

MACK CALI REALTY CORP  
Form 8-K  
November 14, 2012

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

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **November 14, 2012 (November 13, 2012)**

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**MACK-CALI REALTY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction)

**1-13274**  
(Commission File Number)

**22-3305147**  
(IRS Employer

of Incorporation)

Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

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(732) 590-1000

(Registrant's telephone number, including area code)

**MACK-CALI REALTY, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction)

**333-57103**  
(Commission File Number)

**22-3315804**  
(IRS Employer

of Incorporation)

Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

(732) 590-1000

(Registrant's 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 (*see* General Instruction A.2. below):

- ☐ 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 November 13, 2012, Mack-Cali Realty, L.P. (the "Company"), the operating partnership of Mack-Cali Realty Corporation (the "General Partner"), priced an offering (the "Offering") of \$250 million of senior unsecured notes (the "Notes"). The Notes mature on December 15, 2017 and bear interest at 2.500%, with interest payable semiannually on December 15 and June 15 of each year outstanding, beginning June 15, 2013. The Company estimates that it will receive net proceeds of approximately \$246.3 million from the sale of the Notes which are intended to be used for general corporate purposes and working capital, which will include the repayment of substantially all outstanding borrowings under the Company's unsecured revolving credit facility and may include purchasing or retiring of some of the Company's outstanding debt securities. The Company may redeem the Notes at any time upon payment of a make-whole amount. The closing of the Offering is expected to occur on November 20, 2012.

BofA Merrill Lynch, Citigroup and J.P. Morgan acted as joint book-running managers for the Offering. BB&T Capital Markets, BNY Mellon Capital Markets, LLC, Capital One Southcoast, Comerica Securities, Deutsche Bank Securities, Mitsubishi UFJ Securities, PNC Capital Markets LLC, RBS, SunTrust Robinson Humphrey, TD Securities, US Bancorp and Wells Fargo Securities acted as co-managers for the Offering.

In connection with the Offering, the Company and the General Partner entered into an underwriting agreement (the "Underwriting Agreement") with BofA Merrill Lynch, Citigroup and J.P. Morgan, as representatives of the several underwriters (the "Underwriters"). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1.

**Item 7.01 Regulation FD**

On November 13, 2012, the General Partner issued a press release announcing the sale of the Notes. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement dated November 13, 2012 by and among Mack-Cali Realty, L.P., Mack-Cali Realty Corporation, and Citigroup Global Markets, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and J.P. Morgan Securities LLC.
12.1	Computation of ratio of earnings to fixed charges.
99.1	Press Release of Mack-Cali Realty Corporation dated November 13, 2012.



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Certain information included in this Current Report on Form 8-K (including exhibit 99.1 hereto) is being furnished under Item 7.01, Regulation FD Disclosure and Item 9.01 Financial Statements and Exhibits of Form 8-K. Such information shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information furnished under Item 7.01 of this Current Report (including exhibit 99.1 hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

Dated: November 14, 2012

By: /s/ BARRY LEFKOWITZ  
Barry Lefkowitz  
Executive Vice President and  
Chief Financial Officer

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,  
its general partner

Dated: November 14, 2012

By: /s/ BARRY LEFKOWITZ  
Barry Lefkowitz  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

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