

Edgar Filing: MISSION WEST PROPERTIES INC - Form 8-K

MISSION WEST PROPERTIES INC  
Form 8-K  
February 02, 2005

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): February 1, 2005

MISSION WEST PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)

|  |                                   |  |
|--|-----------------------------------|--|
| Maryland<br>-----<br>(State or other jurisdiction of<br>incorporation) | Commission File Number:<br>1-8383 | 95-2635431<br>-----<br>(I.R.S. Employer<br>Identification) |
|--|-----------------------------------|--|

10050 Bandley Drive, Cupertino, CA 95014  
(Address of principal executive offices)

(408) 725-0700  
(Registrant's telephone number, including area code)

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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

(a) The following information is being furnished by the Company as required for Item 2.02(a) of this report and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934:

On February 1, 2005, the Company issued a press release announcing its earnings results for the quarter and full year ended December 31, 2004. The press release is attached to this Current Report as Exhibit 99.1 and is incorporated by reference in response to Item 2.02(a) of this report.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

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MISSION WEST PROPERTIES, INC.

Date: February 1, 2005

By: /s/ Wayne N. Pham

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Wayne N. Pham  
Vice President of Finance and  
Controller

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Exhibit 99.1

[GRAPHIC OMITTED]

PRESS RELEASE

For Immediate News Release  
February 1, 2005

MISSION WEST PROPERTIES ANNOUNCES FOURTH QUARTER AND FULL YEAR 2004  
OPERATING RESULTS

"We build the buildings for the high tech companies that build the internet"

CUPERTINO, CA - MISSION WEST PROPERTIES, INC. (AMEX/PCX: MSW) reported today that Funds From Operations ("FFO") for the quarter ended December 31, 2004 was \$22,982,000 or \$0.22 per diluted common share (considering the potential effect of all O.P. units being exchanged for shares of the Company's common stock) as compared to \$30,864,000 or \$0.30 per diluted common share for the same period in 2003. On a sequential quarter basis, FFO per diluted common share decreased \$0.01 compared to the previous quarter ended September 30, 2004. The net effect of a lease termination fee from a joint venture tenant and an impairment charge in the fourth quarter 2004 accounted for the \$0.01 decrease. For the year ended December 31, 2004, FFO decreased to \$103,320,000 or \$0.99 per diluted share from FFO of \$117,918,000 or \$1.13 per diluted share for the same period in 2003.

Net income to common stockholders per diluted share was \$0.16 for the quarter ended December 31, 2004 compared to \$0.23 for the same period in 2003, a per share decrease of approximately 30.4%. For the year ended December 31, 2004, net income to common stockholders per diluted share was \$0.74, down from \$0.91 per diluted share one year ago, which included \$0.01 gain from the sale of joint venture real estate included in equity in earnings of unconsolidated joint venture, a per share decrease of approximately 18.7%. Net income per diluted share for the year ended 2004 included \$0.03 per share from lease termination fees, settlement claims and an impairment charge.

DISPOSITION ACTIVITY

In January 2005, the Company completed the sale of 75,000 rentable square feet of the R&D property at 3120 Scott Boulevard, Santa Clara, California. A loss of approximately \$2.2 million was realized on the total sale price of \$8.5 million and is recorded in 2004 as an asset impairment charge under discontinued operations.

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### COMPANY PROFILE

Mission West Properties, Inc. operates as a self-managed, self-administered and fully integrated REIT engaged in the management, leasing, marketing, development and acquisition of commercial R&D properties, primarily located in the Silicon Valley portion of the San Francisco Bay Area. Currently, the Company manages 108 properties totaling approximately 7.8 million square feet. For additional information, please contact Investor Relations at 408-725-0700.

The matters described herein contain forward-looking statements. Such statements can be identified by the use of forward-looking terminology such as "will", "anticipate", "estimate", "expect", "intends", or similar words. Forward-looking statements involve a number of risks, uncertainties or other factors beyond the Company's control, which may cause material differences in actual results, performance or other expectations. These factors include, but are not limited to, the ability to complete acquisitions under the Berg Land Holdings Option Agreement with the Berg Group and other factors detailed in the Company's registration statements, and periodic filings with the Securities & Exchange Commission.

