

ISTAR FINANCIAL INC  
Form 8-K  
September 30, 2003

# 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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September 24, 2003

(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)

**1-15371**  
(Commission  
File Number)

**95-6881527**  
(IRS Employer  
Identification Number)

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

**10036**  
(Zip Code)

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



**Item 5. Other Events**

On September 25, 2003, iStar Financial Inc. (the Company) filed a Prospectus Supplement, dated September 24, 2003, to the Prospectus dated July 8, 2003, included as part of the Registration Statement on Form S-3 of the Company (File No. 333-105945), relating to the offering of 4,000,000 shares of the Company's 7.8% Series F Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the Preferred Stock). On September 24, 2003, the Company entered into a Purchase Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Lehman Brothers Inc. (the Underwriters), relating to the offering and sale by the Underwriters of the Preferred Stock.

**Item 7. Exhibits**

The following exhibits are filed with this Report pursuant to Regulation S-K Item 601 in lieu of filing the otherwise required exhibits to the registration statement on Form S-3 of the Registrant, File No. 333-105945, under the Securities Act of 1933, as amended, and which, as this Form 8-K filing is incorporated by reference in the Registration Statement, are set forth in full in the Registration Statement.

<b>Exhibit Number</b>	<b>Exhibit</b>
1.1	Purchase Agreement between iStar Financial Inc. and the Underwriters dated September 24, 2003.
3.1	Articles Supplementary relating to the Series F Preferred Stock.
4.1	Form of 7.8% Series F Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4 to the Company's Form 8-A filed on September 25, 2003.
5.1	Opinion of Clifford Chance US LLP regarding the legality of the Preferred Stock.

**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: September 29, 2003

By: /s/ Jay Sugarman  
Jay Sugarman  
Chairman and Chief Executive Officer

**EXHIBIT INDEX**

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