
Section 1: 8-K (FORM 8-K)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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):
March 28, 2013

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.)

VORNADO REALTY L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

No. 001-34482
(Commission
File Number)

No. 13-3925979
(IRS Employer
Identification No.)

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

10019
(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 1.01. Entry into a Material Definitive Agreement.

On March 28, 2013, Vornado Realty L.P. (the “Company”), the operating partnership through which Vornado Realty Trust (“Vornado”) conducts its business, amended and extended one of its two \$1.25 billion unsecured revolving credit facilities (the “Revolving Credit Facility”) from June 2015 to June 2017, with two six-month extension options. The interest rate on the Revolving Credit Facility was lowered from LIBOR plus 135 basis points to LIBOR plus 115 basis points. In addition, the facility fee was reduced from 30 basis points to 20 basis points.

Under the terms of the Revolving Credit Facility, “Total Outstanding Indebtedness” may not exceed sixty percent (60%) of “Capitalization Value”; the ratio of “Combined EBITDA” to “Fixed Charges,” each measured as of the most recently ended calendar quarter, may not be less than 1.40 to 1.00; the ratio of “Unencumbered Combined EBITDA” to “Unsecured Interest Expense,” each measured as of the most recently ended calendar quarter, may not be less than 1.50 to 1.00; at any time, “Unsecured Indebtedness” may not exceed sixty percent (60%) of “Capitalization Value of Unencumbered Assets;” and the ratio of “Secured Indebtedness” to “Capitalization Value,” each measured as of the most recently ended calendar quarter, may not exceed fifty percent (50%). “Capitalization Value” and “Capitalization Value of Unencumbered Assets” are now based on a 6.0% capitalization rate (previously 6.5%). In addition, the Revolving Credit Facility eliminates a financial covenant relating to “Equity Value” (previously not less than \$3 billion). The Revolving Credit Facility also contains standard representations and warranties and other covenants.

Concurrent with the execution of the Revolving Credit Facility, the Company’s other revolving credit facility, dated November 7, 2011, was amended to reduce the capitalization rate used in calculating “Capitalization Value” and “Capitalization Value of Unencumbered Assets” from 6.5% to 6.0% and to eliminate the “Equity Value” financial covenant, to conform it to the Revolving Credit Facility.

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. They represent the companies’ intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. The companies’ future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar expressions. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see “Item 1A. Risk Factors” in the Company’s and Vornado’s Annual Report on Form 10-K for the year ended December 31, 2012. For these statements, the companies claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of they are made. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Neither the Company nor Vornado undertakes any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date hereof.

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

The disclosure contained in Item 1.01 above is incorporated by reference herein into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated March 28, 2013.

99.1 Press Release, dated March 28, 2013.

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Section 2: EX-99 (EXHIBIT 99.1)

EXHIBIT 99.1

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(201) 587-1000



210 Route 4 East
Paramus, NJ 07652

FOR IMMEDIATE RELEASE – March 28, 2013

Vornado Extends \$1.250 Billion of its \$2.5 Billion Revolving Credit Facilities

PARAMUS, NEW JERSEY...VORNADO REALTY TRUST (NYSE:VNO) announced today that Vornado Realty L.P., the operating partnership through which Vornado Realty Trust conducts its business, has extended one of its two \$1.250 billion revolving credit facilities from June 2015 to June 2017 with two 6-month extension options. The interest on the extended facility was lowered from LIBOR plus 135 basis points to LIBOR plus 115 basis points. In addition, the facility fee was reduced from 30 to 20 basis points.

The second \$1.250 billion facility matures in November 2015 with a one-year extension option.

There are no borrowings outstanding under either of the revolving credit facilities.

The lead arrangers and bookrunners for the facility are J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated. JPMorgan Chase Bank, N.A. serves as Administrative Agent. Bank of America, N.A. serves as Syndication Agent. Barclays Bank plc; Citibank, N.A.; Deutsche Bank Trust Company Americas; Morgan Stanley MUFG Loan Partners, LLC; PNC Bank, National Association; The Royal Bank of Scotland plc; UBS Securities LLC; U.S. Bank National Association; and Wells Fargo Bank, National Association, serve as Documentation Agents.

Vornado Realty Trust is a fully integrated equity real estate investment trust.

Certain statements contained herein may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking

statements. Such factors include, among others, risks associated with the timing of and costs associated with property improvements, financing commitments and general competitive factors.

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