

SL GREEN REALTY CORP
Form 8-K
May 03, 2019

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): **May 3, 2019 (May 1, 2019)**

SL GREEN REALTY CORP.

SL GREEN OPERATING PARTNERSHIP, L.P.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

1-13199
(Commission File Number)

13-3956775
(I.R.S. Employer Identification
Number)

Delaware
(State or other jurisdiction of
incorporation)

333-167793-02
(Commission File Number)

13-3960398
(I.R.S. Employer Identification
Number)

420 Lexington Avenue
New York, New York 10170

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(Address of principal executive offices, including zip code)

Registrants telephone number, including area code: **(212) 594-2700**

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 Instruction A.2. below):

- 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 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

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

| Registrant | Trading Symbol | Title of Each Class | Name of Each Exchange on Which Registered |
|-----------------------|----------------|--|---|
| SL Green Realty Corp. | SLG | Common Stock, \$0.01 par value | New York Stock Exchange |
| SL Green Realty Corp. | SLG.PRI | 6.500% Series I Cumulative Redeemable Preferred Stock, \$0.01 par value, | New York Stock Exchange |

\$25.00 mandatory liquidation preference

Item 1.01 Entry into a Material Definitive Agreement.

Twenty-Sixth Amendment to the First Amended and Restated Agreement of Limited Partnership of SL Green Operating Partnership, L.P.

On May 1, 2019, SL Green Realty Corp. (the Company), as the general partner of SL Green Operating Partnership, L.P. (the Operating Partnership), entered into a twenty-sixth amendment (the Twenty-Sixth Amendment) to the Operating Partnership's First Amended and Restated Agreement of Limited Partnership, dated August 20, 1997 (as amended through the date hereof, the Partnership Agreement), in respect of the issuance of 40,000 Series V Preferred Units of the Operating Partnership (the Series V Preferred Units) of limited partnership interests with a liquidation preference of \$25.00 per unit (the Series V Liquidation Preference). 40,000 Series V Preferred Units have been issued as a portion of the consideration for the acquisition of ownership interests in certain commercial real estate property. The Series V Preferred Units are not convertible into or exchangeable for any other property or securities of the Partnership or the Company.

The Series V Preferred Units provide for a cumulative quarterly preferential cash distribution of 3.50% of the Series V Liquidation Preference per annum.

The Series V Preferred Units were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

The foregoing description of the Twenty-Sixth Amendment is qualified in its entirety by reference to the Twenty-Sixth Amendment, a copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 3.02 Unregistered Sale of Equity Securities.

The information set forth above under Item 1.01 is incorporated by reference herein with respect to the issuance by the Operating Partnership of 40,000 Series V Preferred Units.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

10.1 Twenty-Sixth Amendment, dated May 1, 2019, to the First Amended and Restated Agreement of Limited Partnership of SL Green Operating Partnership, L.P.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

SL GREEN REALTY CORP.

/s/ Andrew S. Levine
Andrew S. Levine
Executive Vice President, Chief Legal Officer and General Counsel

SL GREEN OPERATING PARTNERSHIP, L.P.

By: SL GREEN REALTY CORP., its general partner

/s/ Andrew S. Levine
Andrew S. Levine
Executive Vice President, Chief Legal Officer and General Counsel

Date: May 3, 2019