

VORNADO REALTY TRUST
Form 8-K
May 08, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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):

April 30, 2009

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

No. 000-22635
(Commission
File Number)

No. 13-3925979
(IRS Employer
Identification No.)

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Incorporation)

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 8.01 Other Events.

On May 8, 2009, Vornado Realty Trust (Vornado) issued a press release announcing that Vornado Realty L.P. (the Company), the operating partnership through which Vornado conducts its business and holds substantially all of its assets, completed its previously announced cash tender offer for any and all of its \$154,910,000 principal amount of outstanding 4.50% Notes due 2009 (CUSIP No. 929043AB3) (the 2009 Notes), \$177,205,000 principal amount of outstanding 4.75% Notes due 2010 (CUSIP No. 929042AB5) (the 2010 Notes), and \$204,811,000 principal amount of outstanding 5.60% Notes due 2011 (CUSIP No. 929043AD9) (the 2011 Notes) and together with the 2009 Notes and the 2010 Notes, the Securities).

The tender for the Securities expired at 5:00 p.m., New York City time on May 7, 2009. Pursuant to the terms of the tender offer, the Company purchased today an aggregate of \$57,025,000 principal amount of the 2009 Notes (representing 37% of the outstanding 2009 Notes), \$28,870,000 principal amount of the 2010 Notes (representing 16% of the outstanding 2010 Notes), and \$87,426,000 principal amount of the 2011 Notes (representing 43% of the outstanding 2011 Notes). Securities tendered have been retired.

In accordance with the terms of the tender offer, the consideration paid for the 2009 Notes was \$1,000 per \$1,000 in principal amount of such Securities, the consideration paid for the 2010 Notes was \$970 per \$1,000 in principal amount of such Securities, and consideration paid for the 2011 Notes was \$970 per \$1,000 in principal amount of such Securities, plus accrued and unpaid interest to, but not including, May 8, 2009. The aggregate consideration paid for the Securities tendered, exclusive of accrued interest, was \$169,832,120.

A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(d) Exhibits.
99.1 Press Release, dated May 8, 2009 (filed).

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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 (duly authorized officer
and principal financial and accounting officer)

Date: May 8, 2009

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 of Vornado Realty Trust,
sole general partner of Vornado Realty L.P.
(duly authorized officer and principal financial
and accounting officer)

Date: May 8, 2009