

FOREST CITY ENTERPRISES INC
Form 8-K
July 14, 2011

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):

July 13, 2011

Forest City Enterprises, Inc.

(Exact name of registrant as specified in its charter)

Ohio	1-4372	34-0863886
_____	_____	_____
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
Terminal Tower, 50 Public Square, Suite 1100, Cleveland, Ohio		44113
_____		_____
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code:	Not Applicable	216-621-6060

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:

- 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))

Item 8.01 Other Events.

On July 13, 2011, Forest City Enterprises, Inc. (the Company) issued a press release to announce the pricing of its private offering of \$300 million aggregate principal amount of 4.25% Convertible Senior Notes due 2018 (the Notes). The Company has also granted the initial purchasers of the Notes a 13-day option to purchase up to an additional \$50 million aggregate principal amount of the Notes to cover overallotments, if any.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act.

Item 9.01 Exhibits.

(d) Exhibits

Exhibit No.	Description
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99.1	- Press release dated July 13, 2011, announcing the pricing of the Company s private offering of Notes.
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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.

FOREST CITY ENTERPRISES, INC.

By: /s/ Robert G. O Brien

Name: Robert G. O Brien
Title: Executive Vice President, Chief Financial Officer
and Treasurer

Date: July 13, 2011

EXHIBIT INDEX

Exhibit No.	Description
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