



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b),(c) and (e). On May 2, 2013, the Board of Trustees of Vornado Realty Trust (the “Company”) appointed Joseph Macnow as the Company’s Chief Administrative Officer in addition to continuing his role as Executive Vice President – Finance. Mr. Macnow served as Vornado’s Executive Vice President – Finance and Administration and Chief Financial Officer since 1985.

The Board of Trustees, following discussion with the Board’s Audit Committee and Compensation Committee, has appointed Mr. Stephen W. Theriot as the Company’s Chief Financial Officer (principal financial officer and principal accounting officer), effective June 1, 2013. Prior to joining the Company, Mr. Theriot had been a partner of Deloitte & Touche LLP, having been with Deloitte & Touche LLP since 1986. Mr. Theriot most recently served as the Managing Partner of Deloitte’s Northeast real estate practice.

Mr. Macnow will remain as the Company’s Chief Financial Officer until Mr. Theriot has assumed the position.

Pursuant to an employment agreement with the Company, Mr. Theriot will receive a base salary of \$1,000,000 and be entitled to a bonus for 2013 of not less than \$500,000 (*pro rated* for the portion of the year served) in cash or in value of the Company’s equity (at the discretion of the Company). Mr. Theriot’s employment will be terminable on 60 days’ notice by either the Company or Mr. Theriot, provided if the employment is terminated by the Company without cause or by Mr. Theriot with good reason, Mr. Theriot will be entitled to a severance payment equal to his then current base salary *plus* the average of the then preceding two years’ bonuses. If such a termination occurs within the first two years of employment, the severance payment will not be less than \$1,300,000.

The Company’s independent registered accounting firm is Deloitte & Touche LLP. Mr. Theriot has not been associated with the audit of the Company by Deloitte & Touche LLP since the audit for the year ended December 31, 2008.

The Company is filing this Current Report on Form 8-K on the date on which it is first making a public announcement of the appointments described herein in accordance with the instruction to paragraph (c) of Item 5.02(c) which permits a delay in filing Form 8-K until the day on which the registrant otherwise makes public announcement of the appointment of the particular officer.

A copy of the Company’s press release, dated May 7, 2013, relating to these events is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company or Vornado Realty L.P. under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated May 7, 2013.

99.1 Press Release, dated May 7, 2013.

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Section 2: EX-99 (EXHIBIT 99.1)

EXHIBIT 99.1

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210 Route 4 East
Paramus, NY 07652

FOR IMMEDIATE RELEASE – May 7, 2013

Joseph Macnow Appointed as Vornado’s Chief Administrative Officer

Stephen W. Theriot Appointed as Vornado’s Chief Financial Officer

PARAMUS, NEW JERSEY.....VORNADO REALTY TRUST (NYSE:VNO) announced today that Joseph Macnow has been appointed as the Company’s Chief Administrative Officer, in addition to continuing his role as Executive Vice President – Finance. Mr. Macnow served as Vornado’s Executive Vice President – Finance and Administration and Chief Financial Officer since 1985.

The Company also announced today that effective June 1, 2013, Stephen W. Theriot has been appointed as the Company’s Chief Financial Officer (principal financial officer and principal accounting officer). Prior to joining the Company, Mr. Theriot had been a partner of Deloitte & Touche LLP--having been with Deloitte & Touche LLP since 1986. Mr. Theriot most recently served as the Managing Partner of Deloitte’s Northeast real estate practice.

Mr. Macnow will remain as Vornado’s Chief Financial Officer until Mr. Theriot has assumed the position.

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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