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>	
Election of Directors:				
Mortimer B. Zuckerman	113,072,217	6,659,966	3,621,254	
Carol B. Einiger	118,434,828	1,297,355	3,621,254	
Dr. Jacob A. Frenkel	118,520,939	1,211,244	3,621,254	
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Management Proposal to Amend Charter	118,701,313	4,612,548	39,576	N/A
Ratification of Appointment of PWC	120,683,998	2,633,912	35,527	N/A
Stockholder Proposal regarding Sustainability Report	40,776,224	51,775,372	27,180,587	3,621,254
Stockholder Proposal regarding Independent Chairman	48,050,440	71,647,219	34,524	3,621,254

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Boston Properties, Inc.
3.2	Amendment to Second Amended and Restated By-laws of Boston Properties, Inc.

EXHIBIT INDEX

Exhibit
Number

Description

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| 3.1 | Certificate of Amendment of Amended and Restated Certificate of Incorporation of Boston Properties, Inc. |
| 3.2 | Amendment to Second Amended and Restated By-laws of Boston Properties, Inc. |

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BOSTON PROPERTIES, INC.

(Pursuant to Section 242 of the General Corporation Law)

Boston Properties, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Sections D, E and F of Article VI in their entirety and inserting the following in lieu thereof:

"D. Number and Terms of Directors. The number of directors shall be fixed by resolution duly adopted from time to time by the Board of Directors; provided, however, that in no event shall the number of directors exceed eleven (11) or be less than the minimum number required by the DGCL. A director need not be a stockholder of the Corporation.

Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock: (i) at the annual meeting of stockholders of the Corporation that is held in calendar year 2011 (the "2011 Annual Meeting"), the directors whose terms expire at the 2011 Annual Meeting (or such directors' successors) shall be elected to hold office for a one-year term expiring at the annual meeting of stockholders of the Corporation that is held in calendar year 2012 (the "2012 Annual Meeting"); (ii) at the 2012 Annual Meeting, the directors whose terms expire at that meeting (or such directors' successors) shall be elected to hold office for a one-year term expiring at the annual meeting of stockholders of the Corporation that is held in calendar year 2013 (the "2013 Annual Meeting"); and (iii) at the 2013 Annual Meeting and each annual meeting of stockholders of the Corporation thereafter, all directors shall be elected to hold office for a one-year term expiring at the next annual meeting of stockholders of the Corporation. For the avoidance of doubt, each person appointed by the directors of the Corporation or elected by the stockholders of the Corporation to the Board of Directors before the 2011 Annual Meeting shall serve for the full term to which he or she was appointed or elected before the 2011 Annual Meeting (such term, a "Continuing Term"). Directors shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal.

Notwithstanding the foregoing, whenever, pursuant to the provisions of Article IV of this Certificate, the holders of any one or more series of Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate and any certificates of designation applicable thereto.

During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article IV of this Certificate, then upon commencement and for the duration of the period during which such right continues: (a) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions and (b) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to such director's earlier death, disqualification, resignation or removal. Except as otherwise provided by the Board in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate and the total authorized number of directors of the Corporation shall be reduced accordingly.

E. Removal of Directors. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect directors and to remove any director whom such holders have the right to elect, any director (including persons elected by directors to fill vacancies in the Board of Directors) may be removed from office with or without cause by the affirmative vote of the holders of at least 75% of the voting power of the capital stock of the Corporation entitled to vote thereon; provided, however, that any director then serving a Continuing Term may be removed from office (a) only with cause and (b) only by the affirmative vote of the holders of at least 75% of the voting power of the capital stock of the Corporation entitled to vote thereon. At least 30 days prior to any meeting of stockholders at which it is proposed that any director be removed from office, written notice of such proposed removal shall be sent to the director whose removal will be considered at the meeting. For purposes of this Certificate, "cause," with respect to the removal of any director, shall mean only (i) conviction of a felony, (ii) declaration of unsound mind by order of a court, (iii) gross dereliction of duty, (iv) commission of any act involving moral turpitude or (v) commission of an act that constitutes intentional misconduct or a knowing violation of law if such action in either event results both in an improper substantial personal benefit to such director and a material injury to the Corporation.

F. Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect directors and to fill vacancies in the Board of Directors relating thereto and

unless otherwise required by law, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a director, shall be filled solely by the affirmative vote of a majority of the voting power of the remaining directors entitled to vote thereon, even if less than a quorum of the Board of Directors. Any director appointed to the Board of Directors in accordance with the preceding sentence following the 2011 Annual Meeting shall hold office for a term expiring at the next annual meeting of stockholders of the Corporation held after such appointment and until such director's successor shall have been duly elected and qualified or until such director's earlier resignation or removal. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until such vacancy is filled."

SECOND: That the foregoing amendments to the Amended and Restated Certificate of Incorporation of the Corporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, Boston Properties, Inc. has caused this Certificate of Amendment to be executed by its duly authorized officer on this 19th day of May, 2010.

BOSTON PROPERTIES, INC.

By: /s/ Douglas T. Linde
Name: Douglas T. Linde
Title: President

**AMENDMENT TO
SECOND AMENDED AND RESTATED
BY-LAWS
OF
BOSTON PROPERTIES, INC.**

Article II, Section 2.7 of the Second Amended and Restated By-laws of Boston Properties, Inc. is hereby deleted in its entirety and replaced with the following:

“2.7 Action at Meeting. When a quorum is present, any matter before any meeting of stockholders shall be decided by the affirmative vote of the majority of shares present in person or represented by proxy at such meeting and entitled to vote on such matter, except where a larger vote is required by law, by the Certificate or by these By-laws. Where a separate vote by a class or classes is required, the affirmative vote of the majority of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class. A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the Certificate and these By-laws, to the extent applicable, and applicable law and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. The Corporation shall not directly or indirectly vote any shares of its own stock; provided, however, that the Corporation may vote shares which it holds in a fiduciary capacity to the extent permitted by law.”

Effective as of May 19, 2010.