

REALTY INCOME CORP
Form 8-K
April 04, 2018

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: **April 4, 2018**
(Date of Earliest Event Reported)

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

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

11995 El Camino Real, San Diego, California 92130
(Address of principal executive offices)

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(858) 284-5000

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

On April 4, 2018, Realty Income Corporation (the Company) closed its offering of \$500,000,000 aggregate principal amount of its 3.875% Notes due 2025 pursuant to a purchase agreement dated March 27, 2018 entered into by and between the Company and Citigroup Global Markets Inc., Barclays Capital Inc., BNY Mellon Capital Markets, LLC, Mizuho Securities USA LLC, RBC Capital Markets, LLC and U.S. Bancorp Investments, Inc., as representatives of the underwriters.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 4.1 Indenture dated as of October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee (filed as exhibit 4.1 to the Company's Form 8-K, filed on October 28, 1998 and dated October 27, 1998 and incorporated herein by reference).
 - 4.2 Form of 3.875% Note due 2025.
 - 4.3 Officers' Certificate pursuant to Sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 3.875% Notes due 2025.
 - 5.1 Opinion of Venable LLP.
 - 5.2 Opinion of Latham & Watkins LLP.
 - 23.1 Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).
 - 23.2 Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).
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INDEX TO EXHIBITS

Exhibit No. Description

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5.1	<u>Opinion of Venable LLP.</u>
5.2	<u>Opinion of Latham & Watkins LLP.</u>
23.1	<u>Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).</u>
23.2	<u>Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).</u>

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: April 4, 2018

REALTY INCOME CORPORATION

By:

/s/ MICHAEL R. PFEIFFER

Michael R. Pfeiffer

Executive Vice President, General Counsel and
Secretary
