

ALEXANDRIA REAL ESTATE EQUITIES INC  
Form SC TO-I/A  
June 07, 2010

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to

### SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

## Alexandria Real Estate Equities, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**8.00% Senior Convertible Notes due 2029**

(Title of Class of Securities)

**015271 AB5**

(CUSIP Number of Class of Securities)

**Joel S. Marcus**

**Chief Executive Officer**

**Alexandria Real Estate Equities, Inc.  
385 East Colorado Boulevard, Suite 299  
Pasadena, California 91101  
(626) 578-0777**

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing person)

*Copies to:*

**Kenneth E. Kohler  
Morrison & Foerster LLP  
555 West Fifth Street, 35th Floor  
Los Angeles, California 90013  
(213) 892-5200**

**Anthony A. Lopez III  
Clifford Chance US LLP  
31 West 52nd Street  
New York, New York 10019  
(212) 878-4950**

#### CALCULATION OF FILING FEE

**Transaction Valuation(1)**

\$399,450,000

**Amount of Filing Fee(2)**

\$28,481

(1)

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Estimated solely for purpose of calculating the registration fee pursuant to Rule 457(f)(1) and (3) under the Securities Act of 1933, as amended, and based on (a) the product of (i) \$1,844,375, the average of the bid and ask price for each \$1,000 principal amount of Convertible Notes on May 12, 2010, and (ii) the quotient of (x) \$240,000,000, the aggregate principal amount at maturity of Convertible Notes which are sought for exchange, and (y) \$1,000, less (b) \$43,200,000, the maximum aggregate amount of cash to be paid by the Registrant pursuant to the Exchange Offer, assuming that the Exchange Offer is fully subscribed by holders of the Convertible Notes (including payment of accrued interest on the Convertible Notes).

(2)

The amount of the filing fee calculated in accordance with Rule 0-11(a)(2) of the Securities Exchange Act of 1934, as amended, by multiplying 0.0000713 by the aggregate Transaction Valuation.

ý

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$28,481

Form or Registration No.: Form S-4

Filing Party: Alexandria Real Estate Equities, Inc.

Date Filed: May 14, 2010

o

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o

third-party tender offer subject to Rule 14d-1.

ý

issuer tender offer subject to Rule 13e-4.

o

going-private transaction subject to Rule 13e-3.

o

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

o

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

o

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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**SCHEDULE TO**

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 14, 2010 by Alexandria Real Estate Equities, Inc., a Maryland corporation (the "Company"), relating to an offer (the "Exchange Offer") by the Company to exchange any and all of its outstanding 8.00% Senior Convertible Notes due 2029 (the "Convertible Notes") for the following consideration per \$1,000 principal amount of Convertible Notes: (i) 24.1546 shares of the Company's common stock, (ii) a cash payment of \$180.00, and (iii) accrued and unpaid interest on the Convertible Notes to, but excluding, the settlement date, payable in cash.

The Exchange Offer commenced on May 14, 2010 and shall expire at 11:59 p.m., New York City time, on June 11, 2010, unless extended or earlier terminated by the Company. The Exchange Offer will be made upon the terms and subject to the conditions set forth in the prospectus dated June 7, 2010 (the "Prospectus"), which forms a part of the Registration Statement on Form S-4 (Reg. No. 333-166817) filed with the Securities and Exchange Commission on May 14, 2010, as amended by Amendment No. 1 thereto filed on June 4, 2010 (the "Registration Statement"), and in the related letter of transmittal, which are exhibits (a)(1)(i) and (a)(1)(ii) hereto. The Registration Statement was declared effective by the Securities and Exchange Commission as of June 7, 2010.

This Schedule TO is being filed in satisfaction of the reporting requirements of Rules 13e-4(c)(3). The Schedule TO is hereby amended and supplemented by this Amendment No. 2 to the Schedule TO as follows:

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**Item 12. Exhibits**

<b>Exhibit</b>	<b>Description</b>
(a)(1)(i)	Prospectus, dated June 7, 2010 (incorporated by reference to the Company's prospectus filed with the SEC on June 7, 2010 pursuant to Rule 424(b)(3) under the Securities Act of 1933 (Registration No. 333-166817).

