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VORNADO REALTY TRUST
Form 8-K
August 23, 2004

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):
August 17, 2004

VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Charter)

Maryland	No. 001-11954	No. 22-1657560
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

888 Seventh Avenue New York, New York	10019
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 894-7000

(Former name or former address, if changed since last report)

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

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(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))

Item 8.01. Other Events.

On August 17, 2004, Vornado Realty Trust and Vornado Realty L.P. entered into an underwriting agreement with Bear, Stearns & Co. Inc., as the Underwriter named therein, relating to the issuance and sale by Vornado Realty Trust of an aggregate of 3 million 7.00% Series E Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share, no par value (the "Series E Preferred Shares"), of Vornado Realty Trust for an aggregate purchase price of approximately \$72.64 million. Vornado Realty Trust granted the underwriter an option, exercisable for 30 days after August 17, 2004, to purchase up to 450,000 additional Series E Preferred Shares, solely to cover over-allotments. The issuance and sale of the Series E Preferred Shares was consummated on August 20, 2004. Expenses payable by Vornado Realty Trust in connection with the offering of the Series E Preferred Shares are estimated at approximately \$300,000.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

The following documents are filed as Exhibits to this report:

- 1.1 Underwriting Agreement, dated August 17, 2004, among Vornado Realty Trust, Vornado Realty L.P. and Bear, Stearns & Co. Inc.
- 3.1 Articles Supplementary to Declaration of Trust with respect to 7.00% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest (incorporated by reference to Exhibit 3.27 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 20, 2004).
- 99.1 Press Release, dated August 18, 2004.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934,

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the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VORNADO REALTY TRUST
(Registrant)

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice President -
Finance and Administration
and Chief Financial Officer

Date: August 20, 2004

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated August 17, 2004, among Vornado Realty Trust, Vornado Realty L.P. and Bear, Stearns & Co. Inc.
- 3.1 Articles Supplementary to Declaration of Trust with respect to 7.00% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest (incorporated by reference to Exhibit 3.27 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 20, 2004).
- 99.1 Press Release, dated August 18, 2004.