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ISTAR FINANCIAL INC
Form 10-K/A
July 19, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(MARK ONE)

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001
OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NO. 1-15371

ISTAR FINANCIAL INC.

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

1114 AVENUE OF THE AMERICAS, 27TH FLOOR
NEW YORK, NY 10036
(Address of principal executive offices)

95-6881527
(I.R.S. Employer
Identification Number)

10036
(Zip code)

Registrant's telephone number, including area code: (212) 930-9400

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:

COMMON STOCK, \$0.001 PAR VALUE

Name of Exchange on which registered:

NEW YORK STOCK EXCHANGE

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9.375% SERIES B CUMULATIVE REDEEMABLE PREFERRED STOCK, \$0.001 PAR VALUE	NEW YORK STOCK EXCHANGE
9.200% SERIES C CUMULATIVE REDEEMABLE PREFERRED STOCK, \$0.001 PAR VALUE	NEW YORK STOCK EXCHANGE
8.000% SERIES D CUMULATIVE REDEEMABLE PREFERRED STOCK, \$0.001 PAR VALUE	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant: (i) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (ii) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /

As of March 15, 2002, the aggregate market value of the common stock, \$0.001 par value per share of iStar Financial Inc. ("Common Stock"), held by non-affiliates(1) of the registrant was approximately \$2.4 billion, based upon the closing price of \$28.29 on the New York Stock Exchange composite tape on such date.

As of March 15, 2002, there were 87,877,976 shares of Common Stock outstanding.

(1) For purposes of this Annual Report only, includes all outstanding Common Stock other than Common Stock held directly by the Registrant's directors and executive officers.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the registrant's definitive proxy statement for the registrant's 2002 Annual Meeting, to be filed within 120 days after the close of the registrant's fiscal year, are incorporated by reference into Part III of this Annual Report on Form 10-K.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected financial data on a consolidated historical basis for the Company. However, prior to March 1998, as discussed more fully in Note 1 to the Company's Consolidated Financial Statements (the "Recapitalization Transactions"), the Company did not have substantial operations or capital resources. Prior to the Recapitalization Transactions, the Company's structured finance operations were conducted by two private investment partnerships which contributed substantially all their structured finance assets to the Company in the Recapitalization Transactions in exchange for cash and shares of the Company.

Further, on November 4, 1999, as more fully discussed in Note 4 to the Company's Consolidated Financial Statements, the Company acquired TriNet, which

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increased the size of the Company's operations, and also acquired its external advisor. Operating results for the year ended December 31, 1999 reflect only the effects of these transactions subsequent to their consummation.

Accordingly, the historical balance sheet information as of and prior to December 31, 1998, as well as the results of operations for the Company for all periods prior to and including the year ended December 31, 1999, do not reflect the current operations of the Company as a well capitalized, internally-managed finance company operating in the commercial real estate industry. For these reasons, the Company believes that the information contained in the following tables relating to the 1997 period is not indicative of the Company's current business and should be read in conjunction with the discussions set forth in Item 7--"Management's Discussion and Analysis of Financial Condition and Results of Operations."

	FOR THE YEAR ENDED DECEMBER		
	2001	2000	1999
	-----	-----	-----
OPERATING DATA:			
Interest income.....	\$ 254,119	\$ 268,011	\$ 209,848
Operating lease income.....	201,257	185,956	42,186
Other income.....	28,800	17,855	12,763
	-----	-----	-----
Total revenue.....	484,176	471,822	264,797
	-----	-----	-----
Interest expense.....	170,121	173,891	91,184
Operating costs-corporate tenant lease assets.....	12,800	12,809	2,246
Depreciation and amortization.....	35,642	34,514	10,340
General and administrative.....	24,151	25,706	6,269
General and administrative--			
Stock-based compensation.....	3,575	2,864	412
Provision for loan losses.....	7,000	6,500	4,750
Advisory fees.....	--	--	16,193
Costs incurred in acquiring external advisor(1).....	--	--	94,476
	-----	-----	-----
Total expenses.....	253,289	256,284	225,870
	-----	-----	-----
Income before minority interest, gain on sales of corporate tenant lease assets, extraordinary loss and cumulative effect of change in accounting principle...	230,887	215,538	38,927
Minority interest in consolidated entities.....	(218)	(195)	(41)
Gain on sales of corporate tenant lease assets.....	1,145	2,948	--
Extraordinary loss on early extinguishment of debt.....	(1,620)	(705)	--
Cumulative effect of change in accounting principle(2).....	(282)	--	--
	-----	-----	-----
Net income.....	\$ 229,912	\$ 217,586	\$ 38,886
Preferred dividend requirements.....	(36,908)	(36,908)	(23,843)
	-----	-----	-----
Net income allocable to common shareholders.....	\$ 193,004	\$ 180,678	\$ 15,043
	=====	=====	=====
Basic earnings per common share(3).....	\$ 2.24	\$ 2.11	\$ 0.25
	=====	=====	=====
Diluted earnings per common share.....	\$ 2.19	\$ 2.10	\$ 0.25
	=====	=====	=====
Dividends declared per common share(4).....	\$ 2.45	\$ 2.40	\$ 1.86
	=====	=====	=====

