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

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**FORM 8-K**

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**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 26, 2016**

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**Medical Properties Trust, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-32559**  
(Commission  
File Number)

**20-0191742**  
(IRS Employer  
Identification Number)

**1000 Urban Center Drive, Suite 501, Birmingham, AL 35242**  
(Address of principal executive offices) (Zip code)

**(205) 969-3755**  
(Registrant's telephone number, including area code)

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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 7.01. Regulation FD Disclosure**

On September 26, 2016, the Company issued a press release announcing that it has commenced a public offering of its common stock, a copy of which is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information contained in this Item 7.01, including Exhibit 99.1, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information in this Item 7.01, including Exhibit 99.1, shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act or into any filing or other document pursuant to the Securities Exchange Act, except as otherwise expressly stated in any such filing.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Company’s securities.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 26, 2016

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner

Name: **R. Steven Hamner**

Title: **Executive Vice President and Chief  
Financial Officer (Principal Financial Officer)**

Date: September 26, 2016

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 26, 2016



# Medical Properties Trust

Contact: Tim Berryman  
Director – Investor Relations  
Medical Properties Trust, Inc.  
(205) 397-8589  
[tberryman@medicalpropertiestrust.com](mailto:tberryman@medicalpropertiestrust.com)

## MEDICAL PROPERTIES TRUST ANNOUNCES PUBLIC OFFERING OF 33,500,000 SHARES OF COMMON STOCK

**BIRMINGHAM, Ala., September 26, 2016** – Medical Properties Trust, Inc. (the “Company” or “MPT”) (NYSE: MPW) announced today that it has commenced an offering to sell 33,500,000 shares of its common stock in an underwritten public offering. The Company intends to grant the underwriters in the offering a 30-day option to purchase up to an additional 5,025,000 shares of its common stock.

The Company intends to use the net proceeds from the offering to partially fund its previously announced acquisition of a portfolio of assets from Steward Health Care System LLC (“Steward”) as well as a portion of its previously announced acquisition of assets from affiliates of Median Kliniken S.à.r.l. (“MEDIAN”). The offering is not conditioned upon the successful completion of the Steward or MEDIAN acquisitions. Pending closing of the Steward and MEDIAN acquisitions, the Company intends to invest the net proceeds of this offering in short-term interest-bearing securities.

BofA Merrill Lynch and Barclays will act as joint book running managers for the offering. The offering will be made under the Company’s effective shelf registration statement previously filed with the Securities and Exchange Commission (“SEC”). When available, a copy of the preliminary prospectus supplement, final prospectus supplement and the prospectus relating to the offering may be obtained from BofA Merrill Lynch, Attention: Prospectus Department, 200 North College Street, 3<sup>rd</sup> Floor, NC1-004-03-43, Charlotte, NC 28255-0001 or by email at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), or from Barclays, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by phone at 1 (888) 603-5847 or by email at [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com), or by visiting the EDGAR database on the SEC’s web site at [www.sec.gov](http://www.sec.gov).

*This press release does not constitute an offer to sell or a solicitation of an offer to buy any shares of the Company’s common stock, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.*

## About Medical Properties Trust, Inc.

Medical Properties Trust, Inc. is a Birmingham, Alabama based self-advised real estate investment trust formed to capitalize on the changing trends in healthcare delivery by acquiring and developing net-leased healthcare facilities. MPT's financing model allows hospitals and other healthcare facilities to unlock the value of their underlying real estate in order to fund facility improvements, technology upgrades, staff additions and new construction. Facilities include acute care hospitals, inpatient rehabilitation hospitals, long-term acute care hospitals, and other medical and surgical facilities.

*This press release includes "forward-looking statements" within the meaning of securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "will", "would", "could", "expect", "intend", "plan", "aim", "estimate", "target", "anticipate", "believe", "continue", "objectives", "outlook", "guidance" or other similar words, and include statements regarding MPT's plans, strategies, objectives, targets, future expansion and development activities and expected financial performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results of the Company or future events to differ materially from those expressed in or underlying such forward-looking statements, including without limitation: the satisfaction of all conditions to, and the timely closing (if at all), of the Steward and MEDIAN acquisition and related transactions; Steward's and MEDIAN's expected rent coverage; the capacity of Steward, MEDIAN and the Company's other tenants to meet the terms of their agreements; expected payout ratio; the amount of acquisitions of healthcare real estate, if any; capital markets conditions; the repayment of debt arrangements; statements concerning the additional income to the Company as a result of ownership interests in certain hospital operations and the timing of such income; the payment of future dividends, if any; completion of additional debt or equity arrangements, and additional investments; national and international economic, business, real estate and other market conditions; the competitive environment in which the Company operates; the execution of the Company's business plan; financing risks; the Company's ability to maintain its status as a REIT for federal income tax purposes; acquisition and development risks; potential environmental and other liabilities; and other factors affecting the real estate industry generally or healthcare real estate in particular; and the value of our real estate assets, which may limit our ability to dispose of assets at attractive prices or obtain or maintain equity or debt financing secured by our properties or on an unsecured basis, and the factors referenced under the section captioned "Item 1.A Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2015 and "Item 1.A Risk Factors" in our quarterly report on Form 10-Q for the quarter ended June 30, 2016. Actual results, performance or achievements may vary materially from any projections and forward looking statements and the assumptions on which those statements are based. Readers are cautioned not to place undue reliance on forward-looking statements, and MPT disclaims any responsibility to update such information.*

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