

Education Realty Trust, Inc.  
Form 8-K  
October 05, 2005

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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):

September 30, 2005

Education Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

001-32417

201352180

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

530 OAK COURT DRIVE, SUITE 300,  
MEMPHIS, Tennessee

38117

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

901-259-2500

Not Applicable

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:

- 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 September 30, 2005, Education Realty Trust, Inc. (the "Company") completed its previously announced sale of 4,375,000 shares of its \$.01 par value per share common stock (the "Shares") in a private placement to certain new and existing institutional investors pursuant to the Purchase Agreement described in the Current Report on Form 8-K filed by the Company on September 27, 2005 (the "Initial Report"). The Shares were sold to the investors listed in the Initial Report at a price of \$16.00 per share for aggregate gross proceeds of \$70,000,000 (the "Private Placement"). The Private Placement was made in reliance upon an exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D thereunder. A copy of the Purchase Agreement was furnished with the Initial Report and is incorporated herein by reference.

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**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.

Education Realty Trust, Inc.

*October 5, 2005*

By: *Paul O. Bower*

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*Name: Paul O. Bower*

*Title: Chief Executive Officer and President*