

Terreno Realty Corp  
Form 8-K  
January 11, 2012

**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): January 10, 2012

**Terreno Realty Corporation**

(Exact name of registrant as specified in its charter)

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

**001-34603**  
(Commission  
File Number)

**27-1262675**  
(IRS Employer  
Identification No.)

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16 Maiden Lane, Fifth Floor

San Francisco, CA 94108

(Address of principal executive offices) (Zip Code)

(415) 655-4580

(Registrant's telephone number, including area code)

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 8.01. OTHER EVENTS.**

On January 10, 2012, Terreno Realty Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. and KeyBanc Capital Markets Inc., as representatives of the several underwriters named on Schedule I thereto (the Underwriters ), relating to the issuance and sale of 4,000,000 shares (the Firm Shares ) of the Company s common stock, par value \$.01 per share (the Common Stock ). The Company has granted the Underwriters a 30-day option to purchase up to an additional 600,000 shares of Common Stock (together with the Firm Shares, the Shares ). The public offering price of the Shares is \$14.25 per share. The closing of the offering, which is subject to customary closing conditions, is expected to occur on January 13, 2012.

The offer and sale of the Shares were registered with the Securities and Exchange Commission pursuant to a registration statement on Form S-3 (File No. 333-173850) (the Registration Statement ) under the Securities Act of 1933, as amended, which was declared effective on May 13, 2011.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

Additionally, in connection with the filing of the Underwriting Agreement as Exhibit 1.1 to this Current Report on Form 8-K, the Company is filing the opinion and consent of its counsel, Goodwin Procter LLP, regarding the validity of the securities being registered as Exhibits 5.1 and 23.1 hereto, respectively, which are incorporated by reference into the Registration Statement.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit Number	Description
1.1*	Underwriting Agreement, dated January 10, 2012, by and among Terreno Realty Corporation and Goldman, Sachs & Co. and KeyBanc Capital Markets Inc., as representatives of the several underwriters named in Schedule I thereto.
5.1*	Opinion of Goodwin Procter LLP with respect to the validity of the shares.
23.1*	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).

\* Filed herewith

**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.

TERRENO REALTY CORPORATION

Date: January 11, 2012

By: /s/ Michael A. Coke  
Michael A. Coke  
President and Chief Financial Officer

EXHIBIT INDEX

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