
**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 5, 2023**

CORPORATE OFFICE PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-14023
(Commission File
Number)

23-2947217
(IRS Employer
Identification No.)

6711 Columbia Gateway Drive, Suite 300, Columbia, MD
(Address of principal executive offices)

21046
(Zip Code)

Registrant's telephone number, including area code: **(443) 285-5400**

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^{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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares of beneficial interest, \$0.01 par value	OFC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On September 5, 2023, Corporate Office Properties Trust (the “Company”) filed Articles of Amendment to its Amended and Restated Declaration of Trust (the “Articles of Amendment”) to change its name to COPT Defense Properties effective as of September 15, 2023. In connection with this name change, the Company intends to change the ticker symbol under which its common shares of beneficial interest are traded on the New York Stock Exchange from “OFC” to “CDP” effective as of the same date.

On September 5, 2023, the Company also entered into the Second Amendment to Third Amended and Restated Limited Partnership Agreement (the “Amended Partnership Agreement”) of its operating partnership, Corporate Office Properties, L.P. (the “Operating Partnership”), to change the Operating Partnership’s name to COPT Defense Properties, L.P. effective as of September 15, 2023.

The descriptions of the Articles of Amendment and the Amended Partnership Agreement contained herein are qualified in their entirety by reference to the terms of the Articles of Amendment and the Amended Partnership Agreement filed hereto as Exhibit 3.1 and Exhibit 10.1, respectively, and incorporated herein by reference.

Item 7.01. Regulation FD

On September 5, 2023, the Company issued a press release announcing its corporate rebranding and name change. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Exhibit Title
3.1	Articles of Amendment to Amended and Restated Declaration of Trust of Corporate Office Properties Trust as amended through September 5, 2023 (filed herewith).
10.1	Second Amendment to Third Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P. (filed herewith).
99.1	Press release dated September 5, 2023 (furnished herewith).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

CORPORATE OFFICE PROPERTIES TRUST

/s/ Anthony Mifsud

Anthony Mifsud

Executive Vice President and Chief Financial Officer

Date: September 5, 2023

CORPORATE OFFICE PROPERTIES TRUST

ARTICLES OF AMENDMENT

CORPORATE OFFICE PROPERTIES TRUST, a real estate investment trust (the "Trust") under Title 8 of the Maryland Corporations and Associations Code (the "Code"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: This Amendment was approved by the unanimous written consent of the Board of Trustees of the Trust. This amendment is limited to a change expressly authorized by Section 2-605 of the Maryland Code, Corporations and Associations, and is made without action by the shareholders of the Trust.

SECOND: The Amended and Restated Declaration of Trust of the Trust is hereby amended by deleting the entirety of Article II of the Amended and Restated Declaration of Trust and replacing it with the following:

"ARTICLE II
NAME

The name of the Trust is: COPT Defense Properties

Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees" or the "Board") determines that the use of the name of the Trust is not practicable, the Trust may use any other designation or name for the Trust.

THIRD: Pursuant to Section 10.1 of the Amended and Restated Declaration of Trust, as amended hereby, this amendment shall take effect at 12:01 a.m. Eastern time on September 15, 2023.

FOURTH: The undersigned President and Chief Executive Officer acknowledges these Articles of Amendment to be the corporate act of the Trust and as to all matters or facts required to be verified under oath, the undersigned President and Chief Executive Officer acknowledges that to the best of the President and Chief Executive Officer's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Trust has caused these Articles to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 5th day of September, 2023.

ATTEST:

CORPORATE OFFICE PROPERTIES TRUST
a Maryland real estate investment trust

/s/ David L. Finch
David L. Finch, Secretary

By: /s/ Stephen E. Budorick (SEAL)
Stephen E. Budorick, President and Chief Executive Officer

**SECOND AMENDMENT
TO
THIRD AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT
OF
CORPORATE OFFICE PROPERTIES, L.P.**

THIS SECOND AMENDMENT to Third Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P. (this "Amendment"), a Delaware limited partnership (the "Partnership" or the "Operating Partnership"), is made and entered into as of September 5, 2023, by and between the undersigned parties.

RECITALS

A. The Operating Partnership is a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act and governed by that certain Third Amended and restated Limited Partnership Agreement dated as of December 5, 2018, as amended by that certain First Amendment to Third Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P. dated as of July 31, 2019 (as amended, modified, and revised, the "Partnership Agreement").

B. The sole general partner of the Operating Partnership is Corporate Office Properties Trust, a real estate investment trust formed under the laws of the State of Maryland (the "General Partner").

C. The General Partner holds more than ninety percent (90%) of the outstanding Partnership Units in the Operating Partnership.

D. The General Partner has elected to (i) change the name of the Operating Partnership and (ii) change the name of the General Partner.

E. The General Party desires to amend the Partnership Agreement as set forth herein to reflect a new name for each of the Operating Partnership and the General Partner, and such amendments are not of the type requiring the Consent of any Limited Partner or Preferred Limited Party pursuant to Section 11.1(A) of the Partnership Agreement.

