

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G /A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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Boston Properties, Inc.  
(Name of Issuer)

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Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

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101121101  
(CUSIP Number)

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December 31, 2021  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 7 Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|--|---|--|
| <b>1</b>   | NAME OF REPORTING PERSON<br>TCI Fund Management Limited   |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| <b>3</b>   | SEC USE ONLY  |  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United Kingdom  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b>  | SOLE VOTING POWER<br>0                 |
|  | <b>6</b>  | SHARED VOTING POWER<br>12,458,851      |
|  | <b>7</b>  | SOLE DISPOSITIVE POWER<br>0            |
|  | <b>8</b>  | SHARED DISPOSITIVE POWER<br>12,458,851 |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>12,458,851                                    |  |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                 |  |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>7.96%  |  |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>CO  |  |

|  |   |  |
|--|---|--|
| <b>1</b>   | NAME OF REPORTING PERSON<br>Christopher Hohn  |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| <b>3</b>   | SEC USE ONLY  |  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United Kingdom  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b>  | SOLE VOTING POWER<br>0                 |
|  | <b>6</b>  | SHARED VOTING POWER<br>12,458,851      |
|  | <b>7</b>  | SOLE DISPOSITIVE POWER<br>0            |
|  | <b>8</b>  | SHARED DISPOSITIVE POWER<br>12,458,851 |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>12,458,851                                    |  |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                 |  |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>7.96%  |  |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>IN  |  |

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Boston Properties, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103.

**Item 2(a). NAME OF PERSON FILING**

(i) TCI Fund Management Limited, a United Kingdom private limited company ("TCIF UK"), with respect to the Shares (as defined in Item 2(d) below), held by The Children's Investment Master Fund, a Cayman Islands exempted company (the "TCI Fund") and CIFF Capital UK LP, a United Kingdom limited partnership ("CIFF"); and

(ii) Christopher Hohn ("Mr. Hohn", and together with TCIF UK, the "Reporting Persons"), with respect to the Shares directly held by the TCI Fund and CIFF.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

(i) TCIF UK: 7 Clifford Street, London, W1S 2FT, United Kingdom;

(ii) Mr. Hohn: 7 Clifford Street, London, W1S 2FT, United Kingdom.

**Item 2(c). CITIZENSHIP**

TCIF UK is a private limited company organized under the laws of the United Kingdom. Mr. Hohn is a citizen of the United Kingdom.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.01 per share (the "Shares")

**Item 2(e). CUSIP NUMBER**

101121101

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;

- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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**Item 4. OWNERSHIP**

The percentages used herein are calculated based upon 156,544,849 Shares reported to be outstanding as of December 31, 2021, as reported in Exhibit 99.1 of the Company's Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on January 26, 2022.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

TCIF UK is the investment manager of both TCI Fund and CIFF. Christopher Hohn is the Managing Director of TCIF UK. By reason of the provisions of Rule 13d-3 of the Act, Mr. Hohn may be deemed to beneficially own the Shares held by the TCI Fund and CIFF.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of the Shares reported herein.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

See Item 2 and Item 4.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2022

TCI FUND MANAGEMENT LIMITED

/s/ Christopher Hohn

Name: Christopher Hohn

Title: Managing Director

/s/ Christopher Hohn

CHRISTOPHER HOHN