

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

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Date of report (Date of earliest event reported): **March 20, 2020**

**BOSTON PROPERTIES, INC.**  
**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
(Exact Name of Registrants As Specified in its Charter)

**Boston Properties, Inc.**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-13087**  
(Commission File Number)

**04-2473675**  
(IRS Employer  
Identification No.)

**Boston Properties Limited  
Partnership**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-50209**  
(Commission File Number)

**04-3372948**  
(IRS Employer  
Identification No.)

**800 Boylston Street, Suite 1900, Boston, Massachusetts 02199**  
(Address of Principal Executive Offices) (Zip Code)

**(617) 236-3300**  
(Registrants' 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 registrants 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))

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Boston Properties, Inc.	Common Stock, par value \$0.01 per share	BXP	New York Stock Exchange
Boston Properties, Inc.	Depository Shares Each Representing 1/100th of a share of 5.25% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share	BXP PRB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Boston Properties, Inc.:  
Emerging growth company

Boston Properties Limited Partnership:  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Boston Properties, Inc.  Boston Properties Limited Partnership

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

On March 20, 2020, Boston Properties, Inc. (the "Company") amended its Third Amended and Restated By-laws (the "By-laws") to allow for increased flexibility in setting the location of, and appointing the presiding officer for, annual and special meetings of stockholders. The Company adopted this amendment primarily to enable it to better address uncertainties relating to the Company's ability to hold an in-person annual meeting arising from public health considerations relating to the coronavirus (COVID-19).

After giving effect to the amendment, the Chairman of the Board of Directors, the Chief Executive Officer or the President is authorized to change the place of any annual or special meeting once it has already been established. Additionally, the amendment provides procedures for the designation of a presiding officer at any annual or special meeting should each of the Chairman of the Board of Directors, the Chief Executive Officer and the President be unable to attend.

The foregoing description of the amendment to the By-laws is qualified in its entirety by reference to a copy of the amendment filed as Exhibit 3.1 to this Current Report on Form 8-K, which is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
*3.1	<a href="#">Amendment No. 1 to Third Amended and Restated By-laws of Boston Properties, Inc., effective as of March 20, 2020</a>
*101.SCH	Inline XBRL Taxonomy Extension Schema Document.
*101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
*101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
*101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
*101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
*104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*).

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\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

BOSTON PROPERTIES, INC.

By:

/s/ MICHAEL E. LABELLE

Michael E. LaBelle  
Executive Vice President, Chief Financial Officer  
and Treasurer

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc., its General Partner

By:

/s/ MICHAEL E. LABELLE

Michael E. LaBelle  
Executive Vice President, Chief Financial Officer  
and Treasurer

Date: March 23, 2020

**AMENDMENT NO. 1 TO THIRD AMENDED AND RESTATED BY-LAWS  
OF  
BOSTON PROPERTIES, INC.**

Article II, Sections 2.1 and 2.11 of the Third Amended and Restated By-laws of Boston Properties, Inc. are hereby deleted in their entirety and replaced with the following:

2.1 Places of Meetings. All meetings of the stockholders shall be held at such place, either within or without the State of Delaware, and/or by such means of remote communications as from time to time may be fixed by the majority of the Board of Directors, the Chairman of the Board, if one is elected, or the President, which place and/or means of remote communications may subsequently be changed at any time by vote of the Board of Directors or, to the extent authorized by the Board of Directors and permitted by Section 211(a) of the DGCL, the Chairman of the Board, if one is elected, or the President.

2.11 Presiding Officer, Order of Business. The Chairman of the Board, if one is elected, or if not elected or in his or her absence, the Chief Executive Officer, if one is elected, or if not elected or in his or her absence, the President, shall preside at all annual meetings or special meetings of stockholders. If the President is unable to so preside or is absent, then such other presiding officer designated by, or in the manner approved by, the Board of Directors or, in the absence of such designation, by the Chairman of the Board, if one is elected, or, if not elected, by the Chief Executive Officer, if one is elected, or, if not elected, by the President, shall preside at the annual meeting or special meeting of stockholders for which he or she was designated. Each of the presiding officer and the Board of Directors shall have the authority to adopt and enforce rules of procedure for all stockholder meetings and shall have the authority to: (i) determine the order of business for each meeting; (ii) determine when the polls will open and close on items submitted for stockholder action; (iii) fix the time allotted for consideration of each agenda item and for questions and comments by persons in attendance; (iv) adopt rules for determining who may pose questions and comments during the meeting; (v) adopt rules for determining who may attend the meeting; (vi) adopt procedures (if any) requiring attendees to provide the Corporation advance notice of their intent to attend the meeting; and (vii) adjourn the meeting at any time and from time to time (without limitation to the authority to adjourn the meeting pursuant to Section 2.5).

Adopted and effective as of March 20, 2020.