

SL GREEN REALTY CORP  
Form 8-K  
October 06, 2010

**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):

**October 6, 2010 (October 5, 2010)**

**SL Green Realty Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of Incorporation)

**1-13199**  
(Commission File Number)

**13-3956775**  
(IRS Employer ID. Number)

**SL Green Operating Partnership, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

(Commission File Number)

**13-3960398**  
(IRS Employer ID. Number)

**420 Lexington Avenue**  
**New York, New York**

**10170**

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(Address of Principal Executive Offices)

(Zip Code)

**(212) 594-2700**

(Registrants Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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))
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**Item 8.01**

**Other Events**

On October 5, 2010, SL Green Realty Corp. (the Company ) announced that its operating partnership, SL Green Operating Partnership, L.P. ( SL Green OP ), has commenced an offering of exchangeable senior notes (the Offering ) in a private offering to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act, subject to market conditions.

A copy the press release announcing the Offering, and which describes the Offering in greater detail, is hereby incorporated by reference and attached hereto as Exhibit 99.1.

**Item 9.01**

**Financial Statements and Exhibits**

(d) *Exhibits*

99.1 Press Release announcing the Offering, dated October 5, 2010.

**SIGNATURES**

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

SL GREEN REALTY CORP.

/s/ Gregory F. Hughes  
Gregory F. Hughes  
Chief Financial Officer

SL GREEN OPERATING PARTNERSHIP, L.P.  
By: SL GREEN REALTY CORP.

/s/ Gregory F. Hughes  
Gregory F. Hughes  
Chief Financial Officer

Date: October 6, 2010