

REALTY INCOME CORP
Form 8-K
September 16, 2005

**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

September 8, 2005

Date of Report (Date of earliest event reported)

REALTY INCOME CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of Incorporation)

1-13374
(Commission File Number)

33-0580106
(IRS Employer Identification
Number)

220 West Crest Street
Escondido, California 92025-1707
(Address of principal executive offices) (Zip Code)

(760) 741-2111
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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 September 8, 2005, Realty Income Corporation (the Company) entered into a purchase agreement with Banc of America Securities LLC and Citigroup Global Markets Inc., as representatives of the underwriters (the Underwriters), pursuant to which the Company agreed to issue and sell \$175,000,000 aggregate principal amount of its 5 3/8% Senior Notes due 2017. The transaction closed on September 15, 2005. Total net proceeds of the offering were approximately \$173.4 million. The Company intends to use a portion of the net proceeds from the offering to repay outstanding borrowings under the Company's \$250 million credit facility and the remaining net proceeds for general corporate purposes.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

- 1.1 Purchase Agreement, dated September 8, 2005, between the Underwriters and the Company.
- 4.1 Indenture, dated as of October 28, 1998, between the Company and The Bank of New York Trust Company, N.A., as successor trustee (filed as an exhibit to the Company's Form 8-K, filed on October 28, 1998 and incorporated herein by reference).
- 4.2 Form of 5 3/8% Senior Notes due 2017.
- 4.3 Officer's Certificate pursuant to Sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Trust Company, N.A., as successor trustee, establishing a series of securities entitled 5 3/8% Senior Notes due 2017.
- 5.1 Opinion of Venable LLP
- 5.2 Opinion of Latham & Watkins LLP
- 12.1 Calculation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).
- 23.2 Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).
- 25.1 Form T-1 (incorporated herein by reference to filing made on March 2, 2005 pursuant to Section 305 (b)(2), File No. 333-113032).

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 hereunto duly authorized.

REALTY INCOME CORPORATION

Date: September 15, 2005

By: /s/ Michael R. Pfeiffer
Name: Michael R. Pfeiffer
Title: Executive Vice President, General
Counsel and Secretary

EXHIBIT INDEX

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