

DUKE REALTY CORP
Form 8-K
February 26, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): February 25, 2013

DUKE REALTY CORPORATION
DUKE REALTY LIMITED PARTNERSHIP

(Exact name of registrant specified in its charter)

Duke Realty Corporation:

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Indiana
(State of Formation)

1-9044
(Commission

35-1740409
(IRS Employer

File Number)

Identification No.)

Duke Realty Limited Partnership:

Indiana
(State of Formation)

0-20625
(Commission

35-1898425
(IRS Employer

File Number)

Identification No.)

600 East 96th Street

Suite 100

Indianapolis, IN 46240

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: (317) 808-6000

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 1.01 Entry into a Material Definitive Agreement.

Please see the information in Item 5.03 below, which is incorporated herein by this reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 25, 2013, Duke Realty Corporation, an Indiana corporation (the Company), filed with the Secretary of State of the State of Indiana the Third Articles of Amendment (the Charter Amendment) to the Company's Fourth Amended and Restated Articles of Incorporation, as amended (the Articles). The effective date of the Charter Amendment was February 25, 2013, and the purpose of the Charter Amendment was to remove from the Articles the exhibit designating and setting forth the rights of the Company's previously issued 8.375% Series O Cumulative Redeemable Preferred Shares, which series has been redeemed in full and no shares of which series remain outstanding. In accordance with Indiana law and the Company's organizational documents, the shares of each such redeemed series of preferred shares shall again become authorized but unissued preferred shares, available for issuance by the Company.

Also on February 25, 2013, Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership) of which the Company is the sole general partner, executed a corresponding Third Amendment (the Limited Partnership Agreement Amendment) to the Fourth Amended and Restated Agreement of Limited Partnership, as amended (the Limited Partnership Agreement). The effective date of the Limited Partnership Agreement Amendment was February 25, 2013, and the purpose of the Limited Partnership Agreement Amendment was to remove from the Limited Partnership Agreement the exhibit designating and setting forth the rights of the Operating Partnership's previously issued 8.375% Series O Cumulative Redeemable Preferred Units, which series has since been redeemed in full and no units of which series remain outstanding. In accordance with Indiana law and the Operating Partnership's organizational documents, all such redeemed series of preferred units shall again become authorized but unissued preferred units, available for issuance by the Operating Partnership.

Pursuant to General Instruction F to the Securities and Exchange Commission's Current Report on Form 8-K, the Charter Amendment and the Limited Partnership Agreement Amendment are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated into this Item 5.03 by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Third Articles of Amendment to the Fourth Amended and Restated Articles of Incorporation of Duke Realty Corporation, as amended, deleting Exhibit F and de-designating the related Series O Preferred Shares, effective February 25, 2013.
3.2	Third Amendment to Fourth Amended and Restated Agreement of Limited Partnership of Duke Realty Limited Partnership, as amended, effective February 25, 2013.

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 thereunto duly authorized.

DUKE REALTY CORPORATION

By: /s/ ANN C. DEE
Ann C. Dee
Senior Vice President, General Counsel and
Corporate Secretary

DUKE REALTY LIMITED PARTNERSHIP

By: Duke Realty Corporation, its general partner

By: /s/ ANN C. DEE
Ann C. Dee
Senior Vice President, General Counsel and
Corporate Secretary

Dated: February 26, 2013

EXHIBIT INDEX

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