

MACK CALI REALTY CORP  
Form 8-K  
April 15, 2005

**UNITED STATES**

**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): April 15, 2005**

**MACK-CALI REALTY CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

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**Maryland**  
**(State or Other Jurisdiction**

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

**22-3305147**  
**(IRS Employer**

**of Incorporation)**

**Identification No.)**

**11 Commerce Drive, Cranford, New Jersey, 07016**

**(Address of Principal Executive Offices) (Zip Code)**

**(908) 272-8000**

**(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 April 15, 2005, Mack-Cali Realty Corporation (the Company), through its operating partnership, Mack-Cali Realty, L.P. (the Operating Partnership), completed the sale of \$150 million of senior unsecured notes (the Notes). The Operating Partnership received net proceeds of approximately \$148.8 million from the sale of the Notes. The Notes were priced on April 5, 2005, mature on April 15, 2010 and bear interest at 5.05%, with interest payable semiannually on April 15 and October 15 of each year outstanding, beginning October 15, 2005. The Operating Partnership used the net proceeds from the sale of the Notes to reduce outstanding borrowings under its \$600 million unsecured revolving credit facility. The Operating Partnership 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 Operating Partnership, as issuer, the Company, as guarantor, and Wilmington Trust Company, as trustee (the Trustee), as supplemented by supplemental indenture no. 11 dated as of April 15, 2005 (the Supplemental Indenture) by and between the Operating Partnership and the 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 Operating Partnership 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 hereby files the following documents:

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 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 Form 8-K dated March 16, 1999, and incorporated herein by reference). |
| 4.2*               | Supplemental Indenture No. 10 dated as of April 15, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee.   |
| 4.3*               | Form of 5.05% Note due 2010.  |

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\* Filed herewith.

**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.

MACK-CALI REALTY CORPORATION

Dated: April 15, 2005

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

Chief Financial Officer

**EXHIBIT INDEX**

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\* Filed herewith.