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### MISSION WEST PROPERTIES, INC. SELECTED FINANCIAL DATA

(In thousands, except share, per share and property data amounts)

|  | Three Months<br>Ended<br>Dec 31, 2004 | Three Months<br>Ended<br>Dec 31, 2003 | Twelve Mo<br>Ended<br>Dec 31, |
|--|---------------------------------------|---------------------------------------|-------------------------------|
|  | -----                                 | -----                                 | -----                         |
| <b>REVENUES:</b>   |                                       |                                       |                               |
| Rental revenue from real estate  | \$28,820                              | \$32,968                              | \$119,52                      |
| Tenant reimbursements  | 3,298                                 | 4,474                                 | 14,94                         |
| Other income, including lease terminations,<br>settlements and interest                    | 1,512                                 | 2,656                                 | 6,91                          |
|  | -----                                 | -----                                 | -----                         |
| Total revenues   | 33,630                                | 40,098                                | 141,38                        |
|  | -----                                 | -----                                 | -----                         |
| <b>EXPENSES:</b>   |                                       |                                       |                               |
| Operating expenses   | 2,296                                 | 2,538                                 | 9,21                          |
| Real estate taxes  | 2,740                                 | 3,050                                 | 11,32                         |
| Interest   | 4,530                                 | 4,350                                 | 17,58                         |
| Interest (related parties)   | 317                                   | 234                                   | 1,07                          |
| General and administrative   | 382                                   | 285                                   | 2,01                          |
| Depreciation and amortization of real estate   | 5,212 (1)                             | 5,438                                 | 21,66                         |
|  | -----                                 | -----                                 | -----                         |
| Total expenses   | 15,477                                | 15,895                                | 62,87                         |
|  | -----                                 | -----                                 | -----                         |
| Income before equity in earnings of unconsolidated<br>joint venture and minority interests | 18,153                                | 24,203                                | 78,50                         |
| Equity in earnings of unconsolidated joint venture   | 1,383                                 | 526                                   | 2,94                          |
| Minority interests   | 16,237                                | 20,563                                | 67,69                         |
|  | -----                                 | -----                                 | -----                         |
| Income from continuing operations  | 3,299                                 | 4,166                                 | 13,75                         |
|  | -----                                 | -----                                 | -----                         |

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|   |             |             |          |
|---|-------------|-------------|----------|
| Discontinued operations, net of minority interests:                   |             |             |          |
| (Loss)/income from discontinued operations                            | (478) (7)   | 53          | (441)    |
|   | -----       | -----       | -----    |
| Net income to common stockholders                                     | \$ 2,821    | \$ 4,219    | \$13,31  |
|   | =====       | =====       | =====    |
| Net income to minority interests                                      | \$14,504    | \$20,755    | \$66,10  |
|   | =====       | =====       | =====    |
| Income per share from continuing operations:                          |             |             |          |
| Basic   | \$0.18      | \$0.23      | \$0.7    |
| Diluted   | \$0.18      | \$0.23      | \$0.7    |
| Income per share from discontinued operations:                        |             |             |          |
| Basic   | (\$0.02)    | \$0.01      | (\$0.0   |
| Diluted   | (\$0.02)    | -           | (\$0.0   |
| Net income per share to common stockholders                           |             |             |          |
| Basic   | \$0.16      | \$0.24      | \$0.7    |
|   | =====       | =====       | =====    |
| Diluted   | \$0.16      | \$0.23      | \$0.7    |
|   | =====       | =====       | =====    |
| Weighted average shares of common stock (basic)                       | 18,081,321  | 17,869,252  | 18,034,  |
|   | =====       | =====       | =====    |
| Weighted average shares of common stock(diluted)                      | 18,104,454  | 17,972,706  | 18,076,  |
|   | =====       | =====       | =====    |
| Weighted average O.P. units outstanding                               | 86,400,565  | 86,398,064  | 86,444,  |
|   | =====       | =====       | =====    |
| FUNDS FROM OPERATIONS   |             |             |          |
| Funds from operations   | \$22,982    | \$30,864    | \$103,3  |
|   | =====       | =====       | =====    |
| Funds from operations per share (2)                                   | \$ 0.22     | \$ 0.30     | \$ 0.9   |
|   | =====       | =====       | =====    |
| Outstanding common stock  | 18,097,191  | 17,894,691  | 18,097,  |
|   | =====       | =====       | =====    |
| Outstanding O.P. units  | 86,384,695  | 86,398,064  | 86,384,  |
|   | =====       | =====       | =====    |
| Weighted average O.P. units and common stock<br>outstanding (diluted) | 104,505,019 | 104,370,770 | 104,521, |
|   | =====       | =====       | =====    |

