

VORNADO REALTY TRUST
Form 8-K
March 28, 2005

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):

March 22, 2005

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)

Delaware
(State or Other Jurisdiction
of Incorporation)

No. 000-22635
(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))
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Item 1.01. Entry Into a Material Definitive Agreement.

On March 22, 2005, Vornado Realty Trust (the Company) and Vornado Realty L.P. (the Operating Partnership) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. (the Underwriter), providing for the offer and sale by the Operating Partnership of \$500,000,000 in principal amount of 3.875% Exchangeable Senior Debentures due 2025 (the Debentures), at a price of 98% of their aggregate principal amount. The Operating Partnership has also granted the Underwriter an option to purchase up to an additional \$75,000,000 in principal amount to cover over-allotments, if any. The Debentures are exchangeable into common shares of the Company under the circumstances described in the prospectus supplement filed with the Securities and Exchange Commission on March 24, 2005.

A copy of the Underwriting Agreement is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibit.

10.1 Underwriting Agreement, dated March 22, 2005, among Vornado Realty L.P., Vornado Realty Trust and Citigroup Global Markets Inc.

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

- Finance and
Administration and
Chief Financial Officer

Date: March 28, 2005

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

- Finance and Administration and
Chief Financial Officer

Date: March 28, 2005

