

LEXINGTON REALTY TRUST
Form SC 13D/A
March 04, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Lexington Realty Trust

(Name of Issuer)

Common Shares of Beneficial Interest, par value \$0.0001 per share

(Title of Class of Securities)

529043101
(CUSIP Number)

Joseph Macnow
Executive Vice President - Finance and Chief Administrative Officer
Vornado Realty Trust
888 Seventh Avenue
New York, New York 10019
(212) 894-7000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

With a copy to:
William G. Farrar
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

February 28, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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No. 13D of
529043101 10
Pages

NAMES OF
REPORTING
PERSONS.
I.R.S.
1 IDENTIFICATION
NOS. OF ABOVE
PERSONS (ENTITIES
ONLY)
Vornado Realty
Trust 22-1657560

CHECK THE
APPROPRIATE
BOX IF A (a)
2 MEMBER OF (b)
A GROUP
(SEE
INSTRUCTIONS)

3 SEC USE ONLY

SOURCE OF FUNDS
4 (SEE
INSTRUCTIONS)
BK WC

CHECK IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF
6 ORGANIZATION
Maryland
NUMBER
OF 7

SHARES SOLE VOTING
BENEFICIARILY
OWNED
BY
EACH SHARED
REPORTING POWER
PERSON
WITH

9 SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
0

AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING
PERSON
0

CHECK IF THE
AGGREGATE
AMOUNT IN ROW
12 (11) EXCLUDES
CERTAIN SHARES
(SEE
INSTRUCTIONS)

PERCENT OF
CLASS
13 REPRESENTED BY
AMOUNT IN ROW
(11)
0%

TYPE OF
REPORTING
14 PERSON (SEE
INSTRUCTIONS)
OO (real estate
investment trust)

| | |
|-----------|--------------|
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1 NAMES OF
REPORTING
PERSONS.
I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS (ENTITIES
ONLY)
Vornado Realty
L.P. 13-3925979

2 CHECK THE
APPROPRIATE
BOX IF A (a)
MEMBER OF (b)
A GROUP
(SEE
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF FUNDS
(SEE
INSTRUCTIONS)
BK WC

5 CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
Delaware
NUMBER
OF 7

SHARES
SOLE VOTING
BENEFICIALLY
OWNED
BY
EACH SHARED
REPORTING POWER
PERSON
WITH

9 SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
0

AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING
PERSON
0

CHECK IF THE
AGGREGATE
AMOUNT IN ROW
12 (11) EXCLUDES
CERTAIN SHARES
(SEE
INSTRUCTIONS)

PERCENT OF
CLASS
13 REPRESENTED BY
AMOUNT IN ROW
(11)
0%

TYPE OF
REPORTING
14 PERSON (SEE
INSTRUCTIONS)
PN

| | | |
|-----------|-------|-----------|
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NAMES OF
REPORTING
PERSONS.

I.R.S.

1 IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)
Vornado LXP LLC.
26-3608795

CHECK THE
APPROPRIATE
BOX IF A (a)

2 MEMBER OF (b)
A GROUP
(SEE
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF
FUNDS (SEE
INSTRUCTIONS)
BK WC

CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS

5 REQUIRED
PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING
7 POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SHARED VOTING POWER
0
SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11
0

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13
0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
14
OO (limited liability company)

| | | |
|-----------|-----------|-------|
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NAMES OF
REPORTING
PERSONS.

I.R.S.

1 IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)
Vornado Newkirk
L.L.C. 22-3594286

CHECK THE
APPROPRIATE
BOX IF A (a)

2 MEMBER OF (b)
A GROUP
(SEE
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF
FUNDS (SEE
INSTRUCTIONS)

CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS

5 REQUIRED
PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF
ORGANIZATION

6 Delaware
NUMBER
OF 7

8
SHARES SOLE VOTING
BENEFICIARILY
OWNED
BY
EACH SHARED
REPORTING
PERSON POWER
WITH 0

9
SOLE
DISPOSITIVE
POWER
0

10
SHARED
DISPOSITIVE
POWER
0

11
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
0

12
CHECK IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE
INSTRUCTIONS)

13
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(11)
0%

14
TYPE OF
REPORTING
PERSON (SEE
INSTRUCTIONS)
OO (limited liability
company)

| | |
|-----------|-----------|
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| | Pages |

1 NAMES OF
REPORTING
PERSONS.
I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)
VNK L.L.C.
52-2412511

2 CHECK THE
APPROPRIATE
BOX IF A (a)
MEMBER OF (b)
A GROUP
(SEE
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF
FUNDS (SEE
INSTRUCTIONS)

5 CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
Delaware
NUMBER
OF 7

8
SHARES
SOLE VOTING
BENEFICIALLY
OWNED
BY
EACH SHARED
REPORTING
PERSON
POWER
WITH

9
SOLE
DISPOSITIVE
POWER
0

10
SHARED
DISPOSITIVE
POWER
0

11
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
0

12
CHECK IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE
INSTRUCTIONS)

13
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(11)
0%

14
TYPE OF
REPORTING
PERSON (SEE
INSTRUCTIONS)
OO (limited liability
company)

This Amendment No. 2 (this "Amendment") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission by Vornado Realty Trust, a Maryland real estate investment trust, Vornado Realty L.P., a Delaware limited partnership, Vornado LXP LLC, a Delaware limited liability company, Vornado Newkirk L.L.C., a Delaware limited liability company and VNK L.L.C., a Delaware limited liability company on November 12, 2008 and amended on September 13, 2013 (as so amended, the "Schedule 13D"), relating to the Common Shares of Beneficial Interest of Lexington Realty Trust, a Maryland real estate investment trust (the "Issuer"), par value \$0.0001 per share ("Common Shares"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D. The Schedule 13D is amended only with respect to those items listed below.

