

**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 21, 2020

MEDICAL PROPERTIES TRUST, INC.
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-32559
(Commission
File Number)

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

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

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

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))

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

<u>Title of each class</u>	<u>Trading Symbols(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share, of Medical Properties Trust, Inc.	MPW	The 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 May 21, 2020, the Board of Directors (the “Board”) of Medical Properties Trust, Inc. (the “Company”) amended the Second Amended and Restated Bylaws of the Company (the “Bylaws”) to expressly delineate the authority of the Company’s Chief Executive Officer with respect to the appointment, removal, replacement and other matters regarding Vice Presidents, Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries and other similar subordinate officers of the Company. This amendment is effective as of May 21, 2020.

The foregoing description of the amendment to the Bylaws is not complete and is qualified in its entirety by reference to the copy of such amendment filed as Exhibit 3.1 hereto and incorporated herein by reference.

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

(a) The Company’s annual meeting of stockholders was held on May 21, 2020.

(b) All of the proposals considered at the annual meeting were approved, including the election of all director nominees. Set forth below are the final voting results for each matter voted upon, including the number of votes that were cast for and against each nominee or proposal, and the number of abstentions and broker non-votes, as applicable.

Proposal 1: The election of eight directors to the Board, to serve until the next annual meeting of stockholders in 2021 or until their respective successors are elected and qualify:

<u>Nominee:</u>	<u>For:</u>	<u>Against:</u>	<u>Abstentions:</u>	<u>Broker Non-Votes:</u>
Edward K. Aldag, Jr.	393,537,309	11,919,177	677,730	63,480,093
G. Steven Dawson	391,216,420	14,352,441	565,355	63,480,093
R. Steven Hamner	365,149,348	40,419,906	564,962	63,480,093
Caterina A. Mozingo	403,238,094	2,334,402	561,720	63,480,093
Elizabeth N. Pitman	400,329,906	5,245,332	558,978	63,480,093
C. Reynolds Thompson, III	399,373,102	6,126,244	634,870	63,480,093
D. Paul Sparks, Jr.	401,616,410	3,895,560	622,246	63,480,093
Michael G. Stewart	397,158,660	8,368,275	607,281	63,480,093

Proposal 2: The ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2020:

<u>For:</u>	<u>Against:</u>	<u>Abstentions:</u>	<u>Broker Non-Votes:</u>
462,055,374	6,712,154	846,781	–

Proposal 3: The approval of a non-binding, advisory resolution approving named executive officer compensation:

<u>For:</u>	<u>Against:</u>	<u>Abstentions:</u>	<u>Broker Non-Votes:</u>
385,515,258	18,568,319	2,050,639	63,480,093

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment to Second Amended and Restated Bylaws of Medical Properties Trust, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**

Date: May 22, 2020

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

Article III, Section 3.01 of the Second Amended and Restated Bylaws of Medical Properties Trust, Inc. (the "Bylaws") is hereby amended as follows:

"SECTION 3.01. *Enumeration.* The officers of the Corporation shall consist of a President, a Chief Executive Officer, a Secretary and a Treasurer and such other officers, including without limitation a Chairman of the Board, a Chief Operating Officer, a Chief Financial Officer, a Chief Accounting Officer, one or more Vice Presidents (including Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries, as the Board of Directors may determine and, with respect to Vice Presidents (excluding Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries and other officers, as the Chief Executive Officer may also from time to time determine."

Article III, Section 3.02 of 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 (excluding Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries or other officers."

Article III, Section 3.06 of the Bylaws is hereby amended as follows:

"SECTION 3.06. *Removal.* If the Board of Directors in its judgment finds that the best interests of the Corporation will be served, the Board of Directors may remove any officer by the affirmative vote of a majority of the directors then in office, except that the Chief Executive Officer may also remove any Vice Presidents (excluding Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries or other officers. Such removal shall be without prejudice to the contract rights, if any, of the person so removed."

Article III, Section 3.07 of the Bylaws is hereby amended as follows:

"SECTION 3.07. *Absence Or Disability.* In the event of the absence or disability of any officer, the Board of Directors may designate another officer to act temporarily in place of such absent or disabled officer, except that the Chief Executive Officer may also designate another officer to act temporarily in place of any absent or disabled Vice Presidents (excluding Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries or other officers."

Article III, Section 3.08 of the Bylaws is hereby amended as follows:

"SECTION 3.08. *Vacancies.* Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors, except that the Chief Executive Officer may also fill a vacancy with respect to any Vice Presidents (excluding Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries or other officers."

Article III, Section 3.16 of the Bylaws is hereby amended as follows:

"SECTION 3.16. *Salaries.* The salaries of the officers shall be fixed from time to time by the Board of Directors (or an appropriately designated committee of the Board of Directors) and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation, except that the Chief Executive Officer may also from time to time fix and adjust the salary or other compensation payable to individuals for serving in the following offices: any Vice Presidents (excluding Executive Vice Presidents or Senior Vice Presidents), Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries or other officers."

Article VI, Section 6.04 of the Bylaws is hereby amended as follows:

“SECTION 6.04. *Execution Of Instruments*. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Corporation in the ordinary course of its business without director action may be executed on behalf of the Corporation by the Chairman of the Board, if one is elected, the Chief Executive Officer, the President, any Executive Vice Presidents, or the Treasurer or any other officer, employee or agent of the Corporation as the Board of Directors or the Chief Executive Officer may authorize.”