

CARRAMERICA REALTY CORP
Form SC 13D/A
September 10, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2

(AMENDMENT NO. 17)

CARRAMERICA REALTY CORPORATION
(FORMERLY NAMED CARR REALTY CORPORATION)

(NAME OF ISSUER)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

144418 10 0

(CUSIP Number)

JEFFREY A. KLOPF, SECRETARY
SECURITY CAPITAL GROUP INCORPORATED
125 LINCOLN AVENUE
SANTA FE, NEW MEXICO 87501
(505) 982-9292

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

SEPTEMBER 10, 2001

(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: .

(Continued on following pages)
(Page 1 of 10 Pages)

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CUSIP NO. 861907 10 3

Page 2 of 10

1. NAMES OF REPORTING PERSONS

Security Capital Group Incorporated

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

36-3692698

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE VOTING POWER

28,603,417

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

28,603,417

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,603,417

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

45.7%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 3 of 10

1. NAMES OF REPORTING PERSONS

SC Capital Incorporated

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

74-2985638

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 28,603,417
----------------------------------------------------------------------------------	----------------------------------------

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

28,603,417

10. SHARED DISPOSITIVE POWER

-0-

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28,603,417

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
45.7%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 4 of 10

1. NAMES OF REPORTING PERSONS

SC Realty Incorporated

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

88-0330184

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |_ |

3. SEC USE ONLY

|_ |

4. SOURCE OF FUNDS

BK, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2 (d) OR 2 (e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE VOTING POWER

28,603,417

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

28,603,417

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10. SHARED DISPOSITIVE POWER

-0-

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45.7%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 5 of 10

1. NAMES OF REPORTING PERSONS

Security Capital Operations Incorporated

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

52-2146697

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
28,603,417

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OWNED BY EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER
28,603,417

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45.7%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 6 of 10

1. NAMES OF REPORTING PERSONS

East Mixed-Use Realty Investors Trusts

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

74-2869172

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |_ |

3. SEC USE ONLY

|_ |

4. SOURCE OF FUNDS

BK, OO

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Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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45.7%

14. TYPE OF REPORTING PERSON REPORTING

CO

This Amendment No. 17 is filed by Security Capital Group Incorporated ("Security Capital Group"), a Maryland corporation, SC Realty Incorporated, a Nevada corporation and an indirect wholly owned subsidiary of Security Capital Group ("SC-Realty"), Security Capital Operations Incorporated, a Maryland corporation and wholly owned subsidiary of SC-Realty ("Operations"), and East Mixed-Use Realty Investors Trust a Maryland real estate investment trust and subsidiary of Operations ("East"), and amends the Schedule 13D originally filed (as previously amended, the "Schedule 13D") by Security Capital Group, SC-Realty and Security Capital Holdings S.A. ("Holdings"), a corporation organized and existing under the laws of Luxembourg and a wholly owned subsidiary of SC-Realty. This Amendment No. 17 relates to shares of common stock, par value \$0.01 per share ("Common Stock"), of CarrAmerica Realty

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Corporation, a Maryland corporation formerly named Carr Realty Corporation ("Carr"). Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Schedule 13D.

ITEM 4. PURPOSE OF THE TRANSACTION

Item 4 is hereby amended to add the following:

Security Capital Group has publicly announced that its strategy is to own all or a high percentage of six real estate businesses that function as private operating divisions and to eliminate the discount to the underlying value of its assets. Security Capital Group currently has ownership positions in 12 real estate businesses, including Carr. As part of its strategy, Security Capital Group plans to reposition or sell its investment in several of these businesses and focus its capital in six private operating divisions. With respect to Carr, any action or discussions taken in such connection will be subject to and conducted in accordance with all applicable legal rules and contractual agreements to which Security Capital Group is subject or which otherwise apply to the purchase or sale of Common Stock or Security Capital Group's investment in Carr including, without limitation, the relevant "standstill" provisions of the Stockholders Agreement as previously described in this Schedule 13D. Nothing contained herein is intended to indicate any intent to act otherwise than in accordance with such provisions and covenants, to modify any such provisions or to encourage Carr or any other person to do so. Subject to these requirements and limitations, however, Security Capital intends to actively consider a wide range of transactions with respect to each of its investments, including Carr, and may, from time to time, enter into discussions with Carr and/or third parties, concerning Security Capital Group's holdings of Common Stock and possible future extraordinary transactions involving Security Capital Group and Carr, which could involve any of the items enumerated in the Schedule 13D instructions to this Item 4. Security Capital Group also reserves the right, based on all relevant factors, and consistent with its contractual obligations, to change its investment intent with respect to Carr at any time in the future, to dispose of all or a portion of its holdings of Common Stock, or to change its intention with respect to any or all of the matters referred to in this Schedule 13D. In reaching any conclusion as to its future course of action, Security Capital Group will take into consideration various factors, such as Carr's business and prospects, other developments con-

cerning Carr, other business opportunities available to Security Capital Group, developments with respect to the business of Security Capital Group, its contractual obligations and general economic and stock market conditions, including, but not limited to, the market price of the Common Stock and of Security Capital Group's own common stock. There can be no assurance as to whether Security Capital Group will take any action with respect to its ownership of Common Stock, or enter into any discussions with Carr or with any third parties with respect to the Common Stock or Carr, whether such discussions will lead to any transaction that might be considered or agreed to by any third party, Carr or Security Capital Group, the terms of any such transaction, or the timing or certainty of any such transaction.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER

Item 5 is hereby amended to add the following:

On May 3, 2001, SC Realty transferred all of its shares of Common Stock to East through a series of internal transfers. East is an indirect subsidiary of Security Capital.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

SECURITY CAPITAL GROUP INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Senior Vice President and
Secretary

SC CAPITAL INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

SC REALTY INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

SECURITY CAPITAL OPERATIONS
INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

EAST MIXED-USE REALTY INVESTORS TRUST

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

September 10, 2001

