

KIMCO REALTY CORP  
Form 8-K  
March 13, 2012

**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) March 9, 2012**

**Kimco Realty Corporation**

(Exact name of registrant as specified in its charter)

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

**1-10899**  
(Commission  
File Number)

**13-2744380**  
(IRS Employer  
Identification No.)

**3333 New Hyde Park Road, Suite 100**  
**New Hyde Park, NY 11042**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (516) 869-9000**

**Not Applicable**

(Former name or former address, if changed since last report.)

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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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 9, 2012, Kimco Realty Corporation ( Kimco ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters (collectively, the Underwriters ), pursuant to which Kimco agreed to sell to the Underwriters 16,000,000 depositary shares plus up to an additional 2,400,000 depositary shares if the Underwriters exercise their 30-day over-allotment option in full (the Depositary Shares ), each representing 1/1000 of a Share of 6.00% Class I Cumulative Redeemable Preferred Stock, \$1.00 par value per share. The Depositary Shares are being offered and sold under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission ( SEC ) pursuant to Kimco 's shelf registration statement on Form S-3 (File No. 333-158762). A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated by reference herein.

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

(d)

Exhibits

**Exhibit  
No.**

**Exhibit Description**

- |     |   |
|-----|---|
| 1.1 | Underwriting Agreement, dated March 9, 2012, by and among Kimco Realty Corporation and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC. |
| 5.1 | Opinion of Venable LLP, dated March 12, 2012, as to the legality of the Depositary Shares, par value \$1.00 per share.  |
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**SIGNATURES**

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.

**KIMCO REALTY CORPORATION**

Date: March 13, 2012

By:

/s/ Glenn G. Cohen

Name: Glenn G. Cohen

Title: Executive Vice President, Chief  
Financial Officer,  
and Treasurer

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**EXHIBIT INDEX**

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