

SL GREEN REALTY CORP  
Form 8-K  
July 02, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **July 2, 2014 (July 1, 2014)**

**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**  
(I.R.S. Employer  
Identification Number)

**SL GREEN OPERATING PARTNERSHIP, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**33-167793-02**  
(Commission File Number)

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

**420 Lexington Avenue**

**New York, New York 10170**

(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))
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The foregoing description of the Fifteenth Amendment is qualified in its entirety by reference to the Fifteenth Amendment, a copy of which is filed herewith as Exhibit 10.2 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 564,798 Series K Preferred Units (as well as (i) the common units of the Operating Partnership issuable upon conversion of the Series K Preferred Units and (ii) the shares of common stock of the Company that may be issuable upon redemption of such common units) and 379,200 Series L Preferred Units.

**Item 9.01**                      **Financial Statements and Exhibits.**

(d)                      *Exhibits*

10.1      Fourteenth Amendment, dated July 1, 2014, to the First Amended and Restated Agreement of Limited Partnership of SL Green Operating Partnership, L.P.

10.2      Fifteenth Amendment, dated July 1, 2014, 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  
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  
Chief Legal Officer and General Counsel

Date: July 2, 2014