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CARRAMERICA REALTY CORP

Form 8-K

January 11, 2002

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 8, 2002

CarrAmerica Realty Corporation
(Exact name of registrant as specified in its charter)

Maryland	1-11706	52-1796339
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

CarrAmerica Realty, L.P.
(Exact name of registrant as specified in its charter)

Delaware	000-22741	52-1976308
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

1850 K Street, NW, Suite 500	
Washington, DC	20006
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:
(202) 729-7500

Not applicable
(Former name or former address, if changed since last report)

Item 5. Other Events

On January 8, 2002, CarrAmerica Realty Corporation (the "Company") entered into an Underwriting Agreement with J.P. Morgan Securities Inc. in connection with a proposed public offering of \$400,000,000 of its 7.125% Senior Notes due 2012, which are guaranteed as to payment of principal, premium, if any, and interest by CarrAmerica Realty, L.P. The notes mature on January 15, 2012, with interest payable semiannually on January 15 and July 15 of each year

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outstanding, beginning July 15, 2002. The Company may redeem the notes at any time. On the same date, the Company, CarrAmerica Realty, L.P., J.P. Morgan Securities Inc., Banc of America Securities LLC, First Union Securities, Inc., Lehman Brothers Inc., Salomon Smith Barney Inc., Commerzbank Capital Markets Corporation, Goldman, Sachs & Co., Legg Mason Wood Walker, Incorporated, PNC Capital Markets, Inc. and Wells Fargo Brokerage Services, LLC entered into a Terms Agreement with respect to the offering. The closing of the offering is expected to occur on January 11, 2002. Copies of the Underwriting Agreement and the Terms Agreement are filed as exhibits to this report.

Item 7. Exhibits

The following exhibits are filed as part of this report:

- 1.1 Underwriting Agreement, dated as of January 8, 2002, by and between CarrAmerica Realty Corporation and J.P. Morgan Securities Inc.
- 1.2 Terms Agreement, dated as of January 8, 2002, by and among CarrAmerica Realty Corporation, CarrAmerica Realty, L.P., J.P. Morgan Securities Inc., Banc of America Securities LLC, First Union Securities, Inc., Lehman Brothers Inc., Salomon Smith Barney Inc., Commerzbank Capital Markets Corporation, Goldman, Sachs & Co., Legg Mason Wood Walker, Incorporated, PNC Capital Markets, Inc. and Wells Fargo Brokerage Services, LLC
- 4.1 Indenture, dated as of January 11, 2002, by and among CarrAmerica Realty Corporation, CarrAmerica Realty, L.P., as Guarantor, and U.S. National Association, as Trustee
- 4.2 Form of 7.125% Senior Note Due 2012
- 4.3 Guarantee by CarrAmerica Realty, L.P. dated as of January 11, 2002
- 5.1 Opinion of Hogan & Hartson L.L.P. regarding legality of securities

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- 23.1 Consent of Hogan & Hartson L.L.P. to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1)
- 25.1 Statement of Eligibility of Trustee on Form T-1

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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.

CarrAmerica Realty Corporation

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Date: January 11, 2002

By: /s/ Thomas A. Carr

Name: Thomas A. Carr
Title: President

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.

CarrAmerica Realty, L.P.

Date: January 11, 2002

By: CarrAmerica Realty GP Holdings, Inc.
General Partner

By: /s/ Thomas A. Carr

Name: Thomas A. Carr
Title: President

EXHIBIT INDEX

Exhibit

Document

- | | |
|-----|---|
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|-----|---|

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