
**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 15, 2015

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
(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 15, 2015, Boston Properties, Inc. (the "Company"), the general partner of Boston Properties Limited Partnership, issued a press release announcing that it legally defeased the mortgage loan secured by 100 & 200 Clarendon Street in Boston, Massachusetts. On December 17, 2015, the Company issued a press release announcing that it completed the sale of Innovation Place in San Jose, California and that its Board of Directors declared regular quarterly and special dividends. Copies of those press releases are filed herewith as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---------------------------------------|
| *99.1 | Press release dated December 15, 2015 |
| *99.2 | Press release dated December 17, 2015 |

* Filed herewith.

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 18, 2015

By: /s/ Michael E. LaBelle

Michael E. LaBelle

Senior Vice President, Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---------------------------------------|
| *99.1 | Press release dated December 15, 2015 |
| *99.2 | Press release dated December 17, 2015 |

* Filed herewith.

news



800 Boylston Street
Boston, MA 02199

AT THE COMPANY

Mike LaBelle
Chief Financial Officer
(617) 236-3352

Arista Joyner
Investor Relations Manager
(617) 236-3343

**BOSTON PROPERTIES DEFEASES LOAN SECURED BY
100 & 200 CLARENDON STREET**

BOSTON, MA, December 15, 2015 – **Boston Properties, Inc. (NYSE: BXP)**, a real estate investment trust, announced that on December 15, 2015 it legally defeased the mortgage loan collateralized by 100 & 200 Clarendon Street (formerly known as the John Hancock Tower) in Boston, Massachusetts. The mortgage loan had an outstanding principal balance of \$640.5 million, bore interest at a fixed rate of 5.68% per annum and was scheduled to mature on January 6, 2017. The cash outlay required for the defeasance in the amount of approximately \$667.4 million was based on the purchase price of U.S. government securities that will generate sufficient cash flow to fund continued interest payments on the loan from the effective date of the defeasance through, and the repayment of the loan on, October 6, 2016, which is the date on which the Company could repay the loan at par. In connection with the defeasance, the mortgage and other liens on the property were extinguished and all existing collateral, including various guarantees, were released.

As a result of the defeasance, the Company expects to recognize a loss from early extinguishment of debt of approximately \$23.5 million, or (\$0.14) per common share, in the fourth quarter of 2015. This amount includes approximately \$26.9 million, which is the difference between the purchase price for the U.S. government securities acquired for the defeasance and the outstanding principal balance of the mortgage loan, and approximately \$1.4 million of unamortized deferred financing costs, offset by approximately \$4.8 million from the acceleration of the remaining balance of the historical fair value debt adjustment. The impact of the defeasance, including the loss from early extinguishment of debt in the fourth quarter of 2015 and the reduction in interest expense in 2016, was not reflected in the Company's earnings guidance issued on October 29, 2015.

The Company's Chief Financial Officer, Mike LaBelle, commented, "As we have discussed in recent earnings conference calls, we are focused on our 2016 and 2017 debt maturities that carry above-market interest rates and have been evaluating options for refinancing or repaying these maturities to capture potential future interest savings. This defeasance and our ongoing interest rate hedging program are important components of our strategy. Further, we anticipate additional borrowings in the near term to replenish our cash balances as a result of the defeasance."

Boston Properties is a fully integrated, self-administered and self-managed real estate investment trust that develops, redevelops, acquires, manages, operates and owns a diverse portfolio of Class A office space, one hotel, four residential properties and five retail properties. The Company is one of the largest owners and developers of Class A office properties in the United States, concentrated in four markets – Boston, New York, San Francisco and Washington, DC.

news



800 Boylston Street
Boston, MA 02199

AT THE COMPANY

Arista Joyner
Investor Relations Manager
(617) 236-3343

BOSTON PROPERTIES COMPLETES SALE OF INNOVATION PLACE AND DECLARES SPECIAL CASH DIVIDEND OF \$1.25 PER SHARE AND REGULAR QUARTERLY DIVIDENDS

BOSTON, MA, December 17, 2015 – Boston Properties, Inc. (NYSE: BXP), a real estate investment trust, announced today that it completed the sale of its Innovation Place property for a gross sale price of \$207.0 million. Innovation Place, located in San Jose, California, is a 26-acre site with one occupied and three vacant existing office buildings and a total of approximately 574,000 square feet (approximately 463,000 square feet of which are vacant) located at 3100-3130 Zanker Road. Currently, the remainder of the site is used for 1,699 surface parking spaces but the land supports an additional 537,000 square feet of office/R&D development and two parking structures with a total of approximately 3,000 parking spaces.

In addition, the Company announced that its Board of Directors declared (1) a regular quarterly cash dividend of \$0.65 per share of common stock for the period October 1, 2015 to December 31, 2015 and (2) a special cash dividend of \$1.25 per common share, in both cases payable on January 28, 2016 to shareholders of record as of the close of business on December 31, 2015. The decision to declare a special dividend was primarily a result of the sale of approximately \$584 million of assets in 2015. After payment of this special dividend, the Company expects that it will have retained approximately \$287 million of cash from such assets sales for general business purposes, including investments in the Company's existing development pipeline and other potential investment opportunities. The Board of Directors did not make any change to the Company's policy with respect to regular quarterly dividends. The payment of the regular quarterly dividend of \$0.65 per share and the special dividend of \$1.25 per share will result in a total payment of \$1.90 per share payable on January 28, 2016.

Holders of common units of limited partnership interest in Boston Properties Limited Partnership, our Operating Partnership, as of the close of business on December 31, 2015 will receive the same total distribution, payable on January 28, 2016.

The Board of Directors also declared a regular quarterly cash dividend for the Company's 5.25% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock"). The cash dividend of \$0.328125 per depositary share is payable on February 16, 2016 to shareholders of record as of the close of business on February 5, 2016 and covers the period from November 16, 2015 to February 15, 2016. Each depositary share represents 1/100th of a share of Series B Preferred Stock.

Boston Properties is a fully integrated, self-administered and self-managed real estate investment trust that develops, redevelops, acquires, manages, operates and owns a diverse portfolio of Class A office space, one hotel, four residential properties and five retail properties. The Company is one of the largest owners and developers of Class A office properties in the United States, concentrated in four markets – Boston, New York, San Francisco and Washington, DC.

For more information about Boston Properties, please visit the Company's web site at www.bostonproperties.com.

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