

DUKE REALTY CORP  
Form 8-K  
April 21, 2009

**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 16, 2009

**DUKE REALTY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Indiana**  
(State or other Jurisdiction  
of Incorporation)

**1-9044**  
(Commission File Number)  
  
**600 East 96th Street**

**35-1740409**  
(IRS Employer  
Identification No.)

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Suite 100

Indianapolis, IN 46240

(Address of Principal Executive Offices, Zip Code)

Registrant's telephone number, including area code: (317) 808-6000

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 (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 16, 2009, Duke Realty Corporation (the Company ) and Duke Realty Limited Partnership (the Operating Partnership ) entered into a Terms Agreement (including the related Underwriting Agreement, dated as of April 16, 2009, attached as Annex A thereto and made a part thereof, the Terms Agreement ) with the several underwriters named therein (the Underwriters ), pursuant to which the Underwriters agreed to purchase from the Company an aggregate of 75,210,000 shares of common stock, \$0.01 par value (the Common Stock ) (including 9,810,000 shares issued pursuant to the Underwriters over-allotment option). The shares of Common Stock were registered with the Securities and Exchange Commission (the Commission ) pursuant to the Company s and the Operating Partnership s automatic shelf registration statement on Form S-3 (Registration Statement No. 333-136173) (as may be amended and/or supplemented, the Registration Statement ), under the Securities Act of 1933, as amended (the Securities Act ).

Pursuant to General Instruction F to the Commission s Form 8-K, a copy of the Terms Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this Report ), and the Terms Agreement is incorporated into this Item 1.01 by this reference.

**Item 8.01. Other Events.**

On April 21, 2009, the Company completed the issuance and sale of 75,210,000 shares of its Common Stock pursuant to the Terms Agreement filed as Exhibit 1.1 to this Report.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed with this Report pursuant to Item 601 of the Commission s Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company is filing the following exhibits to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report, and the exhibits hereto, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, either individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the Commission s Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

**Exhibit**

| <b>Number</b> | <b>Description</b>                                                                                                                                                                                                                                        |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1           | Terms Agreement, dated as of April 16, 2009 (including the related Underwriting Agreement, dated as of April 16, 2009, and attached as Annex A thereto), by and among the Company, the Operating Partnership, and the several Underwriters named therein. |
| 5.1           | Legal Opinion of Alston & Bird LLP.                                                                                                                                                                                                                       |
| 8.1           | Tax Opinion of Alston & Bird LLP.                                                                                                                                                                                                                         |
| 23.1          | Consent of Alston & Bird LLP (included in Exhibit 5.1).                                                                                                                                                                                                   |
| 23.2          | Consent of Alston & Bird LLP (included in Exhibit 8.1).                                                                                                                                                                                                   |
| 99.1          | Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3).                                                                                                                                                              |

**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.

**DUKE REALTY CORPORATION**

April 21, 2009

By: /s/ Howard L. Feinsand  
Name: Howard L. Feinsand  
Title: Executive Vice President, General Counsel and Corporate  
Secretary