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
(a)(1)(i)	Prospectus, dated June 7, 2010 (incorporated by reference to the Company's prospectus filed with the SEC on June 7, 2010 pursuant to Rule 424(b)(3) under the Securities Act of 1933 (Registration No. 333-166817))
(a)(1)(ii)	Form of Letter of Transmittal (incorporated by reference to Exhibit 99.1 to the Company's registration statement on Form S-4 filed with the SEC on May 14, 2010)
(b)(i)	Second Amended and Restated Credit Agreement as of October 31, 2006, among the Company, Alexandria Real Estate Equities, L.P., ARE-QRS Corp., ARE Acquisitions, LLC, and the other subsidiaries parties thereto, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, Citicorp North America as Syndication Agent, Eurohypo AG, New York Branch, Societe Generale, The Royal Bank of Scotland, PLC, Calyon, The Bank of Nova Scotia, UBS Loan Finance LLC, as Co-Documentation Agents, Banc of America Securities LLC and Citigroup Global Markets Inc., as Joint Lead Arrangers and Joint Bookrunners filed as an exhibit to the Company's annual report on Form 10-K filed with the SEC on March 1, 2007
(b)(ii)	First Amendment to Second Amended and Restated Credit Agreement as of December 1, 2006, among the Company, Alexandria Real Estate Equities, L.P., ARE-QRS Corp., ARE Acquisitions, LLC, and the other subsidiaries parties thereto, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, Citicorp North America as Syndication Agent, Eurohypo AG, New York Branch, Societe Generale, The Royal Bank of Scotland, PLC, Calyon, The Bank of Nova Scotia, UBS Loan Finance LLC, as Co-Documentation Agents, Banc of America Securities LLC and Citigroup Global Markets Inc., as Joint Lead Arrangers and Joint Bookrunners filed as an exhibit to the Company's annual report on Form 10-K filed with the SEC on March 1, 2007
(b)(iii)	Second Amendment to Second Amended and Restated Credit Agreement as of May 2, 2007, among the Company, Alexandria Real Estate Equities, L.P., ARE-QRS Corp., ARE Acquisitions, LLC, and the other subsidiaries party thereto, Bank of America, N.A. as Administrative Agent, Lender, L/C Issuer, and Swing Line Lender, Citicorp North America Inc. as Syndication Agent, The Bank of Nova Scotia, The Royal Bank of Scotland, PLC, Eurohypo AG, New York Branch, and HSH Nordbank AG New York Branch, as Co-Documentation Agents filed as an exhibit to the Company's quarterly report on Form 10-Q filed with the SEC on August 9, 2007
(d)(i)	Dealer Manager Agreement (incorporated by reference to Exhibit 1.1 to the Company's registration statement on Form S-4 filed with the SEC on May 14, 2010)
(d)(ii)	Indenture, dated January 17, 2007, among the Company, Alexandria Real Estate Equities, L.P., as Guarantor, and Wilmington Trust company, as Trustee filed as an exhibit to the Company's current report on Form 8-K filed with the SEC on January 19, 2007
(d)(iii)	Registration Rights Agreement, dated as of January 17, 2007, among the Company, Alexandria Real Estate Equities, L.P., UBS Securities LLC., Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated filed as an exhibit to the Company's current report on Form 8-K filed with the SEC on January 18, 2007
(d)(iv)	Indenture, dated as of April 27, 2009, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and Wilmington Trust Company, as Trustee filed as an exhibit to the Company's quarterly report on Form 10-Q filed with the SEC on August 10, 2009

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<b>Exhibit</b>	<b>Description</b>
(d)(v)	Amended and Restated 1997 Stock Award and Incentive Plan of the Company, dated May 27, 2010, filed as an exhibit to the Company's current report on Form 8-K filed with the SEC on June 2, 2010
(d)(vi)	Form of Non-Employee Director Stock Option Agreement for use in connection with options issued pursuant to the Amended and Restated 1997 Stock Award and Incentive Plan, filed as an exhibit to the Company's Registration Statement on Form S-11 (No. 333-23545) filed with the SEC on May 5, 1997
(d)(vii)	Form of Incentive Stock Option Agreement for use in connection with options issued pursuant to the Amended and Restated 1997 Stock Award and Incentive Plan, filed as an exhibit to the Company's Registration Statement on Form S-11 (No. 333-23545) filed with the SEC on May 5, 1997
(d)(viii)	Form of Nonqualified Stock Option Agreement for use in connection with options issued pursuant to the Amended and Restated 1997 Stock Award and Incentive Plan, filed as an exhibit to the Company's Registration Statement on Form S-11 (No. 333-23545) filed with the SEC on May 5, 1997
(d)(ix)	Form of Employee Restricted Stock Agreement for use in connection with shares of restricted stock issued to employees pursuant to the Amended and Restated 1997 Stock Award and Incentive Plan, filed as an exhibit to the Company's quarterly report on Form 10-Q filed with the SEC on November 15, 1999
(d)(x)	Form of Independent Contractor Restricted Stock Agreement for use in connection with shares of restricted stock issued to independent contractors pursuant to the Amended and Restated 1997 Stock Award and Incentive Plan, filed as an exhibit to the Company's quarterly report on Form 10-Q filed with the SEC on November 15, 1999
(d)(xi)	The Company's 2000 Deferred Compensation Plan, amended and restated effective as of January 1, 2005, filed as an exhibit to the Company's annual report on Form 10-K filed with the SEC on February 17, 2009
(d)(xii)	The Company's 2000 Deferred Compensation Plan for Directors, amended and restated effective as of January 1, 2005, filed as an exhibit to the Company's annual report on Form 10-K filed with the SEC on February 17, 2009
(h)	Tax Opinion of Morrison & Foerster LLP (incorporated by reference to Exhibit 8.1 to the Company's registration statement on Form S-4 filed with the SEC on May 14, 2010).