

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 13, 2003

### **Boston Properties, Inc.** **Boston Properties Limited Partnership**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-13087**  
**0-50209**  
(Commission  
File Number)

**04-2473675**  
**04-3372948**  
(I.R.S. Employer  
Identification No.)

**111 Huntington Avenue**  
**Boston, Massachusetts 02199**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:  
**(617) 236-3300**

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#### ITEM 5. Other Events

On May 13, 2003, Boston Properties, Inc. announced in press releases that its operating partnership, Boston Properties Limited Partnership, had commenced and then priced an offering of \$250 million in aggregate principal amount of its 5.00% senior unsecured notes due June 1, 2015. The notes were priced at 99.329% of their face amount to yield 5.075%. Boston Properties, Inc. is attaching these press releases as Exhibit 99.1 and 99.2 to this Current Report on Form 8-K.

#### ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

##### (c) Exhibits

###### Exhibit No.

- |      |  |
|------|--|
| 99.1 | The Boston Properties, Inc. press release dated May 13, 2003 announcing the commencement of an offering of senior unsecured notes by its operating partnership, Boston Properties Limited Partnership. |
| 99.2 | The Boston Properties, Inc. press release dated May 13, 2003 announcing the pricing of an offering of senior unsecured notes by its operating partnership, Boston Properties Limited Partnership.      |
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#### 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.

Date: May 14, 2003

BOSTON PROPERTIES, INC.

By: /s/ DOUGLAS T. LINDE

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Douglas T. Linde  
Chief Financial Officer

#### 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.

Date: May 14, 2003

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc.  
As General Partner

By: /s/ DOUGLAS T. LINDE

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Douglas T. Linde  
*Chief Financial Officer*

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[SIGNATURES](#)

**AT THE COMPANY**

Kathleen DiChiara  
Investor Relations  
(617) 236-3300

**AT THE FRB--Weber Shandwick**

Marilynn Meek—General Info. (212) 445-8451  
Suzie Pileggi—Media (212) 445-8170

**FOR IMMEDIATE RELEASE:**

May 13, 2003

**BOSTON PROPERTIES TO OFFER SENIOR UNSECURED NOTES**

**Boston, MA**—May 13, 2003—Boston Properties, Inc. (NYSE: BXP), a real estate investment trust, announced today that its operating partnership, Boston Properties Limited Partnership, has commenced an offering of its senior unsecured notes. The Company intends to use the net proceeds primarily to repay secured and unsecured indebtedness and also for other general business purposes.

The notes will be offered only to qualified institutional buyers, as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release does not and will not constitute an offer to sell or the solicitation of an offer to buy the notes. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Boston Properties is a fully integrated, self-administered and self-managed real estate investment trust that develops, redevelops, acquires, manages, operates and owns a diverse portfolio of Class-A office, industrial and hotel properties. The Company is one of the largest owners and developers of Class-A office properties in the United States, concentrated in four core markets—Boston, Midtown Manhattan, Washington, DC and San Francisco.

*This press release contains forward-looking statements within the meaning of the Federal securities laws. You should exercise caution in interpreting and relying on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond Boston Properties' control and could materially affect actual results, performance or achievements. These factors include, without limitation, that completion of the aforementioned offering is subject to, among other things, market condition, that no assurance can be given that the offering can be completed under acceptable terms or on the anticipated timetable, and other risks and uncertainties detailed from time to time in the company's filings with the Securities and Exchange Commission.*

Visit the Company's web site at <http://www.bostonproperties.com>

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[BOSTON PROPERTIES TO OFFER SENIOR UNSECURED NOTES](#)

**AT THE COMPANY**

Kathleen DiChiara  
Investor Relations  
(617) 236-3300

**AT THE FRB -- WEBER SHANDWICK**

Marilynn Meek—General Info. (212) 445-8451  
Suzie Pileggi—Media (212) 445-8170

**BOSTON PROPERTIES PRICES OFFERING OF SENIOR UNSECURED NOTES**

**Boston, MA**—May 13, 2003—Boston Properties, Inc. (NYSE: BXP), a real estate investment trust, announced today that its operating partnership, Boston Properties Limited Partnership, has priced an offering of \$250 million in aggregate principal amount of its 5.000% senior unsecured notes due June 1, 2015. The notes were priced at 99.329% of their face amount to yield 5.075%.

The guidance we provided on our April 23, 2003 conference call did not contemplate this offering. The proceeds from this offering will be used primarily to repay short-term floating rate debt, which will reduce our floating rate debt to 5.4% of total debt, all of which will be represented by construction loans. The estimated increase in 2003 net interest expense after giving effect to the use of proceeds will be approximately \$3.5 million.

The notes have been offered only to qualified institutional buyers in the United States under Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and certain investors outside of the United States under Regulation S under the Securities Act. The offering of the notes has not been registered under the Securities Act or any state securities laws and the notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. In connection with the offering, the Company has agreed, subject to certain terms and conditions, to subsequently file an exchange offer registration statement under the Securities Act in order to effect the exchange of the unregistered notes for substantially identical registered notes.

This press release does not and will not constitute an offer to sell or the solicitation of an offer to buy the notes. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Boston Properties is a fully integrated, self-administered and self-managed real estate investment trust that develops, redevelops, acquires, manages, operates and owns a diverse portfolio of Class-A office, industrial and hotel properties. The Company is one of the largest owners and developers of Class-A office properties in the United States, concentrated in four core markets—Boston, Midtown Manhattan, Washington, D.C. and San Francisco.

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Visit the Company's web site at <http://www.bostonproperties.com>

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