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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**

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**Date of Report (Date of earliest event reported): May 30, 2013**

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**BOSTON PROPERTIES, INC.**  
(Exact name of registrant as specified in its charter)

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

**1-13087**  
(Commission  
File Number)

**04-2473675**  
(IRS Employer  
Identification No.)

**800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103**  
(Address of principal executive offices) (Zip Code)

**(617) 236-3300**  
(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 (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))
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**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On May 31, 2013, the two existing joint venture partners of Boston Properties, Inc. (the "Company") in the entity that owns the General Motors Building in New York City transferred all of their interests in the joint venture to third parties, Sungate Fifth Avenue LLC and 767 LLC. The transfer did not have any impact on the Company's economic interest in the joint venture, and the Company will continue to own a 60% interest in the joint venture and provide property management and leasing services for the joint venture. However, in connection with the transfer, the Company and its new joint venture partners modified their relative decision making authority and consent rights with respect to the joint venture's assets and operations. These changes will result in the Company having sufficient financial and operating control over the joint venture such that the Company and Boston Properties Limited Partnership, the entity through which the Company conducts substantially all of its business (the "Partnership"), will consolidate the joint venture in their financial statements.

Previously, the Company's investment in the joint venture was reported on an unconsolidated basis under the equity method of accounting because the joint venture was not a variable interest entity and the joint venture partners had substantive participating rights with respect to the joint venture's assets and operations. As a result of the transfers, for accounting purposes, the changes to the Company's and its new joint venture partners' rights will be treated by the Company and the Partnership as a disposition of their previous investment in the joint venture and a new acquisition by the Company and the Partnership of all of the assets and liabilities of the joint venture. Following the date on which these changes were made to the respective decision making authority and consent rights, the Company and the Partnership will include all of the assets and liabilities and results of operations of the joint venture in its consolidated financial statements, and its joint venture partners' interests will be reflected as noncontrolling interests. This will result in a significantly different accounting presentation of the Company's and the Partnership's investment in the joint venture, although their economic interest in the joint venture will remain substantially the same as it was prior to the date the changes to the Company's and its joint venture partners' rights were made.

**Item 8.01. Other Events.**

On May 30, 2013, a joint venture in which the Company has a 60% interest completed the previously announced sale of its 125 West 55th Street property located in New York City for a sale price of \$470.0 million, including the assumption by the buyer of the mortgage loan collateralized by the property totaling approximately \$198.6 million. 125 West 55th Street is a Class A office property totaling approximately 588,000 net rentable square feet.

**Item 9.01. Financial Statements and Exhibits.*****(a) Financial Statements of Business Acquired.***

To the extent required by this item, historical financial statements related to the transaction described in Item 2.01 of this report on Form 8-K will be filed in an amendment to this report no later than 71 calendar days after the date this report is required to be filed.

***(b) Pro Forma Financial Information.***

To the extent required by this item, pro forma financial information relating to the transaction described in Item 2.01 of this report on Form 8-K will be filed in an amendment to this report no later than 71 calendar days after the date this report is required to be filed.

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**(d) Exhibits.**

2.1 Transfer Agreement, dated May 31, 2013, by and among BP 767 Fifth LLC, Sungate Fifth Avenue LLC, 767 LLC and BP/DC 767 Fifth LLC.

**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.

BOSTON PROPERTIES, INC.

Date: May 31, 2013

By: /s/ Michael E. LaBelle  
Name: Michael E. LaBelle  
Title: Senior Vice President, Chief Financial Officer & Treasurer

