

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)

**Boston Properties Limited Partnership**

(Name of Subject Company (Issuer))

**Boston Properties Limited Partnership**  
(Name of Filing Person (Issuer))

**3.75% Exchangeable Senior Notes due 2036**  
(Title of Class of Securities)

**10112RAG9**  
(CUSIP Number of Class of Securities)

**Mortimer B. Zuckerman,**  
Executive Chairman  
Boston Properties, Inc.  
The Prudential Center  
800 Boylston Street, Suite 1900  
Boston, Massachusetts 02199-8103  
(617) 236-3300

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing person)

*Copies to:*

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800 Boylston Street, Suite 1900  
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(617) 236-3300

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$450,140,625	\$61,400

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 3.75% Exchangeable Senior Notes due 2036 (the "Notes"), as described herein, is 100% of the principal amount of the Notes plus any accrued but unpaid interest thereon. As of April 15, 2013, there was \$450,000,000 aggregate principal amount of Notes outstanding and, as of the scheduled date of repurchase, there would have been \$140,625 of accrued but unpaid interest on the Notes, resulting in an aggregate maximum purchase price of \$450,140,625.

\*\* Previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$136.40 for each \$1,000,000 of the value of the transaction.

**Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: \$61,400  
Form or Registration No.: Schedule TO

Filing Party: Boston Properties Limited Partnership  
Date Filed: April 15, 2013

**Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

Check the appropriate boxes to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.  
 Issuer tender offer subject to Rule 13e-4.  
 Going-private transaction subject to Rule 13e-3.  
 Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## INTRODUCTORY STATEMENT

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (together with any amendments and supplements thereto, the “**Schedule TO**”) originally filed with the Securities and Exchange Commission on April 15, 2013 by Boston Properties Limited Partnership, a Delaware limited partnership (the “**Partnership**”), with respect to the right of each holder (a “**Holder**”) of the Partnership’s 3.75% Exchangeable Senior Notes due 2036 (the “**Notes**”) to sell and the obligation of the Partnership to purchase the Notes (the “**Put Right**”), as set forth in the Partnership’s Put Right Notice to Holders of the Notes, filed as an exhibit to the Schedule TO (as amended or supplemented from time to time, the “**Put Right Notice**”). This Amendment No. 1 constitutes the final amendment pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

Pursuant to the terms of the Notes and the Indenture, dated as of December 13, 2002, between the Partnership and The Bank of New York Mellon Trust Company, N.A., as trustee (the “**Trustee**”), as supplemented by Supplemental Indenture No. 5, dated as of April 6, 2006, between the Partnership and the Trustee, the Partnership was obligated, at the option of each Holder, to repurchase on May 18, 2013 all Notes validly surrendered for repurchase and not withdrawn prior to 10:00 a.m., New York City time, on May 14, 2013. Based on final information provided to the Partnership by the Trustee, as trustee and paying agent, no Notes were validly tendered and accepted for purchase in the Put Right. Pursuant to the Notice of Redemption issued by the Partnership on April 15, 2013, an aggregate principal amount of \$990,000 of the Notes was redeemed on May 18, 2013. The remaining aggregate principal amount of \$449,010,000 of the Notes was surrendered for exchange prior to 5:00 p.m., New York City time, on May 16, 2013.

### Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)*	Put Right Notice to Holders of 3.75% Exchangeable Senior Notes due 2036, dated April 15, 2013, including form of Repurchase Notice and form of Withdrawal Notice.
(a)(1)(B)*	IRS Form W-9.
(a)(5)(A)*	Press release dated April 15, 2013.
(b)	None.
(d)(1)	Indenture, dated as of December 13, 2002, by and between the Partnership and the Trustee (incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.’s Current Report on Form 8-K/A filed on December 13, 2002).
(d)(2)	Supplemental Indenture No. 5, dated as of April 6, 2006, between the Partnership and the Trustee (incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.’s Quarterly Report on Form 10-Q filed on May 10, 2006).
(d)(3)	Form of 3.75% Exchangeable Senior Notes due 2036 (attached as Exhibit A to Supplemental Indenture No. 5 filed as Exhibit (d)(2)).
(d)(4)*	Notice of Redemption dated April 15, 2013.
(g)	None.
(h)	None.

\* Previously filed.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 20, 2013

**BOSTON PROPERTIES LIMITED PARTNERSHIP**

By: Boston Properties, Inc., its general partner

By: /s/ Michael E. LaBelle

Name: Michael E. LaBelle

Title: Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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\* Previously filed.