NOW, THEREFORE, in consideration of the foregoing and of the mutual premises set forth herein, it is hereby agreed as follows:

1. Recitals; Defined Terms. The foregoing recitals to this Amendment are hereby incorporated in and made a material part of this Amendment. All capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to such terms in the Partnership Agreement.

2. Operating Partnership Name Change. Effective as of 12:01 am on September 15, 2023, Section 2.2 of the Partnership Agreement is hereby amended to provide that as of 12:01 am

on September 15, 2023, the name of the Operating Partnership shall be as follows: COPT Defense Properties, L.P.

3. General Partner Name Change. Effective as of 12:01 am on September 15, 2023:

- a. The Partnership Agreement is hereby amended such that all references to “Corporate Office Properties Trust” shall be deemed references to “COPT Defense Properties”; and
- b. Without limiting the generality of the foregoing clause (a), Section 1.1 of the Partnership Agreement shall be amended by deleting the defined term of COPT in its entirety and replacing such term with the following:

“COPT: COPT Defense Properties, a Maryland real estate investment trust.”

4. Ratification. Except as otherwise expressly provided herein, all of the terms and conditions of the Partnership Agreement are hereby ratified and shall remain unchanged and continue in full force and effect. In the event of any conflict between the Partnership Agreement and this Amendment, the terms and provisions of this Amendment shall be controlling.

[Signature is on the following page.]

IN WITNESS WHEREOF, the undersigned General Partner of the Partnership has executed this Amendment as of the day and year set forth above.

WITNESS:

GENERAL PARTNER:

COPT Defense Properties,
a Maryland real estate investment trust

/s/ David L. Finch
David L. Finch, General Counsel and Secretary

By: /s/ Stephen E. Budorick
Stephen E. Budorick, President
and Chief Executive Officer



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NEWS RELEASE

FOR IMMEDIATE RELEASE

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Corporate Office Properties Trust Rebrands to COPT Defense Properties

Announces New Name and Logo to Align with Defense and Mission Critical Sector Focus



COLUMBIA, MD (BUSINESS WIRE) September 5, 2023—Corporate Office Properties Trust (NYSE: OFC) (“COPT” or the “Company”) today announced that the Company is changing its name to **COPT Defense Properties** (“COPT Defense”) and its ticker symbol for its common shares listed on the New York Stock Exchange from “OFC” to “**CDP**” effective September 15, 2023.

Stephen E. Budorick, President & Chief Executive Officer, commented, “Over the past decade, we have executed a strategy which has deeply concentrated our real estate portfolio at locations proximate to, or sometimes containing, priority National Defense missions, and mission critical operations. This strategy has resulted in a uniquely strong portfolio of assets, with durable demand characteristics, superior tenant credit quality, growing cash flows, and consistent development opportunities, despite the fluctuations and uncertainties in the macroeconomic environment. Additionally, the critical nature of our tenants’ missions insulates the Defense/IT portfolio from the headwinds of work from home trends and corporate rightsizing, which are affecting the broader office sector.”

“We decided to change the Company name to **COPT Defense Properties** to align our name with our investment strategy, and better inform current and future investors of our commitment to our strategy, and the differentiated investment benefits that we believe our strategy has and will continue to deliver to shareholders. Our commitment to this strategy is evidenced by the fact that since 2016, 100% of committed capital investment has been to development projects at our Defense/IT Locations.”

"We elected to retain the acronym COPT, to be used as a proper name, because our tenants have used this name for the Company for over 25-years. Our team has built an incredible track record of development and operating excellence associated with COPT, which translates to immense brand value with our Defense customers. We look forward to continuing to deliver development and operating excellence to priority defense mission customers, and creating shareholder value for our investors, as we have for the past three decades serving the United States Government and its defense contractors."

"We are incredibly proud of the role we play in providing mission critical facilities that support the priority defense missions of our country, and the value we have created for our shareholders."

No action is needed from the Company's current shareholders in relation to the name or ticker symbol change.

About COPT

COPT is a REIT that owns, manages, leases, develops and selectively acquires office and data center properties. The majority of its portfolio is in locations that support the United States Government and its contractors, most of whom are engaged in national security, defense and information technology ("IT") related activities servicing what the Company believes are growing, durable, priority missions ("Defense/IT Locations"). The Company also owns a portfolio of office properties located in select urban submarkets in the Greater Washington, DC/Baltimore region with durable Class-A office fundamentals and characteristics ("Regional Office Properties"). As of June 30, 2023, the Company derived 90% of its core portfolio annualized rental revenue from Defense/IT Locations and 10% from its Regional Office Properties. As of the same date and including 24 properties owned through unconsolidated joint ventures, COPT's core portfolio of 192 properties encompassed 22.9 million square feet and was 95% leased.

Forward-Looking Information

This press release may contain "forward-looking" statements, as defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, that are based on the Company's current expectations, estimates and projections about future events and financial trends affecting the Company. Forward-looking statements can be identified by the use of words such as "may," "will," "should," "could," "believe," "anticipate," "expect," "estimate," "plan" or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate. Although the Company believes that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, the Company can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements and the Company undertakes no obligation to update or supplement any forward-looking statements.

The areas of risk that may affect these expectations, estimates and projections include, but are not limited to, those risks described in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

Source: Corporate Office Properties Trust