

MACK CALI REALTY CORP  
Form 10-K/A  
March 06, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K/A  
(Amendment No. 1)**

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2008**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Commission File Number: 1-13274**

**MACK-CALI REALTY CORPORATION**

(Exact Name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**22-3305147**  
(IRS Employer Identification No.)

**343 Thornall Street, Edison, New Jersey**  
(Address of principal executive offices)

**08837-2206**  
(Zip code)

**(732) 590-1000**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of Each Class</b>      | <b>Name of Each Exchange on Which Registered</b> |
|---------------------------------|--------------------------------------------------|
| Common Stock, \$0.01 par value  | New York Stock Exchange                          |
| Preferred Share Purchase Rights |                                                  |

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes  No

As of June 30, 2008, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$2,207,789,785. The aggregate market value was computed with reference to the closing price on the New York Stock Exchange on such date. This calculation does not reflect a determination that persons are affiliates for any other purpose.

As of February 5, 2009, 66,421,465 shares of common stock, \$0.01 par value, of the Company ("Common Stock") were outstanding.

**LOCATION OF EXHIBIT INDEX:** The index of exhibits is contained herein on page number 4.

**DOCUMENTS INCORPORATED BY REFERENCE:** None.

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**EXPLANATORY NOTE**

On February 12, 2009, Mack-Cali Realty Corporation (the "Company") filed with the Securities and Exchange Commission (the "SEC") the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (the "Report"). As disclosed in the Report, the Company determined that as of December 31, 2008, Mack-Green-Gale LLC ("MGG"), an unconsolidated joint venture of the Company, met the conditions of a significant subsidiary under Rule 1-02(w) of Regulation S-X, and the audited financial statements of MGG required by Rule 3-09 of Regulation S-X would be filed with an amendment to the Report as permitted by SEC rules.

This Amendment No. 1 to the Report amends Part IV, Item 15(a)(2) of the Report to add the audited financial statements of MGG as provided in Exhibit 99.1 attached hereto. In addition, in connection with the filing of this Amendment No. 1 to the Report and pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the certifications of the Company's president and chief executive officer and chief financial officer are attached as exhibits hereto.

Except as described above, this Amendment No. 1 to the Report does not amend any other information set forth in the Report, and the Company has not updated disclosures contained therein to reflect any events that occurred at a date subsequent to the date of the Report.

**MACK-CALI REALTY CORPORATION**

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Mack-Cali Realty Corporation

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(Registrant)

Date: March 6, 2009

/s/ MITCHELL E. HERSH

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Mitchell E. Hersh  
*President and  
Chief Executive Officer*

Date: March 6, 2009

/s/ BARRY LEFKOWITZ

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Barry Lefkowitz  
*Executive Vice President  
and Chief Financial Officer*

**MACK-CALI REALTY CORPORATION  
EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>                                                                                                                                                                                                                                                                                                            |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1                      | Consent of Cornerstone Accounting Group LLP, independent registered public accounting firm.                                                                                                                                                                                                                                     |
| 31.1                      | Certification of the Company's President and Chief Executive Officer, Mitchell E. Hersh, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                                                                                                                                                             |
| 31.2                      | Certification of the Company's Chief Financial Officer, Barry Lefkowitz, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                                                                                                                                                                             |
| 32.1                      | Certification of the Company's President and Chief Executive Officer, Mitchell E. Hersh, and the Company's Chief Financial Officer, Barry Lefkowitz, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                                                                                 |
| 99.1                      | Mack-Green-Gale LLC and Subsidiaries Consolidated Balance Sheets at December 31, 2008 and 2007 and Consolidated Statements of Operations, Changes in Members' Capital and Cash Flows for the years ended December 31, 2008 and 2007 and for the period from May 9, 2006 (Commencement of Operations) through December 31, 2006. |

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