

MACK CALI REALTY CORP  
Form 8-K  
November 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **November 20, 2012**

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**MACK-CALI REALTY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction

of Incorporation)

**1-13274**  
(Commission File Number)

**22-3305147**  
(IRS Employer

Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

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(732) 590-1000

(Registrant's telephone number, including area code)

**MACK-CALI REALTY, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction)

**333-57103**  
(Commission File Number)

**22-3315804**  
(IRS Employer

of Incorporation)

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)

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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (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 1.01 Entry Into A Material Definitive Agreement.**

On November 20, 2012, Mack-Cali Realty, L.P. (the Company), the operating partnership of Mack-Cali Realty Corporation (the General Partner), completed the sale of \$250 million of senior unsecured notes (the Notes). The Notes were priced on November 13, 2012, mature on December 15, 2017 and bear interest at 2.500%, with interest payable semiannually on June 15 and December 15 of each year outstanding, beginning on June 15, 2013. The Company received net proceeds of approximately \$246.3 million from the sale of the Notes which are intended to be used for general corporate purposes and working capital, which will include the repayment of substantially all outstanding borrowings under the Company's unsecured revolving credit facility and may include the purchasing or retiring of some of the Company's outstanding debt securities. The Company may redeem the Notes at any time upon payment of a make-whole amount.

The Notes are being issued under an indenture dated as of March 16, 1999 (the Indenture) by and among the Company, as issuer, the General Partner, as guarantor, and Wilmington Trust Company, as trustee (the Trustee), as supplemented by supplemental indenture no. 16 dated as of November 20, 2012 (the Supplemental Indenture) by and between the Company and Trustee. The material terms of the Indenture, as amended by the Supplemental Indenture, provide for the issuance of the Notes on the terms set forth in the preceding paragraph and include certain representations, warranties and covenants, conditions to closing and other obligations of the Company, the General Partner and the Trustee that are customary in an underwritten public offering, including those terms and conditions made part of the Indenture by reference to the Trust Indenture Act of 1939, as amended.

In connection with the foregoing, the Company and the General Partner hereby file the following documents:

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture dated as of March 16, 1999 by and among Mack-Cali Realty, L.P., as issuer, Mack-Cali Realty Corporation, as guarantor, and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to Mack-Cali Realty, L.P.'s Current Report on Form 8-K dated March 16, 1999, and incorporated herein by reference).
4.2*	Supplemental Indenture No. 16 dated as of November 20, 2012, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee.
4.3*	Global 2.500% Note due 2017.

5.1\* Opinion of Seyfarth Shaw LLP regarding certain matters of law, including the validity of the debt securities being registered.

8.1\* Opinion of Seyfarth Shaw LLP regarding tax matters.

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\* Filed herewith.

SIGNATURES

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

MACK-CALI REALTY CORPORATION

Dated: November 20, 2012

By: /s/ BARRY LEFKOWITZ  
Barry Lefkowitz  
Executive Vice President and  
Chief Financial Officer

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,  
its general partner

Dated: November 20, 2012

By: /s/ BARRY LEFKOWITZ  
Barry Lefkowitz  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

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4.2*	Supplemental Indenture No. 15 dated as of November 20, 2012, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee.
4.3*	Global 2.500% Note due 2017.
5.1*	Opinion of Seyfarth Shaw LLP regarding certain matters of law, including the validity of the debt securities being registered.
8.1*	Opinion of Seyfarth Shaw LLP regarding tax matters.

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\* Filed herewith.