

ISTAR FINANCIAL INC
Form 8-K
March 26, 2004

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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

March 25, 2004

(Date of Report (Date of Earliest Event Reported))

iSTAR FINANCIAL INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

11-15371
(Commission
File Number)

95-6881527
(IRS Employer
Identification Number)

**1114 Avenue of the Americas, 27th
Floor New York, New York**
(Address of Principal Executive Offices)

10036
(Zip Code)

(212) 930-9400
(Registrant's Telephone Number, Including Area Code)

ITEM 9. Regulation FD Disclosure.

On March 25, 2004, iStar Financial Inc. issued a preliminary offering memorandum including a capitalization table as set forth as an exhibit below.

ITEM 7. Exhibits

99.1
Capitalization Table.

SIGNATURES

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, thereunto duly authorized.

ISTAR FINANCIAL INC.

Date: March 25, 2004

By: /s/ JAY SUGARMAN

Jay Sugarman
Chairman and Chief Executive Officer
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EXHIBIT INDEX

Exhibit Number	Description
99.1	Capitalization Table.

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SIGNATURES

EXHIBIT INDEX