

RECKSON ASSOCIATES REALTY CORP  
Form 425  
December 05, 2006

**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**

Date of Report (Date of Earliest Event Reported): **December 5, 2006**

**Reckson Associates Realty Corp.  
and  
Reckson Operating Partnership, L.P.**  
(Exact Name of Registrant as Specified in its Charter)

|   |                             |   |
|---|-----------------------------|---|
| <b>Reckson Associates Realty Corp. -<br/>Maryland</b>     |                             | <b>Reckson Associates Realty Corp. -<br/>11-3233650</b>     |
| <b>Reckson Operating Partnership, L.P. -<br/>Delaware</b> | <b>1-13762</b>              | <b>Reckson Operating Partnership, L.P. -<br/>11-3233647</b> |
| (State or other jurisdiction of<br>incorporation)         | (Commission File<br>Number) | (IRS Employer Identification<br>Number)                     |

**625 Reckson Plaza  
Uniondale, New York 11556**  
(Address of principal executive offices)

**516-506-6000**

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(Registrant's 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 registrant 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))



**Item 8.01**

**Other Events.**

On December 4, 2006, Reckson Associate Realty Corp.'s ("Reckson") board of directors, by a vote of its independent directors, determined that the proposal from American Real Estate Partners, L.P. ("AREP") raised significant financial and legal issues and issued a press release announcing its determination and its decision to proceed with Reckson's special meeting of shareholders on December 6, 2006. Reference is hereby made to the press release, attached hereto as Exhibit 99.1, and incorporated herein by reference. Accordingly, Reckson has terminated all discussions or negotiations with entities associated with AREP.

**Item 9.01**

**Financial Statements and Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release, dated December 5, 2006 |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

RECKSON ASSOCIATES REALTY  
CORP.

By: /s/ Michael Maturo

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|        |   |
|--------|---|
| Name:  | Michael Maturo                                      |
| Title: | President, Chief Financial<br>Officer and Treasurer |

RECKSON OPERATING  
PARTNERSHIP, L.P.

By: Reckson Associates Realty Corp., its  
General Partner

By: /s/ Michael Maturo

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|        |   |
|--------|---|
| Name:  | Michael Maturo                                      |
| Title: | President, Chief Financial<br>Officer and Treasurer |

Date: December 5, 2006

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EXHIBIT INDEX

**Exhibit  
Number**

**Description**

99.1

Press Release, dated December 5, 2006

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