

REALTY INCOME CORP  
Form 8-K  
March 03, 2017

**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: **February 27, 2017**  
(Date of Earliest Event Reported)

**REALTY INCOME CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-13374**  
(Commission File Number)

**33-0580106**  
(IRS Employer Identification No.)

**11995 El Camino Real, San Diego, California 92130**

(Address of principal executive offices)

**(858) 284-5000**  
(Registrant's telephone number, including area code)

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N/A

(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))

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**Item 8.01 Other Events**

On February 27, 2017, Realty Income Corporation (the Company) entered into a purchase agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (the Underwriters), pursuant to which the Company agreed to issue and sell 10,850,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), plus up to an additional 1,627,500 shares of Common Stock if the Underwriters exercise their option to purchase additional shares of Common Stock in full. The public offering price for the shares was \$62.00 per share.

The transaction closed on March 3, 2017. Total net proceeds of the offering (after deducting the underwriting discount and other estimated expenses) were approximately \$645.5 million. The Company expects to use the net proceeds from the offering to repay a portion of the borrowings outstanding under its \$2.0 billion revolving credit facility and, to the extent not used for that purpose, to fund potential investment opportunities and/or for other general corporate purposes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- |      |  |
|------|--|
| 1.1  | Purchase Agreement, dated February 27, 2017, between the Underwriters and the Company. |
| 5.1  | Opinion of Venable LLP.  |
| 23.1 | Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).         |
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**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.

Dated: March 3, 2017

REALTY INCOME CORPORATION

By:

/s/ MICHAEL R. PFEIFFER

Michael R. Pfeiffer  
Executive Vice President, General Counsel  
and Secretary

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**INDEX TO EXHIBITS**

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