
**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): December 31, 2013

BOSTON PROPERTIES, INC.

(Exact Name of Registrant As Specified in 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 8.01 Other Events.

On December 31, 2013, Boston Properties, Inc. (the “Company”) filed with the Securities and Exchange Commission a prospectus supplement dated December 31, 2013 (the “Prospectus Supplement”) to its prospectus dated August 9, 2011, which was included in its automatic shelf registration statement on Form S-3 (No. 333-176157). The Prospectus Supplement relates to up to 49,000 shares of the Company’s common stock that may be issued from time to time if, and to the extent that, holders of the 3.625% Exchangeable Senior Notes due 2014 (the “Notes”) of the Company’s operating partnership, Boston Properties Limited Partnership (the “Operating Partnership”), exercise their rights pursuant to the Indenture governing the Notes, dated as of December 13, 2002 (the “Base Indenture”), as supplemented by Supplemental Indenture No. 7, dated as of August 19, 2008 (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), to exchange their Notes and the Operating Partnership elects to deliver shares of the Company’s common stock for any portion of any net amount deliverable upon exchange of the Notes.

Pursuant to the Indenture, on or after January 1, 2014, holders of Notes have the right to exchange their Notes at any time prior to 5:00 p.m., New York City time, on February 13, 2014 for consideration with a value per \$1,000 principal amount of Notes exchanged equal to the value of 8.6974 shares of our common stock over a 20 consecutive trading-day observation period. This exchange rate reflects the adjustment that was made on December 31, 2013 in connection with the special dividend of \$2.25 per share of common stock that the Company declared that is payable on January 29, 2014 to holders of record of its common stock as of the close of business on December 31, 2013. Any Notes not exchanged will mature on February 15, 2014, at which time holders of Notes will be entitled to receive the aggregate principal amount of \$1,000 per Note plus accrued and unpaid interest thereon to, but excluding, February 15, 2014.

As of December 31, 2013, there was approximately \$747,500,000 aggregate principal amount of the Notes outstanding.

The foregoing description is only a summary and is qualified in its entirety by reference to the Indenture, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).
99.1	Indenture, dated as of December 13, 2002, by and between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.’s Current Report on Form 8-K/A filed on December 13, 2002).
99.2	Supplemental Indenture No. 7, dated as of August 19, 2008, by and between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 3.625% Exchangeable Senior Note due 2014 (incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.’s Current Report on Form 10-Q filed on August 20, 2008).

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.

BOSTON PROPERTIES, INC.

Date: December 31, 2013

By: /s/ Michael E. LaBelle

Name: Michael E. LaBelle

Title: Senior Vice President, Chief Financial Officer and Treasurer

December 31, 2013

Boston Properties, Inc.
The Prudential Center
800 Boylston Street, Suite 1900
Boston, MA 02199-8103

Re: Securities Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

Reference is made to our opinion letter dated August 9, 2011 and included as Exhibit 5.1 to the Registration Statement on Form S-3ASR (the "Registration Statement") filed on August 9, 2011 by Boston Properties, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement became effective upon filing on August 9, 2011. We are delivering this supplemental opinion letter in connection with the prospectus supplement (the "Prospectus Supplement") filed on December 31, 2013 by the Company with the Commission pursuant to Rule 424(b) under the Securities Act. The Prospectus Supplement relates to the issuance by the Company of up to 49,000 shares (the "Shares") of its common stock, par value \$0.01 per share (the "Common Stock"). The Shares may be issued by the Company to the holders of Boston Properties Limited Partnership's 3.625% Exchangeable Senior Notes due 2014 (the "Notes"), to the extent that Boston Properties Limited Partnership, a Delaware limited partnership and the Company's operating partnership ("BPLP"), elects to deliver the Shares upon the exchange of the Notes instead of paying cash for any amount payable upon such exchange in excess of the principal amount of the Notes, in accordance with the terms of the Indenture, dated December 13, 2002, as supplemented by Supplemental Indenture No. 7, dated August 19, 2008, between BPLP and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Indenture").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, in the future, the Company does not issue shares of Common Stock or reduce the total number of shares of Common Stock that the Company is authorized to issue under the Company's Certificate of Incorporation, as amended and then in effect (the "Charter"), such that the number of authorized but unissued shares of Common Stock under the Charter is less than the number of unissued Shares.

The opinion set forth below is limited to the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized, and when and to the extent issued in exchange for the Notes as provided in the Indenture, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K dated December 31, 2013 which is incorporated by reference into the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement and Prospectus Supplement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP