

SL GREEN REALTY CORP  
Form 8-K  
February 13, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **February 13, 2015 (February 12, 2015)**

**SL GREEN REALTY CORP.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other  
jurisdiction of  
incorporation)

**1-13199**  
(Commission File Number)

**13-3956775**  
(I.R.S. Employer  
Identification Number)

**SL GREEN OPERATING PARTNERSHIP, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**33-167793-02**  
(Commission File Number)

**13-3960398**  
(I.R.S. Employer  
Identification Number)

**420 Lexington Avenue**

**New York, New York 10170**

(Address of principal executive  
offices, including zip code)

Registrants telephone number, including area code: **(212) 594-2700**

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 (see General Instruction A.2. below):

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

*Sixteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of SL Green Operating Partnership, L.P.*

On February 12, 2015, SL Green Realty Corp. (the Company), as the general partner of SL Green Operating Partnership, L.P. (the Operating Partnership), entered into a sixteenth amendment (the Sixteenth Amendment) to the Operating Partnership's First Amended and Restated Agreement of Limited Partnership, dated August 20, 1997 (as amended through the date hereof, the Partnership Agreement), to permit the issuance of 1,600,000 Series M Preferred Units of the Operating Partnership (the Series M Preferred Units) of limited partnership interests with a liquidation preference of \$25.00 per unit (the Series M Liquidation Preference). All 1,600,000 Series M Preferred Units have been issued as a portion of the consideration for the acquisition of ownership interests in and relating to certain commercial real estate property.

The Series M Preferred Units provide for cumulative quarterly preferential cash distributions in an amount per Series M Preferred Unit equal to 3.75% of the Series M Liquidation Preference per annum.

The Series M Preferred Units were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

The foregoing description of the Sixteenth Amendment is qualified in its entirety by reference to the Sixteenth Amendment, a copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 3.02 Unregistered Sale of Equity Securities.**

The information set forth above under Item 1.01 is incorporated by reference herein with respect to the issuance by the Operating Partnership of 1,600,000 Series M Preferred Units.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibit*

10.1 Sixteenth Amendment, dated February 12, 2015, to the First Amended and Restated Agreement of Limited Partnership of SL Green Operating Partnership, L.P.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

SL GREEN REALTY CORP.

/s/ Andrew S. Levine  
Andrew S. Levine  
Chief Legal Officer and General Counsel

SL GREEN OPERATING PARTNERSHIP, L.P.

By: SL GREEN REALTY CORP., its general partner

/s/ Andrew S. Levine  
Andrew S. Levine  
Chief Legal Officer and General Counsel

Date: February 12, 2015