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	FOR THE YEAR ENDED DECEMBER 31		
	2001	2000	1999
SUPPLEMENTAL DATA:			
Dividends declared on preferred shares.....	\$ 36,578	\$ 36,576	\$ 24,819
Dividends declared on common shares.....	213,089	205,477	116,813
Adjusted earnings allocable to common shareholders(5) (7).....	255,132	230,688	127,798
Cash flows from:			
Operating activities.....	\$ 264,835	\$ 202,715	\$ 119,625
Investing activities.....	(321,100)	(176,652)	(143,911)
Financing activities.....	49,183	(37,719)	48,584
EBITDA(6) (7).....	436,650	423,943	140,451
Ratio of EBITDA to interest expense(8).....	2.57x	2.44x	1.54x
Ratio of EBITDA to combined fixed charges(9).....	2.10x	2.01x	1.22x
Ratio of earnings to fixed charges(10).....	2.3x	2.2x	1.4x
Ratio of earnings to fixed charges and preferred stock dividends(10).....	1.9x	1.9x	1.1x
Weighted average common shares outstanding--basic(11)...	86,349	85,441	57,749
Weighted average common shares outstanding--diluted(11).....	88,234	86,151	60,393
BALANCE SHEET DATA:			
Loans and other lending investments, net.....	\$2,377,763	\$2,225,183	\$2,003,506
Corporate tenant lease assets, net.....	1,841,800	1,670,169	1,714,284
Total assets.....	4,378,560	4,034,775	3,813,552
Debt obligations.....	2,495,369	2,131,967	1,901,204
Minority interest in consolidated entities.....	2,650	6,224	2,565
Shareholders' equity.....	1,787,778	1,787,885	1,801,343
SUPPLEMENTAL DATA:			
Total debt to shareholders' equity.....	1.4x	1.2x	1.1x

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EXPLANATORY NOTES:

- (1) As more fully discussed in Note 4 to the Company's Consolidated Financial Statements, this amount represents a non-recurring, non-cash charge of approximately \$94.5 million relating to the acquisition of the Company's external advisor in November 1999.
- (2) Represents one-time effect of adoption of Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" as of January 1, 2001.
- (3) Prior to November 1999, earnings per common share excludes 1% of net income allocable to the Company's former class B shares. The former class B shares were exchanged for Common Stock in connection with the acquisition of TriNet and other related transactions on November 4, 1999. As a result, the Company now has a single class of Common Stock outstanding.

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- (4) The Company generally declares common and preferred dividends in the month subsequent to the end of the quarter.
- (5) Adjusted earnings represents net income in accordance with GAAP, before gains (losses) on sales of corporate tenant lease assets, extraordinary items and cumulative effect of change in accounting principle, plus depreciation and amortization, less preferred stock dividends, and after adjustments for unconsolidated partnerships and joint ventures and, for the year ended December 31, 1999, exclude the non-recurring, non-cash cost incurred in acquiring the Company's external advisor (see Note 4 to the Company's Consolidated Financial Statements).
- (6) EBITDA is calculated as total revenue minus the sum of general and administrative expenses, general and administrative--stock-based compensation, provision for loan losses and operating costs on corporate tenant lease assets.
- (7) Each of adjusted earnings and EBITDA should be examined in conjunction with net income as shown in the Consolidated Statements of Operations. Neither adjusted earnings nor EBITDA should be considered as an alternative to net income (determined in accordance with GAAP) as an indicator of the Company's performance, or to cash flows from operating activities (determined in accordance with GAAP) as a measure of the Company's liquidity, nor is either measure indicative of funds available to fund the Company's cash needs or available for distribution to shareholders. The Company's management believes that adjusted earnings and EBITDA more closely approximate operating cash flow and are useful measures for investors to consider, in conjunction with net income and other GAAP measures, in evaluating the Company's financial performance. This is primarily because the Company is a commercial finance company that focuses on real estate lending and corporate tenant leasing; therefore, the Company's net income (determined in accordance with GAAP) reflects significant non-cash depreciation expense on corporate tenant lease assets. It should be noted that the Company's manner of calculating adjusted earnings and EBITDA may differ from the calculations of similarly-titled measures by other companies.
- (8) The 1999 and 1998 EBITDA to interest expense ratios on a pro forma basis (see Note 4 to the Company's Consolidated Financial Statements) would have been 2.83x and 2.84x, respectively.
- (9) Combined fixed charges are comprised of interest expense, capitalized interest, amortization of loan costs and preferred stock dividend requirements. The 1999 and 1998 EBITDA to combined fixed charges ratios on a pro forma basis (see Note 4 to the Company's Consolidated Financial Statements) would have been 2.23x and 2.44x, respectively.
- (10) For the purposes of calculating the ratio of earnings to fixed charges, "earnings" consist of income from continuing operations before income taxes and cumulative effect of changes in accounting principles plus "fixed charges" and certain other adjustments. "Fixed charges" consist of interest incurred on all indebtedness related to continuing operations (including amortization of original issue discount) and the implied interest component of the Company's rent obligations in the years presented. For 1999, these ratios include the effect of a non-recurring, non-cash charge in the amount of approximately \$94.5 million relating to the November 1999 acquisition of the former external advisor to the Company. Excluding the effect of this non-recurring, non-cash charge, the ratio of earnings to fixed charges for that period would have been 2.5x and our ratio of earnings to fixed charges and preferred stock dividends would have been 2.0x.
- (11) As adjusted for one-for-six reverse stock split effected by the Company on June 19, 1998.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and Rule 12b-15 of that Act, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 18, 2002

ISTAR FINANCIAL INC.
REGISTRANT

/s/ JAY SUGARMAN

Jay Sugarman
CHAIRMAN OF THE BOARD OF DIRECTORS

/s/ SPENCER B. HABER

Spencer B. Haber
PRESIDENT, CHIEF FINANCIAL OFFICER AND DIRECTOR

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