

Education Realty Trust, Inc.  
Form 8-K  
November 09, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): November 8, 2011

Education Realty Trust, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other  
Jurisdiction of  
Incorporation)

001-32417  
(Commission File  
Number)

20-1352180  
(IRS Employer  
Identification No.)

530 Oak Court Drive, Suite 300  
Memphis, Tennessee  
(Address of Principal Executive Offices)

38117  
(Zip Code)

901-259-2500

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(Registrant's telephone number, including area code)

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

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))



Item 7.01. Regulation FD Disclosure.

Education Realty Trust, Inc. (the “Company”) today announced that it has closed its underwritten public offering of 14,375,000 shares of its common stock, including 1,875,000 shares purchased by the underwriters pursuant to an overallotment option. The common stock was offered and sold pursuant to a prospectus supplement, dated November 3, 2011, and a base prospectus dated November 2, 2011, relating to the Company’s effective shelf registration statement on Form S-3 (File No. 333-177422). A copy of the press release announcing the closing of the Company’s offering and the exercise of the overallotment option by the underwriters is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in this Current Report on Form 8-K (including Exhibit 99.1 hereto) shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished herewith to this Current Report on Form 8-K.

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1        | Press Release dated November 8, 2011 |

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SIGNATURE

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.

EDUCATION REALTY TRUST, INC.

Date: November 8, 2011

By:

/s/ Randall H. Brown  
Randall H. Brown  
Executive Vice President, Chief Financial Officer,  
Treasurer and Secretary

INDEX TO EXHIBITS

| Exhibit<br>No. | Description                          |
|----------------|--------------------------------------|
| 99.1           | Press Release dated November 8, 2011 |