IDENTITY AND BACKGROUND
ITEM 2.

Item 2 of the Schedule 13D is hereby amended and supplemented by replacing Schedule I thereto with Schedule I hereto.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended by adding the following information:

(a) and (b). See the rows numbered 7, 8, 9, 10, 11 and 13 on each of pages 2, 3, 4, 5 and 6 of this Amendment, which are incorporated in this Item 5 by reference. As of February 28, 2019 (after giving effect to the transaction described in Item 5(c) below), the Reporting Persons do not beneficially own any Common Shares.

(c). On February 28, 2019, all 18,468,969 Common Shares beneficially owned by the Reporting Persons were sold in a block trade to J.P Morgan Securities LLC at a price of \$9.08 per share.

Except as disclosed herein, since the date that is 60 days before the date of this Amendment, there have been no transactions in the Common Shares effected by the Reporting Persons, nor, to the best of their knowledge, any of the persons listed on Schedule I hereto.

(e). The Reporting Persons ceased to be beneficial owners of more than five percent of the Common Shares on February 28, 2019, after giving effect to the transaction described in Item 5(c) above.

SCHEDULE I

The following is a list of trustees and executive officers of Vornado Realty Trust, their residence or business address, their present principal occupation or employment and the name, principal business and address of any organization in which such employment is conducted. All of the individuals listed below are citizens of the United States.

| Name | Residence or Business Address | Present Principal Occupation or Employment |
|---|--|--|
| Steven Roth (Trustee of Vornado) | Vornado Realty Trust 888 Seventh Avenue New York, New York 10019 | Chairman of the Board and Chief Executive Officer of Vornado, 888 Seventh Avenue, New York, New York 10019; Managing General Partner of Interstate Properties ("Interstate"), an owner of shopping centers and an investor in securities and partnerships, c/o Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019; Chief Executive Officer of Alexander's Inc. since March 1995, a Director since 1989, and Chairman since May 2004, c/o Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019. |
| Candace K. Beinecke (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | Chairperson of Hughes Hubbard & Reed LLP, One Battery Park Plaza New York, New York 10004-1482. |
| Michael D. Fascitelli (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | Owner of MDF Capital LLC, a private investment firm, 888 Seventh Avenue, New York, New York 10019. |
| Robert P. Kogod (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | President of Charles E. Smith Management LLC, a private investment firm, 2345 Crystal Dr. Ste. 1101, Arlington, VA 22202 (11th Floor). |
| Michael Lynne (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | Principal of Unique Features, a media company, 888 Seventh Avenue, New York, New York 10019 (Suite 1601). |
| David M. Mandelbaum (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | Member of the law firm of Mandelbaum & Mandelbaum, P.C., 80 Main Street, West Orange, New Jersey 07052; a general partner of Interstate (see details above). |
| Mandakini Puri (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | Independent consultant, 888 Seventh Avenue, New York, New York 10019. |
| Daniel R. Tisch (Trustee of Vornado) | c/o Vornado Realty Trust (see address above) | Managing Member of TowerView LLC, a private investment partnership, 500 Park Avenue, New York, New York 10022. |

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Richard R. West (Trustee of Vornado) c/o Vornado Realty Trust Dean Emeritus, Leonard N. Stern School of Business, New York University, Henry (see address Kaufman Management Center, 44 West Fourth Street, New York, New York 10012. above)

Russell B. Wight, Jr. (Trustee of Vornado) c/o Vornado Realty Trust A general partner of Interstate (see details above). (see address above)

Michael J. Franco Vornado Realty Trust Executive Vice President---Chief Investment Officer of Vornado Realty Trust, 888 (see address Seventh Avenue, New York, New York 10019. above)

David R. Greenbaum Vornado Realty Trust President of the New York Division of Vornado Realty Trust, 888 Seventh Avenue, New (see address York, New York 10019. above)

Joseph Macnow Vornado Realty Trust Executive Vice President---Chief Financial Officer and Chief Administrative Officer of (see address Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019. above)

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each Reporting Person, each Reporting Person certifies that the information set forth in this statement is true, complete and correct.

Date: March 4, 2019

VORNADO REALTY TRUST

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President - Chief Financial Officer and Chief Administrative Officer

VORNADO REALTY L.P.

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President - Chief Financial Officer and Chief Administrative Officer

VORNADO LXP LLC

By: Vornado Realty L.P.,
its sole member

By: Vornado Realty Trust,
its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President – Chief Financial Officer and Chief Administrative Officer

VNK L.L.C.

By: Vornado Realty L.P.,
its sole member

By: Vornado Realty Trust,
its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President – Chief Financial Officer and Chief Administrative Officer

VORNADO NEWKIRK L.L.C.

By: Vornado Realty L.P.,
its sole member

By: Vornado Realty Trust,
its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President – Chief Financial Officer and Chief Administrative Officer