

FOREST CITY ENTERPRISES INC

Form 8-K

March 06, 2015

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): March 5, 2015

Forest City Enterprises, Inc.
(Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation)	1-4372 (Commission File Number)	34-0863886 (I.R.S. Employer Identification No.)
---	---------------------------------------	---

Terminal Tower, 50 Public Square Suite 1100, Cleveland, Ohio (Address of principal executive offices)	44113 (Zip Code)
---	---------------------

Registrant's telephone number, including area code: 216-621-6060

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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.

Exchange of 5.00% Convertible Senior Notes due 2016 for Shares of Class A Common Stock

On March 5, 2015, Forest City Enterprises, Inc. (the "Company"), announced that it has entered into separate, privately negotiated exchange agreements (the "Exchange Agreements") under which it will exchange \$40,481,000 in aggregate principal amount of the Company's outstanding 5.00% Convertible Senior Notes due 2016 (the "Notes"). Under the Exchange Agreements, on or about March 11, 2015, holders of the Notes are expected to receive 2,805,513 shares of the Company's Class A common stock, par value \$0.33-1/3 per share (the "Class A Common Stock") and a cash payment of approximately \$6,163,100, including accrued but unpaid interest, consideration in respect of additional interest that would have otherwise been payable under the terms of the Notes through maturity and in lieu of fractional shares. The Company will issue the Class A Common Stock in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended ("Securities Act").

A copy of the basic form of the Exchange Agreement for the Notes is attached hereto as Exhibit 10.1 and incorporated herein by reference.

A copy of the press release announcing the Company's exchange of the Notes for Class A Common Stock 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, as amended ("Exchange Act"), or incorporated by reference in any filing under the Securities Act or the Exchange Act.

Item 3.02. Unregistered Sales of Equity Securities.

The information required by Item 3.02 is contained in Item 1.01 of this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	— Form of Exchange Agreement
	Press release dated March 5, 2015 announcing the Company's exchange of its 5.00% Convertible
99.1	— Senior Notes due 2016 for Class A common stock, par value \$0.33-1/3 per share

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.

Date: March 5, 2015

By: /s/ ROBERT G. O'BRIEN

Name: Robert G. O'Brien

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	— Form of Exchange Agreement
99.1	— Press release dated March 5, 2015 announcing the Company's exchange of its 5.00% Convertible Senior Notes due 2016 for Class A common stock, par value \$0.33-1/3 per share