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FUNDS FROM OPERATIONS CALCULATION

|  | Three Months<br>Ended<br>Dec 31, 2004 | Three Months<br>Ended<br>Dec 31, 2003 | Twelve Mo<br>Ended<br>Dec 31, |
|--|---------------------------------------|---------------------------------------|-------------------------------|
|  | -----                                 | -----                                 | -----                         |
| Net income   | \$ 2,821                              | \$ 4,219                              | \$ 13,312                     |
| Add:   |                                       |                                       |                               |
| Minority interests (3)   | 14,387                                | 20,629                                | 65,614                        |
| Depreciation and amortization of real estate<br>from continuing operations         | 5,535                                 | 5,736                                 | 23,313                        |
| Depreciation and amortization of real estate<br>from discontinued operations       | 21                                    | 62                                    | 207                           |
| Depreciation & amortization of real estate<br>held in unconsolidated joint venture | 218                                   | 218                                   | 874                           |
| Less:  |                                       |                                       |                               |

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|   |          |          |           |
|---|----------|----------|-----------|
| Gain on sale of unconsolidated JV real estate | -        | -        | -         |
|   | -----    | -----    | -----     |
| Funds from operations                         | \$22,982 | \$30,864 | \$103,320 |
|   | =====    | =====    | =====     |

Funds From Operations ("FFO") is a non-GAAP financial measurement used by real estate investment trusts to measure and compare operating performance. As defined by NAREIT, FFO represents net income (loss) before minority interest of unit holders (computed in accordance with GAAP, accounting principles generally accepted in the United States of America), excluding gains (or losses) from debt restructuring and sales of property, plus real estate related depreciation and amortization (excluding amortization of deferred financing costs and depreciation of non-real estate assets) and after adjustments for unconsolidated partnerships and joint ventures. Management considers FFO an appropriate measure of performance of an equity REIT because, along with cash flows from operating activities, financing activities and investing activities, it provides investors with an understanding of our ability to incur and service debt, and make capital expenditures. FFO should not be considered as an alternative for net income as a measure of profitability or is it comparable to cash flows provided by operating activities determined in accordance with GAAP. FFO is not comparable to similarly entitled items reported by other REITs that do not define them exactly as we define FFO.

|  | Three Months<br>Ended<br>Dec 31, 2004 | Three Months<br>Ended<br>Dec 31, 2003 | Twelve M<br>Ende<br>Dec 31, |
|--|---------------------------------------|---------------------------------------|-----------------------------|
|  | -----                                 | -----                                 | -----                       |
| PROPERTY AND OTHER DATA:                           |                                       |                                       |                             |
| Total properties, end of period                    | 109                                   | 109                                   | 10                          |
| Total square feet, end of period                   | 7,917,262                             | 7,917,262                             | 7,917,26                    |
| Average monthly rental revenue per square foot (4) | \$1.80                                | \$1.80                                | \$1.8                       |
| Average occupancy                                  | 70.0%                                 | 77.9%                                 | 71.7                        |
| Actual occupancy                                   | 70.7%                                 | 77.3%                                 | 70.7                        |
| Straight-line rent                                 | (\$ 600)                              | \$924                                 | (\$ 46                      |
| Capital expenditures                               | \$1,558                               | \$277                                 | \$3,32                      |

