

DUKE REALTY CORP  
Form 8-K  
April 30, 2015

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 30, 2015

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

Duke Realty Corporation:

|                                    |                                       |  |
|------------------------------------|---------------------------------------|--|
| Indiana<br>(State of<br>Formation) | 1-9044<br>(Commission<br>File Number) | 35-1740409<br>(IRS Employer<br>Identification No.) |
|------------------------------------|---------------------------------------|--|

Duke Realty Limited Partnership:

|                                    |  |  |
|------------------------------------|--|--|
| Indiana<br>(State of<br>Formation) | 0-20625<br>(Commission<br>File Number) | 35-1898425<br>(IRS Employer<br>Identification No.) |
|------------------------------------|--|--|

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))

## Explanatory Note

On August 22, 2014, 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 an Equity Distribution Agreement (the “Equity Distribution Agreement”) with Jefferies LLC, Morgan Stanley & Co. LLC, SunTrust Robinson Humphrey, Inc., and UBS Securities LLC, as sales agents and/or principals (the “Agents”). A copy of the Equity Distribution Agreement is filed as Exhibit 1.1 to the combined Current Report on Form 8-K filed by the Company and the Operating Partnership on August 22, 2014. Under the terms of the Equity Distribution Agreement, the Company may sell shares of its common stock, \$0.01 par value per share, from time to time, to or through the Agents, up to an aggregate offering price of \$175,000,000 (the “Offering”). The shares were initially offered pursuant to the Company’s shelf registration statement on Form S-3 (Registration No. 333-181030), which became effective upon filing with the Securities and Exchange Commission (the “Commission”) on April 30, 2012 (the “2012 Registration Statement”). On April 30, 2015, the Company and the Operating Partnership filed a new registration statement on Form S-3, which became effective upon filing with the Commission (the “Registration Statement”), to replace the expiring 2012 Registration Statement. Also on April 30, 2015, the Company filed a prospectus supplement pursuant to Rule 424(b)(5) to register the securities that remain unsold pursuant to the Offering. This Current Report on Form 8-K (the “Report”) is being filed to provide exhibits to be incorporated by reference into the Registration Statement.

## Item 9.01. Financial Statements and Exhibits.

The materials that are being filed as exhibits to this Report are being filed 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, 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 Number | Description   |
|----------------|---|
| 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) (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed with the Commission on August 22, 2014). |

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

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

Dated: April 30, 2015

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Exhibit Index

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