
**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): May 24, 2018

MEDICAL PROPERTIES TRUST, INC.

(Exact Name of Registrant as Specified in Charter)

Commission File Number 001-32559

Maryland
(State or other jurisdiction
of incorporation or organization)

20-0191742
(I.R.S. Employer
Identification No.)

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

35242
(Zip Code)

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

N/A
(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))

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.

Section 5 Corporate Governance and Management**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 24, 2018, the Board of Directors (the “Board”) of Medical Properties Trust, Inc. (the “Company”) amended the Company’s Second Amended and Restated Bylaws to expand the types of officers that may be appointed by the Company’s Chief Executive Officer without Board authorization to include Vice Presidents, Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries and other officers. This amendment is effective as of May 24, 2018.

The foregoing description of the amendment to the Company’s bylaws is qualified in its entirety by reference to the copy of such amendment attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

Our annual meeting of stockholders was held on May 24, 2018. The three proposals considered at the annual meeting were voted on as follows:

Proposal 1: The election of seven directors for the ensuing year. The number of votes cast for and against each nominee for director along with the number of abstentions and broker non-votes is set forth below:

| Nominee: | For: | Against: | Abstentions and Broker Non-Votes: |
|---------------------------|-------------|-----------------|--|
| Edward K. Aldag, Jr. | 252,597,526 | 5,092,617 | 73,194,896 |
| G. Steven Dawson | 252,954,419 | 4,747,560 | 73,183,060 |
| R. Steven Hamner | 230,520,260 | 27,179,462 | 73,185,317 |
| Elizabeth N. Pitman | 256,446,022 | 1,264,878 | 73,174,139 |
| D. Paul Sparks, Jr. | 253,442,031 | 4,239,702 | 73,203,306 |
| Michael G. Stewart | 255,545,750 | 2,134,903 | 73,204,386 |
| C. Reynolds Thompson, III | 253,344,981 | 4,356,103 | 73,183,955 |

Proposal 2: A proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year ending December 31, 2018. The number of votes that were cast for and against this proposal and the number of abstentions are set forth below:

| For: | Against: | Abstentions: |
|-------------|-----------------|---------------------|
| 324,495,048 | 5,578,827 | 811,164 |

Proposal 3: A proposal for an advisory resolution regarding executive compensation. The number of votes that were cast for and against this proposal and the number of abstentions and broker non-votes are set forth below:

| For: | Against: | Abstentions and Broker Non-Votes: |
|-------------|-----------------|--|
| 248,243,801 | 8,343,631 | 74,297,607 |

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit Number | Description |
|---------------------------|---|
| 3.1 | Amendment to Second Amended and Restated Bylaws of Medical Properties Trust, Inc. |

SIGNATURES

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

Date: May 25, 2018

AMENDMENT TO
SECOND AMENDED AND RESTATED
BYLAWS
OF
MEDICAL PROPERTIES TRUST, INC.

Article III, Section 3.02 of the Second Amended and Restated Bylaws of Medical Properties Trust, Inc. (the "Bylaws") is hereby amended as follows:

"SECTION 3.02. *Election And Appointment.* At the regular meeting of the Board of Directors following the annual meeting of stockholders, the Board of Directors shall elect the President, the Chief Executive Officer, the Chief Financial Officer, the Treasurer and the Secretary. Other officers may be elected by the Board of Directors at such regular meeting of the Board of Directors or at any other regular or special meeting, except that the Chief Executive Officer may from time to time appoint one or more Vice Presidents, Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries or other officers."

Article III, Section 3.14 of the Bylaws is hereby amended as follows:

"SECTION 3.14. *Treasurer And Assistant Treasurers.* The Treasurer shall have all the powers and duties usually incident to the office of Treasurer, except as the Board of Directors may otherwise provide. He shall have custody of all funds, securities, and valuable documents of the Corporation. He shall have such other duties and powers as may be designated from time to time by the Board of Directors. In the absence of a Chief Financial Officer, the Treasurer shall be deemed to be the Chief Financial Officer of the Corporation whenever the signature of the Chief Financial Officer is required on any document or instrument, by the laws of the United States or any state, or elsewhere in the Bylaws, and the Treasurer shall have authority to affix his signature in such capacity. Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors or the Chief Executive Officer may from time to time designate."

Article III, Section 3.15 of the Bylaws is hereby amended as follows:

"SECTION 3.15. *Secretary And Assistant Secretaries.* The Secretary shall have all the powers and duties usually incident to the office of Secretary, except as the Board of Directors may otherwise provide. The Secretary shall record all the proceedings of the meetings of the stockholders and the Board of Directors (including committees of the Board) in books kept for that purpose. In the absence of the Secretary from any such meeting, a secretary chosen at the meeting shall record the proceedings thereof. The Secretary shall have charge of the stock ledger (which may, however, be kept by any transfer or other agent of the Corporation). The Secretary shall have custody of the seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix it to any instrument requiring it, and, when so affixed, the seal may be attested by the signature of the Secretary or an Assistant Secretary. The Secretary shall have such other duties and powers as may be designated from time to time by the Board of Directors. In the absence of the Secretary, any Assistant Secretary may perform the duties and responsibilities of the Secretary. Any Assistant Secretary shall have such powers and perform such duties as the Board of Directors or the Chief Executive Officer may from time to time designate."

Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.

Effective as of May 24, 2018.