

DUKE REALTY CORP  
Form 8-K  
December 03, 2013

**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): December 3, 2013**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**  
**(Exact name of registrant specified in its charter)**

**Duke Realty Corporation:**

**Indiana**  
**(State of**

**1-9044**  
**(Commission**

**35-1740409**  
**(IRS Employer**

| <b>Formation)</b>                       | <b>File Number)</b> | <b>Identification No.)</b> |
|---|---------------------|----------------------------|
| <b>Duke Realty Limited Partnership:</b> |                     |                            |

|                                    |                                      |   |
|------------------------------------|--------------------------------------|---|
| <b>Indiana</b><br><b>(State of</b> | <b>0-20625</b><br><b>(Commission</b> | <b>35-1898425</b><br><b>(IRS Employer</b> |
|------------------------------------|--------------------------------------|---|

| <b>Formation)</b> | <b>File Number)</b> | <b>Identification No.)</b> |
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**600 East 96th Street**

**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.**

As previously reported, on November 25, 2013, Duke Realty Corporation, an Indiana corporation (the Company), and Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership) of which the Company is the sole General Partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of January 10, 2013, attached as Annex A thereto and made a part thereof, the Terms Agreement) with each of J.P. Morgan Securities LLC, RBC Capital Markets, LLC and Wells Fargo Securities, LLC, on behalf of the underwriters named therein (the Underwriters), pursuant to which the Underwriters agreed to purchase from the Operating Partnership \$250 million aggregate principal amount of the Operating Partnership's 3.875% Senior Notes Due 2021 (the Notes). The Terms Agreement was previously filed as Exhibit 1.1 to the Operating Partnership's and the Company's combined Current Report on Form 8-K filed on November 26, 2013. The issuance and sale of the Notes was completed on December 3, 2013. The Operating Partnership intends to use the net proceeds from the issuance and sale of the Notes, together with cash on hand, to redeem all \$250 million outstanding aggregate principal amount of its 5.40% Senior Notes due August 15, 2014 at a redemption price equal to the principal amount of the notes being redeemed plus accrued interest thereon to the redemption date plus the make-whole amount.

The Notes were issued under the Indenture, dated as of July 28, 2006 (the Indenture), as supplemented by the Eleventh Supplemental Indenture, dated as of December 3, 2013 (the Supplemental Indenture), by and between the Operating Partnership and The Bank of New York Mellon Trust Company, N.A. (as successor to J.P. Morgan Trust Company, National Association), as trustee (the Trustee).

The Notes were registered with the Securities and Exchange Commission (the Commission) pursuant to the Operating Partnership's automatic shelf registration statement on Form S-3 (File No. 333-181030-01) (as the same may be amended or supplemented, the Registration Statement), under the Securities Act of 1933, as amended (the Securities Act). The material terms of the Notes are described in the Operating Partnership's final prospectus supplement, as filed with the Commission on November 26, 2013 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Notes and supplements the Operating Partnership's prospectus, as filed with the Commission on April 30, 2012, contained in the Registration Statement.

A copy of the Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K (this Report), and the information in the Supplemental Indenture is incorporated into this Item 1.01 by this reference. The Indenture was previously filed with the Commission on July 31, 2006 as Exhibit 4.1 to the Operating Partnership's prior registration statement on Form S-3 (File No. 333-136173-01). The above description of the terms of the Supplemental Indenture is qualified in its entirety by reference to the Indenture and the Supplemental Indenture.

**Item 9.01. Financial Statements and Other 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 and the Operating Partnership are incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report and the exhibits hereto, however, neither the Company nor the Operating Partnership believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(iii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 4.1                   | Eleventh Supplemental Indenture, dated as of December 3, 2013, by and between the Operating Partnership and the Trustee, including the form of global note evidencing the 3.875% Senior Notes Due 2021. |
| 5.1                   | Legality 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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ Ann C. Dee  
Ann C. Dee  
Executive Vice President, General  
Counsel and Corporate Secretary

**DUKE REALTY LIMITED  
PARTNERSHIP**

By: DUKE REALTY CORPORATION, its  
general partner

By: /s/ Ann C. Dee  
Ann C. Dee  
Executive Vice President, General  
Counsel and Corporate Secretary

Date: December 3, 2013