

SL GREEN REALTY CORP
Form 8-K
October 05, 2017

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):

October 5, 2017 (October 3, 2017)

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)

SL Green Operating Partnership, L.P.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER
JURISDICTION OF

33-167793-02
(COMMISSION FILE NUMBER)

13-3960398
(IRS EMPLOYER ID. NUMBER)

INCORPORATION)

Reckson Operating Partnership, L.P.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER
JURISDICTION OF
INCORPORATION)

1-84580
(COMMISSION FILE NUMBER)

11-3233647
(IRS EMPLOYER ID. NUMBER)

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

10170
(ZIP CODE)

(212) 594-2700

(REGISTRANTS 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:

- ☐ 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 1.01. Entry into a Material Definitive Agreement.

First Supplemental Indenture related to 3.250% Senior Notes due 2022

On October 5, 2017, SL Green Realty Corp. (the Company) operating partnership, SL Green Operating Partnership, L.P. (SL Green OP), issued \$500,000,000 million aggregate principal amount of 3.250% Senior Notes due 2022 (the Notes), fully and unconditionally guaranteed by the Company and SL Green OP's wholly-owned subsidiary Reckson Operating Partnership, L.P. (Reckson) and, together with SL Green OP and the Company, the Transaction Parties (the Guarantees) and, together with the Notes, the Securities in a public offering pursuant to the Transaction Parties' Registration Statement on Form S-3 (No. 333-208621) filed with the Securities and Exchange Commission (the Commission), as amended. Net proceeds from the offering of the Notes, after underwriting discounts and the Transaction Parties' estimated fees and expenses, are approximately \$495.25 million. The Notes were issued pursuant to an indenture, dated as of October 5, 2017 (the Base Indenture), between SL Green OP and The Bank of New York Mellon, as trustee (the Trustee), as amended by the first supplemental indenture dated October 5, 2017 relating to the Securities (the First Supplemental Indenture) and together with the Base Indenture, the Indenture, among the Transaction Parties and the Trustee. The descriptions of the Indenture and the related form of 3.250% Note contained in this report are qualified in its entirety by reference to the complete text of the Base Indenture, the First Supplemental Indenture and the form of 3.250% Note. Copies of the Base Indenture, the First Supplemental Indenture and the 3.250% Note are filed as Exhibits 4.1, 4.2 and 4.3, respectively, to this report and are incorporated herein by reference.

The Notes mature on October 15, 2022. The Notes bear interest at a rate of 3.250% per annum, computed on the basis of a 360-day year composed of twelve 30-day months and payable on April 15 and October 15 of each year, beginning on April 15, 2018.

The Notes are the senior unsecured obligations of SL Green OP and rank equally with its existing and future senior indebtedness and senior to all of its existing and future subordinated indebtedness. The Guarantees are the senior unsecured obligations of the Company and Reckson and rank equally with such entities' existing and future senior indebtedness and senior to all of such entities' existing and future subordinated indebtedness. The Indenture contains covenants that, among other things, limit SL Green OP and its subsidiaries (including Reckson) ability to incur additional indebtedness and encumber assets. The Indenture contains no limitation on the incurrence of indebtedness of the Company. These covenants are subject to a number of important limitations and exceptions.

SL Green OP has the option to redeem all or a part of the Notes, at any time or from time to time, at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus a make-whole premium, and accrued and unpaid interest, if any, to the applicable redemption date. If the Notes are redeemed on or after September 15, 2022, the redemption price for the Notes will equal 100% of the principal amount of the Notes, plus accrued interest thereon to the redemption date.

The Indenture provides for customary events of default. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding Notes will become due and payable immediately without further action or notice. If any other event of default under the Indenture occurs or is continuing, the Trustee or holders of at least 25% in principal amount of the then outstanding Notes may declare all the Notes to be due and payable immediately.

Underwriting Agreement

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On October 3, 2017, the Transaction Parties entered into an Underwriting Agreement (the Underwriting Agreement) with Wells Fargo Securities, LLC and J.P. Morgan Securities LLC, as representatives of the underwriters listed therein, relating to the sale by SL Green OP of the Notes.

Certain of the underwriters and their affiliates have from time to time provided, and may in the future provide, various investment banking, commercial banking, financial advisory and other services to the Transaction Parties for which they have received or will receive customary fees and expenses.

The Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The description of the Indenture above under Item 1.01 is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

- 1.1 Underwriting Agreement, dated as of October 3, 2017, among SL Green Realty Corp., SL Green Operating Partnership, L.P., Reckson Operating Partnership, L.P. and Wells Fargo Securities, LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters listed therein.
- 4.1 Indenture, dated as of October 5, 2017, between SL Green Operating Partnership, L.P. and The Bank of New York Mellon, as Trustee.
- 4.2 First Supplemental Indenture, dated as of October 5, 2017, among SL Green Realty Corp., SL Green Operating Partnership, L.P. and Reckson Operating Partnership, L.P. and The Bank of New York Mellon, as Trustee, to the Indenture, dated as of October 5, 2017, between SL Green Operating Partnership, L.P. and The Bank of New York Mellon, as Trustee.
- 4.3 Form of 3.250% Note (included in the First Supplemental Indenture filed as Exhibit 4.2 of this Form 8-K).
- 5.1 Opinion of Ballard Spahr LLP.
- 5.2 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- 23.1 Consent of Ballard Spahr LLP (included in Exhibit 5.1).
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.2).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

SL GREEN REALTY CORP.

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

SL GREEN OPERATING PARTNERSHIP, L.P.

By: SL GREEN REALTY CORP., its general partner

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

RECKSON OPERATING PARTNERSHIP, L.P.

By: WYOMING ACQUISITION GP LLC, its general partner

/s/ Matthew J. DiLiberto
Matthew J. DiLiberto
Treasurer

Date: October 5, 2017