## TRANSFER AGREEMENT

THIS TRANSFER AGREEMENT (this "Agreement") is made as of May 31, 2013, by and among BP 767 Fifth LLC, a Delaware limited liability company (the "Managing Member"), in its capacity as the managing member of 767 Venture, LLC, a Delaware limited liability company (the "Company"), Sungate Fifth Avenue LLC, a Delaware limited liability company ("Sungate"), 767 LLC, a Delaware limited liability company ("SFI") and, collectively with Sungate, the "Purchasers", and BP/DC 767 Fifth LLC, a Delaware limited liability company ("BPLP Investor #2") and, collectively with the Managing Member and the Purchasers, the "Parties"). Capitalized terms used but not defined herein shall have the meaning ascribed thereto in that certain Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of June 9, 2008 (the "Existing JV Agreement") by and among the Managing Member, BPLP Investor #2, USREO/767 Investor Inc., a Delaware corporation ("USREO Investor") and MIC – 767 Fifth Avenue LLC, a Delaware limited liability company ("MIC Investor").

WHEREAS, pursuant to that certain Purchase and Sale Agreement, dated as of March 6, 2013 (as amended, the "USREO Purchase Agreement"), among US Real Estate Opportunity Fund, L.P., a Delaware limited partnership ("USREO LP") and the Purchasers, the Purchasers jointly and severally agreed to acquire from USREO LP all of the common stock in USREO Investor, together with the Affiliate Loan held by USREO LP (the "USREO Company Interest").

WHEREAS, pursuant to that certain Purchase and Sale Agreement, dated as of March 6, 2013 (as amended, the "MIC Purchase Agreement") and, collectively with the USREO Purchase Agreement, the "Purchase Agreements"), among MIC Investor and the Purchasers, the Purchasers jointly and severally agreed to acquire all of MIC Investor's membership interests in the Company and the Affiliate Loan held by MIC Investor (the "MIC Company Interest" and, collectively with the USREO Company Interest, the "Interests")

WHEREAS, the closings under the Purchase Agreements (the "Closings") occurred as of the date hereof and the Purchasers, collectively, have acquired all of the Interests and, immediately following the Closings liquidated USREO Investor (the "USREO REIT Dissolution").

NOW THEREFORE, in consideration of the foregoing and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Amendment to Existing JV Agreement. Following the consummation of the Closings and the USREO REIT Dissolution, but subject to satisfaction of the conditions set forth in that certain Consent and Escrow Agreement dated as of May 23, 2013 by and among the Managing Member, the Purchasers, and First American Title Insurance Company (the "Escrow Agreement"), the Members shall, and hereby agree to, amend and restate the Existing JV Agreement in its entirety in substantially the same form as attached to the Escrow Agreement, to, among other things, clarify the Purchasers' respective Approval rights over certain Company matters.

2. Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original copy, and all of which together shall constitute one agreement binding on all parties hereto, notwithstanding that all parties shall not have signed the same counterpart. An electronic PDF of an executed counterpart of this Agreement shall be deemed an original.
3. Governing Law. The terms and conditions of this Agreement shall be interpreted and construed according to the laws of the State of New York.

*{Remainder of Page Intentionally Left Blank}*

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have caused this Agreement to be duly executed on the day and year first above written.

**BP 767 FIFTH LLC,**  
a Delaware limited liability company

By: Boston Properties Limited Partnership,  
its Manager

By: Boston Properties, Inc., its General Partner

By: /s/ Douglas T. Linde

Name: Douglas T. Linde  
Title: President

**BP/DC 767 FIFTH LLC,**  
a Delaware limited liability company

By: BP/DC Properties, Inc., its Manager

By: /s/ Douglas T. Linde

Name: Douglas T. Linde  
Title: President

*{Signatures Continued on Following Page}*

*{Signature Page to Transfer Agreement}*

**SUNGATE FIFTH AVENUE LLC,**  
a Delaware limited liability company

By: Chaowai Fifth Avenue LLC, a Delaware limited  
liability company

By: Sungate Park Avenue Manager LLC,  
a Delaware limited liability company

By: /s/ Evan Marks

Name: Evan Marks

Title: Manager

**767 LLC,** a Delaware limited liability company

By: /s/ Edmond M. Safra

Name: Edmond M. Safra

Title: President

*{Signature Page to Transfer Agreement}*