

REALTY INCOME CORP  
Form 8-K  
August 02, 2011

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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: August 1, 2011

REALTY INCOME CORPORATION  
(Exact name of registrant as specified in its charter)

|                  |              |                |
|------------------|--------------|----------------|
| Maryland         | 1-13374      | 33-0580106     |
| (State or Other  | (Commission  | (IRS Employer  |
| Jurisdiction of  | File Number) | Identification |
| Incorporation or |              | No.)           |
| Organization)    |              |                |

600 La Terraza Boulevard, Escondido, California 92025-3873  
(Address of principal executive offices)

(760) 741-2111  
(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))



Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year

Effective August 1, 2011, Realty Income Corporation (the “Company”) amended its Articles of Incorporation to decrease the par value of all of its Common Stock and all of its classes of Preferred Stock from \$1.00 per share to \$0.01 per share (the “Amendment”). This Amendment was approved by the Board of Directors of the Company, but without action by the stockholders of the Company, pursuant to Section 2-605(a)(2) of the Maryland General Corporation Law. There was no increase in the authorized shares of stock of the Company affected by the Amendment, as set forth above.

The foregoing description of the Amendment is not, and does not purport to be, complete and is qualified in its entirety by reference to a copy of the Articles of Amendment filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 The Articles of Amendment, dated July 29, 2011.

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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: August 2, 2011

REALTY INCOME CORPORATION

By:

/s/ MICHAEL R. PFEIFFER  
Michael R. Pfeiffer  
Executive Vice President, General Counsel  
and Secretary

INDEX TO EXHIBITS

| Exhibit No. | Description                                |
|-------------|--|
| 3.1         | Articles of Amendment, dated July 29, 2011 |