

ISTAR FINANCIAL INC  
Form FWP  
December 09, 2005

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**iSTAR FINANCIAL INC.  
\$250,000,000 5.80% SENIOR NOTES DUE 2011**

**\$225,000,000 SENIOR FLOATING RATE NOTES DUE 2009**

**Filed Pursuant to Rule 433  
Dated December 7, 2005  
Registration No. 333-124795**

|  | <b>Senior Floating Rate Notes Due 2009</b> | <b>5.80% Senior Notes Due 2011</b> | <b>December 7, 2005</b> |
|--|--|------------------------------------|-------------------------|
|--|--|------------------------------------|-------------------------|

**iStar Financial Inc.**

*Terms and Conditions of the Issue*

|                                  |  |  |
|----------------------------------|--|--|
| Issuer:                          | iStar Financial Inc.   | iStar Financial Inc.   |
| Ranking:                         | Senior Notes   | Senior Notes   |
| Ratings (Moody's/S&P/Fitch):     | Baa3/BBB-/BBB-   | Baa3/BBB-/BBB-   |
| Trade Date:                      | December 7, 2005   | December 7, 2005   |
| Settlement Date (T+5):           | December 14, 2005  | December 14, 2005  |
| Maturity Date:                   | March 16, 2009   | March 15, 2011   |
| Notional Amount:                 | \$225,000,000  | \$250,000,000  |
| Pricing Benchmark:               | 3 Month LIBOR  | UST 4.5% of November, 2010   |
| UST Spot:                        |  | 4.444%   |
| Spread to Benchmark:             | L+55 bps   | T+138 bps  |
| Yield to Maturity:               |  | 5.824%   |
| Coupon:                          | L+55 bps   | 5.800%   |
| Public Offering Price:           | 100.000%   | 99.900%  |
| Underwriting Discount:           | 0.350%   | 0.600%   |
| Company Purchase Price:          | 99.650%  | 99.300%  |
| Net Proceeds to company:         | \$224,212,500  | \$248,250,000  |
| Interest Payment Dates:          | Quarterly on the 16th of every March, June, September and December   | Semi-annually on the 15th of every June and December   |
| First Coupon:                    | March 16, 2006   | June 15, 2006  |
| Day Count:                       | Actual/360   | 30/360   |
| Redemption at the issuer option: | The Floating Rate Notes may not be redeemed prior to their maturity. | The Fixed Rate Notes may be redeemed or purchased in whole or in part at the Company's option at any time prior to the |

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maturity of the Fixed Rate Notes at a price equal to 100% of the principal amount thereof plus the greater of (i) 1.0% of the principal amount of the Fixed Rate Notes and (ii) the excess of (a) the present value of all remaining payments on the Fixed Rate Notes discounted at the treasury comparable yield plus 25 bps over (b) the principal amount of the Fixed Rate Notes.

Minimum  
Denominations/Multiples: \$1,000/\$1,000

\$1,000/\$1,000

|                |  | <u>Principal Amount</u> |  | <u>Principal Amount</u> |
|----------------|--|-------------------------|--|-------------------------|
| Book Managers: | Merrill Lynch, Pierce, Fenner & Smith Incorporated | \$96,000,000            | Merrill Lynch, Pierce, Fenner & Smith Incorporated | \$107,000,000           |
|                | UBS Securities LLC                                 | \$96,000,000            | UBS Securities LLC                                 | \$107,000,000           |
| Co-Managers:   | HSBC Securities (USA) Inc.                         | \$11,000,000            | HSBC Securities (USA) Inc.                         | \$12,000,000            |
|                | RBC Capital Markets Corporation                    | \$11,000,000            | RBC Capital Markets Corporation                    | \$12,000,000            |
|                | Scotia Capital (USA) Inc.                          | \$11,000,000            | Scotia Capital (USA) Inc.                          | \$12,000,000            |

*The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800 248 3580.*

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