
Section 1: 8-K

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):

August 4, 2011

VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction of
Incorporation)

No. 001-11954
(Commission
File Number)

No. 22-1657560
(IRS Employer
Identification No.)

888 Seventh Avenue
New York, New York
(Address of Principal Executive Offices)

10106
(Zip Code)

Registrant's telephone number, including area code: **(212) 894-7000**

Former name or former address, if changed since last report: **N/A**

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 Instructions A.2.):

- 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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Public Offering of additional 1,000,000 6.875% Series J Cumulative Redeemable Preferred Shares by Vornado Realty Trust

On August 5, 2011, Vornado Realty Trust (the “Company”) issued and sold 1,000,000 of its 6.875% Series J Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share (“Series J Preferred Shares”), at \$25.00 per share, plus accrued dividends from July 1, 2011, in a public offering (the “Offering”) pursuant to an effective registration statement. The Series J Preferred Shares issued on August 5, 2011 form a single series with 7,000,000 Series J Preferred Shares issued on April 20, 2011, 1,050,000 Series J Preferred Shares issued on April 21, 2011 and 800,000 Series J Preferred Shares issued on May 10, 2011. In connection with the sale, the Company caused Articles Supplementary classifying 1,000,000 of the Company’s authorized preferred shares of beneficial interest as additional Series J Preferred Shares (the “Articles Supplementary”) to be executed under seal in its name and filed with the Maryland State Department of Assessments and Taxation on August 4, 2011. A copy of the Articles Supplementary is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 8.01. Other Events.

The opinion of Venable LLP with respect to the validity of the 1,000,000 Series J Preferred Shares issued and sold on August 5, 2011 is attached hereto as Exhibit 5.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Articles Supplementary Classifying and Designating 1,000,000 Preferred Shares of Beneficial Interest as 6.875% Series J Cumulative Redeemable Preferred Shares (liquidation preference \$25.00 per share).

5.1 Opinion of Venable LLP as to validity of the 1,000,000 Series J Preferred Shares issued and sold on August 5, 2011.

23.1 Consent of Venable LLP (included in Exhibit 5.1).

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.

VORNADO REALTY TRUST
(Registrant)

By: /s/ Joseph Macnow
Name: Joseph Macnow
Title: Executive Vice President - Finance and Administration and Chief
Financial Officer (duly authorized officer and principal financial
and accounting officer)

Date: August 5, 2011

Exhibit Index

- 3.1 Articles Supplementary Classifying and Designating 1,000,000 Preferred Shares of Beneficial Interest as 6.875% Series J Cumulative Redeemable Preferred Shares (liquidation preference \$25.00 per share).
 - 5.1 Opinion of Venable LLP as to validity of the 1,000,000 Series J Preferred Shares issued and sold on August 5, 2011.
 - 23.1 Consent of Venable LLP (included in Exhibit 5.1).
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Section 2: EX-3

Exhibit 3.1

VORNADO REALTY TRUST

ARTICLES SUPPLEMENTARY

CLASSIFYING AND DESIGNATING 1,000,000 PREFERRED SHARES OF BENEFICIAL INTEREST AS 6.875% SERIES J CUMULATIVE REDEEMABLE PREFERRED SHARES (liquidation preference \$25.00 per share)

Vornado Realty Trust, a Maryland real estate investment trust (the “**Trust**”), hereby certifies to the State Department of Assessments and Taxation of Maryland (the “**Department**”) that:

FIRST: By or as contemplated by Articles Supplementary filed with the Department on April 19, 2011 (the “**Initial Articles Supplementary**”), the Board of Trustees classified and designated 8,050,000 shares of its authorized but unissued Preferred Stock, no par value per share (as defined in the Amended and Restated Declaration of Trust of the Trust, as amended (the “**Declaration**”), as shares of 6.875% Series J Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share (“**Series J Preferred Shares**”), and set the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption and other terms and conditions of such shares, all as set forth in the Initial Articles Supplementary.

SECOND: By or as contemplated by Articles Supplementary filed with the Department on May 9, 2011, the Board of Trustees classified and designated 800,000 shares of its authorized but unissued Preferred Stock as additional Series J Preferred Shares.

THIRD: 8,850,000 Series J Preferred Shares are issued and outstanding as of the date hereof.

FOURTH: Under a power contained in the Declaration, the Board of Trustees of the Trust established a Pricing Committee of the Board of Trustees which, by unanimous written consent dated as of June 15, 2011, in accordance with the resolutions of the Board of Trustees establishing the Pricing Committee, classified and designated 1,000,000 shares (the “**Shares**”) of the Preferred Stock as additional shares of Series J Preferred Shares, with the same preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption and other terms and conditions of such shares as those set forth in the Initial Articles Supplementary. After the effectiveness of these Articles Supplementary, the aggregate number of shares of Preferred Stock classified and designated as Series J Preferred Shares shall be 9,850,000 shares.

FIFTH: The Shares have been classified and designated by the Board of Trustees under the authority contained in the Declaration. These Articles Supplementary have been approved on behalf of the Board of Trustees in the manner and by the vote required by law.

SIXTH: Each of the undersigned acknowledges these Articles Supplementary to be the trust act of the Trust and, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Trust has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Executive Vice President – Finance and Administration and Chief Financial Officer and attested to by its Secretary on this 5th day of August, 2011.

VORNADO REALTY TRUST

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow
Title: Executive Vice President –
Finance and Administration
and Chief Financial Officer

[Seal]

ATTEST:

/s/ ALAN J. RICE

Name: Alan J. Rice
Title: Senior Vice President,
Corporation Counsel
and Secretary

Section 3: EX-5

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Exhibit 5.1

[LETTERHEAD OF VENABLE LLP]

August 5, 2011

Vornado Realty Trust
888 Seventh Avenue
New York, New York 10019

Re: Registration Statement on Form S-3 (File No. 333-162775)

Ladies and Gentlemen:

We have served as Maryland counsel to Vornado Realty Trust, a Maryland real estate investment trust (the “Company”), in connection with certain matters of Maryland law relating to the offering by the Company of 1,000,000 shares (the “Shares”) of 6.875% Series J Cumulative Redeemable Preferred Shares of beneficial interest, liquidation preference \$25.00 per share, no par value per share, of the Company, covered by the above-referenced Registration Statement, and all amendments thereto (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”). The Shares are to be issued in a public offering pursuant to the Purchase Agreement, dated as of August 2, 2011 (the “Purchase Agreement”), by and between the Company and Cohen & Steers Capital Management, Inc.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. The Registration Statement and the related form of prospectus included therein in the form in which it was transmitted to the Commission under the 1933 Act;
2. The Prospectus Supplement, dated as of August 2, 2011, filed by the Company with the Commission pursuant to Rule 424(b) under the 1933 Act;
3. The Amended and Restated Declaration of Trust, as amended and supplemented, of the Company (the “Declaration of Trust”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
4. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
5. Resolutions adopted by the Board of Trustees of the Company, or a duly authorized committee thereof, relating to, among other matters, the sale, issuance and registration of the Shares (the “Resolutions”), certified as of the date hereof by an officer of the Company;



6. The Purchase Agreement;
7. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
 2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
 3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
 4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
 5. The Shares will not be issued or transferred in violation of any restriction or limitation contained in Article VI of the Declaration of Trust.
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Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a real estate investment trust duly formed and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.
2. The issuance of the Shares has been duly authorized and, when and if delivered against payment therefor in accordance with the Registration Statement and the Resolutions, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the issuance of the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ VENABLE LLP

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