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Physicians Realty Trust
Form 10-Q/A
November 16, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
Amendment No. 1

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-36007

PHYSICIANS REALTY TRUST
(Exact Name of Registrant as Specified in its Charter)

Maryland
(State of Organization)

46-2519850
(IRS Employer Identification No.)

309 N. Water Street,
Suite 500
Milwaukee, Wisconsin
(Address of Principal Executive Offices)

53202
(Zip Code)

(414) 367-5600
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant

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was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).
☒ Yes ☐ No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☐

Accelerated Filer ☒

Non-Accelerated Filer ☐

(Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
☐ Yes ☒ No

The number of the Registrant’s common shares outstanding as of November 2, 2015 was 87,167,181.

EXPLANATORY NOTE

Physicians Realty Trust (the "Company") is filing this Amendment No. 1 (this "Amendment") to its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, as filed with the Securities and Exchange Commission (the "SEC") on November 9, 2015 (the "Original Report"), solely to correct an error in the number of outstanding common shares set forth on the cover page of the Original Report, which inadvertently omitted 15,812,500 common shares that were issued in connection with the completion of the Company's follow-on public offering on October 19, 2015. The correct number of outstanding common shares as of November 2, 2015 is 87,167,181 common shares as set forth on the cover page of this Amendment, correcting and increasing the outstanding common share count of 71,354,781 disclosed in the Original Report by 15,812,500 common shares. In addition, as required by SEC rules, the certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 included in the Original Report have been updated as required for the date of this Amendment.

Except as described above, no changes have been made to the Original Report. This Amendment does not modify, amend or update any financial information in the Original Report. This Amendment continues to speak as of the date of the Original Report, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a date subsequent to the Original Report.

PART II. Other Information

Item 6. Exhibits

| Exhibit No. | Description |
|-------------|--|
| 31.1 | Certification of John T. Thomas, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Jeffrey N. Theiler, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document (+) |
| 101.SCH | XBRL Extension Schema Document (+) |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document(+) |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document(+) |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document(+) |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document(+) |

(+) Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act, of 1934, as amended, and otherwise is not subject to liability under these sections.

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 thereunto duly authorized.

PHYSICIANS REALTY TRUST

Date: November 13, 2015

/s/ Jeffrey N. Theiler

Jeffrey N. Theiler

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)