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### BALANCE SHEET

|  | December 31, 2004 | December 31, 2003 |
|--|-------------------|-------------------|
|  | -----             | -----             |
| Assets:  |                   |                   |
| Land   | \$ 273,663        | \$ 275,707        |
| Buildings and improvements   | 770,757           | 779,636           |
| Real estate related intangible assets  | 18,284            | 19,651            |
|  | -----             | -----             |
| Total investments in properties  | 1,062,704         | 1,074,994         |
| Less accumulated depreciation and amortization   | (110,062)         | (89,243)          |
| Assets held for sale, net of accumulated<br>depreciation of \$1,578 at December 31, 2004 | 8,221             | -                 |
|  | -----             | -----             |

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|   |             |             |
|---|-------------|-------------|
| Net investments in properties               | 960,863     | 985,751     |
| Cash and cash equivalents                   | 1,519       | 4,129       |
| Restricted cash                             | 1,551       | -           |
| Deferred rent receivable                    | 18,511      | 18,970      |
| Investment in unconsolidated joint venture  | 3,559       | 2,285       |
| Other assets                                | 19,653      | 21,497      |
|   | -----       | -----       |
| Total assets                                | \$1,005,656 | \$1,032,632 |
|   | =====       | =====       |
| <br>Liabilities:                            |             |             |
| Line of credit - related parties            | \$ 9,560    | \$ 6,320    |
| Revolving line of credit                    | 24,208      | 23,965      |
| Mortgage notes payable                      | 292,822     | 299,858     |
| Mortgage notes payable - related parties    | 10,420      | 10,762      |
| Interest payable                            | 327         | 332         |
| Security deposits                           | 8,544       | 10,248      |
| Deferred rental income                      | 11,038      | 12,723      |
| Liabilities related to assets held for sale | 14          | -           |
| Dividend/distribution payable               | 16,718      | 25,031      |
| Accounts payable and accrued expenses       | 6,704       | 5,085       |
|   | -----       | -----       |
| Total liabilities                           | 380,355     | 394,324     |
| Minority interests                          | 512,089     | 524,918     |
| <br>Stockholders' equity:                   |             |             |
| Common stock, \$.001 par value              | 18          | 18          |
| Paid in capital                             | 134,539     | 132,136     |
| Accumulated deficit                         | (21,345)    | (18,764)    |
|   | -----       | -----       |
| Total stockholders' equity                  | 113,212     | 113,390     |
|   | -----       | -----       |
| Total liabilities and stockholders' equity  | \$1,005,656 | \$1,032,632 |
|   | =====       | =====       |

- (1) Includes approximately \$440 and \$2,172 in amortization expense for the three and twelve months ended December 31, 2004, respectively, for the amortization of in-place lease value of the San Tomas Technology Park acquisition pursuant to Statement of Financial Accounting Standard ("SFAS") No. 141, "Business Combinations."
- (2) Calculated on a fully diluted basis. Assumes conversion of O.P. units outstanding into the Company's common stock.
- (3) The minority interest for third parties has been deducted from total minority interest in calculating FFO.
- (4) Average monthly rental revenue per square foot has been determined by taking the cash base rent for the period divided by the number of months in the period, and then divided by the average occupied square feet in the period.
- (5) Includes approximately \$5.4 million from termination fees and tenant breach of lease lawsuit settlements for the year ended December 31, 2004.
- (6) Includes approximately \$1.9 million in amortization expense for the twelve months ended December 31, 2004 for the amortization of the above-market lease intangible asset of the San Tomas Technology Park acquisition pursuant to Statement of Financial Accounting Standard ("SFAS") No. 141,

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"Business Combinations."

- (7) The Company recorded an asset impairment charge of approximately \$2.2 million in the fourth quarter 2004 relating to the sale of the property at 3120 Scott Boulevard in January 2005. Of this amount, approximately \$474 was charged against net income to common stockholders.