

DUKE REALTY CORP  
Form 8-K  
May 27, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A  
(Amendment No. 2)

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 29, 2015

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

Duke Realty Corporation:

Indiana (State of Formation)	1-9044 (Commission File Number)	35-1740409 (IRS Employer Identification No.)
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Duke Realty Limited Partnership:

Indiana (State of Formation)	0-20625 (Commission File Number)	35-1898425 (IRS Employer Identification No.)
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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In their combined Current Report on Form 8-K filed on May 4, 2015 and amended on May 5, 2015, Duke Realty Corporation, an Indiana corporation (the “Company”), and Duke Realty Limited Partnership, an Indiana limited partnership of which the Company is the sole general partner, disclosed, among other items, that Mr. James D. Bremner will step down from the position of President, Healthcare of the Company, effective June 30, 2015. On May 20, 2015, the Company, through Duke Realty Services Limited Partnership, an Indiana limited partnership that is a subsidiary of the Company, and BRE II, LLC, an Indiana limited liability company, of which Mr. Bremner is the sole member, entered into a Consulting Agreement (the “Consulting Agreement”). Pursuant to the Consulting Agreement, Mr. Bremner has agreed to provide certain consulting services to the Duke Realty Services Limited Partnership through BRE II, LLC during the period commencing on July 1, 2015 and ending on June 30, 2016 (the “Consulting Period”). BRE II, LLC is entitled to 12 cash payments of \$8,333.34 per month in exchange for the performance of consulting services during the Consulting Period.

The foregoing description of the Consulting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Consulting Agreement, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	Consulting Agreement by and between Duke Realty Services Limited Partnership and BRE II, LLC, dated as of May 20, 2015.#

# Represents management contract or compensatory plan or arrangement.

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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

Dated: May 27, 2015