
**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): June 23, 2015

Medical Properties Trust, Inc.
(Exact Name of Registrant as Specified in its Charter)

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)

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

Charter Amendment

As previously announced, on May 14, 2015 the stockholders of Medical Properties Trust, Inc. (the “Company”) approved an amendment to the Company’s Second Articles of Amendment and Restatement, which eliminates the plurality voting standard for director elections. The amendment to the charter became effective upon its filing with the State Department of Assessments and Taxation of Maryland on June 23, 2015.

Amendment to By-laws and Corporate Governance Guidelines

To be effective immediately following effectiveness of the amendment to the Company’s charter as described above, the Board of Directors of the Company adopted corresponding amendments to the Second Amended and Restated Bylaws of the Company. The bylaw amendments provide for majority voting in uncontested elections (in which a nominee is elected only if the votes cast “for” his or her election exceed the votes cast “against” his or her election). The bylaw amendments also provide for a plurality voting standard in contested elections, which, generally will include any situation in which the Company receives a notice that a stockholder has nominated a person for election to the Board of Directors at a meeting of the Company’s stockholders that is not withdrawn on or before the tenth day before the Company first mails its notice for such meeting to its stockholders.

In connection with the amendments to the Company’s charter and bylaws, the Board of Directors also approved an amendment to the Company’s Corporate Governance Guidelines that creates a director resignation policy that sets forth the Board of Directors’ expectation that any director that fails to receive the required majority vote in an uncontested election will promptly tender his or her resignation to the Board of Directors for its consideration. The amendment provides that the Board of Directors will act on any such tendered resignation within 90 days following certification of the stockholder vote and will promptly and publicly disclose its decision.

The foregoing descriptions of the amendments to the Company’s charter and bylaws are qualified in their entirety by reference to the copies of such amendments attached as Exhibits 3.1 and 3.2, respectively, to this Form 8-K, which are incorporated by reference herein. The amended Corporate Governance Guidelines are available on the Company’s website at www.medicalpropertiestrust.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Second Articles of Amendment and Restatement of Medical Properties Trust, Inc.
3.2	Amendment to Second Amended and Restated Bylaws of Medical Properties Trust, Inc.

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.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner

Name: R. Steven Hamner

Title: Executive Vice President and Chief Financial Officer

Date: June 26, 2015

EXHIBIT INDEX

**Exhibit
No.**

Description

- | | |
|-----|---|
| 3.1 | Articles of Amendment to the Second Articles of Amendment and Restatement of Medical Properties Trust, Inc. |
| 3.2 | Amendment to Second Amended and Restated Bylaws of Medical Properties Trust, Inc. |

MEDICAL PROPERTIES TRUST, INC.

ARTICLES OF AMENDMENT

Medical Properties Trust, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The charter of the Corporation is hereby amended by deleting Section 7.2 thereof in its entirety and replacing it with the following:

7.2. **Election of Directors.** Directors of the Corporation shall be elected at any meeting of stockholders at which directors are to be elected and at which a quorum is present. Election of directors need not be by written ballot.

SECOND: The amendment to the charter of the Corporation as set forth above has been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

THIRD: these Articles of Amendment shall become effective upon filing with the Department.

FOURTH: The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters and facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his 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.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Executive Vice President and Chief Financial Officer and attested to by its Executive Vice President, Chief Operating Officer, Treasurer and Secretary on this day of May, 2015.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner
Name: R. Steven Hamner
Title: Executive Vice President and Chief Financial Officer

ATTEST:

 /s/ Emmett E. McLean
Emmett E. McLean
Executive Vice President, Chief Operating Officer, Treasurer
and Secretary

AMENDMENT TO
SECOND AMENDED AND RESTATED
BY-LAWS
OF
MEDICAL PROPERTIES TRUST, INC.

Article I, Section 1.08 of the Second Amended and Restated By-laws of Medical Properties Trust, Inc. is hereby deleted in its entirety and replaced with the following:

“SECTION 1.08 *Action at Meeting*. When a quorum is present, any matter before any meeting of stockholders, other than the election of directors, shall be decided by vote of the holders of a majority of the shares of stock voting on such matter, except where a larger vote is required by law, by the Charter or by these Bylaws. A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the Charter and these Bylaws, to the extent applicable, and applicable law and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the Corporation first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. The Corporation shall not directly or indirectly vote any shares of its own stock; provided, however, that the Corporation may vote shares which it holds in a fiduciary capacity to the extent permitted by law. An abstention shall not be deemed a vote cast.”

Effective as of June 23, 2015.