

VORNADO REALTY TRUST
Form 8-K
December 28, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 27, 2017

VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction of
Incorporation)

No. 001-11954
(Commission
File Number)

No. 22-1657560
(IRS Employer
Identification No.)

VORNADO REALTY L.P.

(Exact Name of Registrant as Specified in Charter)

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Delaware
(State or Other
Jurisdiction of
Incorporation)

No. 001-34482
(Commission
File Number)

No. 13-3925979
(IRS Employer
Identification No.)

888 Seventh Avenue
New York, New York
(Address of Principal Executive Offices)

10019
(Zip Code)

Registrant's telephone number, including area code: **(212) 894-7000**

Former name or former address, if changed since last report: **N/A**

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 (see General Instructions A.2.):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On December 27, 2017, Vornado Realty L.P. (the Company), the operating partnership through which Vornado Realty Trust, a fully integrated real estate investment trust organized under the laws of Maryland, conducts its business and owns substantially all of its interests in properties, issued and sold \$450,000,000 aggregate principal amount of its 3.500% Notes due 2025 (the Notes) in an underwritten public offering (the Offering) pursuant to an effective shelf registration statement. Vornado Realty Trust is the sole general partner of, and owned approximately 93.5% of the common limited partnership interests in, Vornado Realty L.P. as of September 30, 2017. In connection with the Offering, the Company entered into an underwriting agreement with Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Jefferies LLC, as representatives of the several underwriters of the Offering. A copy of that underwriting agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference. The opinion of Sullivan & Cromwell LLP with respect to the validity of the Notes and the opinion of Venable LLP with respect to certain matters relating to Vornado Realty Trust, a Maryland real estate investment trust and the sole general partner of the Company, are attached hereto as Exhibits 5.1 and 5.2, respectively, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement, dated December 12, 2017, among Vornado Realty L.P. and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Jefferies LLC as representatives of the several underwriters.
- 5.1 Opinion of Sullivan & Cromwell LLP as to validity of the Notes.
- 5.2 Opinion of Venable LLP.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
- 23.2 Consent of Venable LLP (included in Exhibit 5.2).

SIGNATURE

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.

VORNADO REALTY TRUST
(Registrant)

By: /S/ Joseph Macnow
Name: Joseph Macnow
Title: Executive Vice President - Chief Financial Officer
and Chief Administrative Officer (duly authorized
officer and principal financial officer)

Date: December 27, 2017

SIGNATURE

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.

VORNADO REALTY L.P.
(Registrant)

By: VORNADO REALTY TRUST,
Sole General Partner

By: /s/ Joseph Macnow
Name: Joseph Macnow
Title: Executive Vice President - Chief Financial Officer
and Chief Administrative Officer of Vornado Realty
Trust, sole general partner of Vornado Realty L.P.
(duly authorized officer and principal financial
officer)

Date: December 27, 2017