

REALTY INCOME CORP  
Form 8-K  
December 01, 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: **November 29, 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)

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**(858) 284-5000**

(Registrant's telephone number, including area code)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events**

On November 29, 2017, Realty Income Corporation (the Company ) entered into a purchase agreement with Citigroup Global Markets Inc., Barclays Capital Inc., BNY Mellon Capital Markets, LLC, Goldman Sachs & Co. LLC, UBS Securities LLC and U.S. Bancorp Investments, Inc. as representatives (the Representatives ) of the underwriters listed therein (the Underwriters ), pursuant to which the Company agreed to issue and sell \$550,000,000 aggregate principal amount of its 3.650% Notes due 2028, \$500,000,000 aggregate principal amount of its 3.250% Notes due 2022 and \$250,000,000 aggregate principal amount of its 4.650% Notes due 2047. The offering is anticipated to close on December 6, 2017, subject to the satisfaction of customary closing conditions.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Purchase Agreement, dated November 29, 2017, between the Representatives of the Underwriters and the Company.
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**INDEX TO EXHIBITS**

Exhibit No.   Description

1.1            Purchase Agreement, dated November 29, 2017, between the Representatives of the Underwriters and the Company.

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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: December 1, 2017

REALTY INCOME CORPORATION

By: /s/ MICHAEL R. PFEIFFER

Michael R. Pfeiffer

Executive Vice President, General Counsel and  
Secretary

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