

DUKE REALTY CORP  
Form 8-K  
January 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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, 2013**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**

(Exact name of registrant specified in its charter)

**Duke Realty Corporation:**

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**Indiana**  
(State of Formation)  
**Duke Realty Limited Partnership:**

**1-9044**  
(Commission File Number)

**35-1740409**  
(IRS Employer Identification No.)

**Indiana**  
(State of Formation)

**0-20625**  
(Commission File Number)  
**600 East 96th Street**

**35-1898425**  
(IRS Employer Identification No.)

**Suite 100**

**Indianapolis, IN 46240**

(Address of principal executive offices, zip code)

**Registrant's telephone number, including area code: (317) 808-6000**

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 1.01. Entry Into a Material Definitive Agreement.**

On January 10, 2013, Duke Realty Corporation, an Indiana corporation (the *Company*), and Duke Realty Limited Partnership, an Indiana limited partnership (the *Operating Partnership*), of which the *Company* is the sole general partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of January 10, 2013, attached as Annex A thereto and made a part thereof, the *Terms Agreement*) with the several underwriters named therein (the *Underwriters*), pursuant to which the *Underwriters* agreed to purchase from the *Company* an aggregate of 41,400,000 shares of common stock, \$0.01 par value (including 5,400,000 shares issued pursuant to the *Underwriters* option to purchase additional shares)(the *Common Stock*).

The shares of *Common Stock* were registered with the Securities and Exchange Commission (the *Commission*) pursuant to the *Company*'s and the *Operating Partnership*'s automatic shelf registration statement on Form S-3 (Registration Statement No. 333-181030) (as may be amended and/or supplemented, the *Registration Statement*), under the Securities Act of 1933, as amended (the *Securities Act*). The material terms of the offer and sale of the *Common Stock* are described in the *Company*'s final prospectus supplement, as filed with the *Commission* on January 10, 2013 pursuant to Rule 424(b)(5) of the Securities Act, which supplements the *Company*'s prospectus, as filed with the *Commission* on April 30, 2012 and contained in the *Registration Statement*.

Pursuant to General Instruction F to the *Commission*'s Form 8-K, a copy of the *Terms Agreement* is filed as Exhibit 1.1 to this Current Report on Form 8-K (this *Report*), and the *Terms Agreement* is incorporated into this Item 1.01 by this reference.

**Item 3.02. Unregistered Sales of Equity Securities.**

On January 15, 2013, the *Operating Partnership*, pursuant to the authority granted in Section 4.02(a) of the *Operating Partnership*'s Fourth Amended and Restated Agreement of Limited Partnership, as amended, authorized the issuance of 41,400,000 of the *Operating Partnership*'s common units (the *Common Units*) to the *Company*, as the *Operating Partnership*'s sole general partner, in connection with the *Company*'s registered public offering of 41,400,000 shares of *Common Stock*. The *Common Units* were issued in a transaction that was not registered under the Securities Act in reliance upon applicable exemptions from registration under Section 4(2) of the Securities Act.

**Item 8.01. Other Events.**

On January 15, 2013, the *Company* completed the issuance and sale of 41,400,000 shares of its *Common Stock* pursuant to the *Terms Agreement* filed as Exhibit 1.1 to this Report.

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

The following exhibits are filed with this Report pursuant to Item 601 of the *Commission*'s Regulation S-K in lieu of filing the otherwise required exhibits to the *Registration Statement*. This Report is incorporated by reference into the *Registration Statement*, and, as such, the *Company* and the *Operating Partnership* are incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the *Registration Statement* as exhibits thereto. By filing this Report, and the exhibits hereto, however, neither the *Company* nor the *Operating Partnership* believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the *Commission*'s Regulation S-K) in the information set forth in, and incorporated by reference into, the *Registration Statement*.

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<b>Exhibit Number</b>	<b>Description</b>
1.1	Terms Agreement, dated as of January 10, 2013 (including the related Underwriting Agreement, dated as of January 10, 2013, attached as Annex A thereto and made a part thereof), by and among the Company, the Operating Partnership and the Underwriters.
5.1	Legality opinion of Alston & Bird LLP.
8.1	Tax opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in exhibit 5.1).
23.2	Consent of Alston & Bird LLP (included in exhibit 8.1).
99.1	Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3).

**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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ Ann Colussi Dee  
Ann Colussi Dee  
Senior Vice President,

General Counsel and Corporate Secretary

**DUKE REALTY LIMITED PARTNERSHIP**

By: DUKE REALTY CORPORATION, its general  
partner

By: /s/ Ann Colussi Dee  
Ann Colussi Dee  
Senior Vice President,

General Counsel and Corporate Secretary

Date: January 15, 2013

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Terms Agreement, dated as of January 10, 2013 (including the related Underwriting Agreement, dated as of January 10, 2013, and attached as Annex A thereto), by and among the Company, the Operating Partnership, and the several Underwriters named therein.
5.1	Legal Opinion of Alston & Bird LLP.
8.1	Tax Opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1).
23.2	Consent of Alston & Bird LLP (included in Exhibit 8.1).
99.1	Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3).