

SL GREEN REALTY CORP  
Form 8-K  
March 20, 2015

**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 (Date of earliest event reported):

**March 20, 2015 (March 20, 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**  
(IRS EMPLOYER ID. NUMBER)

**420 Lexington Avenue**  
**New York, New York**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**10170**  
(ZIP CODE)

**(212) 594-2700**

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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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 1.01. Entry into a Material Definitive Agreement.**

On March 20, 2015, SL Green Realty Corp. (the Company) and SL Green Operating Partnership, L.P., the Company's operating partnership, entered into At-the-Market Equity Offering Sales Agreements (the Sales Agreements) with each Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., BNY Mellon Capital Markets, LLC and Mitsubishi UFJ Securities (USA), Inc. to sell shares (the Shares) of the Company's common stock, par value \$.01 per share, having aggregate sales proceeds of \$300,000,000, from time to time, through an at the market equity offering program under which BNY Mellon Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and Mitsubishi UFJ Securities (USA), Inc. will act as sales agents (the Sales Agents).

The sales, if any, of the Shares made under each of the Sales Agreements will be deemed to be at the market offerings as defined in Rule 415 of the Securities Act of 1933, as amended. Under the terms of the Sales Agreements, the Company may also sell Shares to the Sales Agents as principals for their own accounts at prices agreed upon at the time of sale. If the Company sells Shares to any of the Sales Agents as principals, it will enter into a separate terms agreement with such Sales Agent. Actual sales will depend on a variety of factors to be determined by the Company from time to time.

The Sales Agreements provide that each Sales Agent will be entitled to compensation for its services that will not exceed, but may be lower than, 2.0% of the gross sales price per share of all Shares sold through it as Sales Agent under the applicable Sales Agreement. The Company has no obligation to sell any of the Shares under the Sales Agreements, and may at any time suspend solicitation and offers under the Sales Agreements.

The Shares will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-185626). The Company filed a prospectus supplement (the Prospectus Supplement), dated March 20, 2015, with the Securities and Exchange Commission in connection with the offer and sale of the Shares.

The Sales Agents and their affiliates have provided in the past to the Company and its affiliates and may provide from time to time in the future certain commercial banking, financial advisory, investment banking and other services for the Company and such affiliates in the ordinary course of their business, for which they have received and may continue to receive customary fees and commissions. Certain affiliates of the Sales Agents are lenders under the Company's credit facility. To the extent that the Company uses a portion of the net proceeds of this offering to repay outstanding indebtedness under which such affiliates of the Sales Agents are lenders, including borrowings outstanding under its credit facility, those affiliates will receive their proportionate share of any amount of such outstanding indebtedness that is repaid with the net proceeds from this offering.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy any security nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

A copy of the Form of Sales Agreement is attached as Exhibit 1.1 to this Current Report and is incorporated by reference herein.

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Also attached hereto as Exhibit 5.1, and incorporated by reference to the Prospectus Supplement, is the opinion of Ballard Spahr LLP relating to the legality of the Shares.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Form of At-the-Market Equity Offering Sales Agreement.
- 5.1 Opinion of Ballard Spahr LLP.
- 23.1 Consent of Ballard Spahr LLP (included as part of Exhibit 5.1).

**SIGNATURES**

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.

SL GREEN REALTY CORP.

/s/ MATTHEW J. DILIBERTO  
Matthew J. DiLiberto  
Chief Financial Officer

Date: March 20, 2015