
Section 1: 8-K (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):
July 21, 2005**

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. 000-22635
(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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On July 21, 2005, Global Toys Acquisition Merger Sub, Inc. ("Purchaser") merged (the "Merger") with and into Toys "R" Us, Inc., a Delaware Corporation ("Toys") pursuant to the Agreement and Plan of Merger, dated as of March 17, 2005, among Toys, Global Toys Acquisition LLC and Purchaser (the "Merger Agreement"). In connection with the Merger:

- a wholly-owned subsidiary of Vornado Realty L.P., the operating partnership of Vornado Realty Trust (NYSE:VNO, and together with Vornado Realty L.P., "Vornado"), paid approximately \$407 million and turned in approximately 785,000 shares of common stock it already owned in Toys in return for an approximately 33% interest in the equity of Toys and
- the publicly held shares of Toys common stock were converted into the right to receive \$26.75 per share, representing an aggregate purchase price of \$6.6 billion.

Toys is a worldwide specialty retailer of toys, baby products and children's apparel which operates toy stores and specialty baby-juvenile stores under the name Babies "R" Us. Toys also sells merchandise through its various Internet sites, including www.toysrus.com and www.babiesrus.com.

Item 7.01. Regulation FD Disclosure.

Vornado's press release dated July 21, 2005 announcing the completion of the acquisition is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) *Financial Statements of a Business Acquired.*

This Current Report on Form 8-K will be supplemented by amendment to provide the required financial statements of the business acquired not later than 71 days after the date that this Current Report on Form 8-K was required to be filed.

(b) *Pro Forma Financial Information.*

This Current Report on Form 8-K will be supplemented by amendment to provide the required pro forma financial information not later than 71 days after the date that this Current Report on Form 8-K was required to be filed.

(c) Exhibits.

99.1 Press release issued July 21, 2005.

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

Date: July 21, 2005

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 L.P.
(Registrant)

By: VORNADO REALTY TRUST,

Sole General Partner

By: /s/ Joseph Macnow

Name: Joseph Macnow

Title: Executive Vice President

- Finance and Administration and
Chief Financial Officer

Date: July 21, 2005

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

FOR IMMEDIATE RELEASE

Bain Capital, KKR and Vornado Complete Acquisition of Toys “R” Us, Inc.

WAYNE, NEW JERSEY, July 21, 2005 — An investment group consisting of affiliates of Bain Capital Partners LLC, Kohlberg Kravis Roberts & Co. (KKR), and Vornado Realty Trust (NYSE: VNO) today announced the completion of the acquisition of Toys “R” Us, Inc. for \$6.6 billion.

The acquisition includes all of the worldwide operations of Toys “R” Us, Inc., including the Toys “R” Us and Babies “R” Us businesses. With the completion of this transaction, each of the investors owns an equal stake in Toys “R” Us, Inc.

“Our new owners share the management team’s commitment to building on the many strengths of Toys “R” Us as the premier specialty retailer of toys, children’s and babies’ products in the world,” said Richard Markee, Interim Chief Executive Officer of Toys “R” Us, Inc. and President of Babies “R” Us. “We are continuing to enhance the strong partnerships with our vendors as Toys “R” Us stores worldwide get ready for the upcoming holiday season, and Babies “R” Us focuses on meeting all of the needs of new and expectant parents. With the help of our talented employees, we look forward to continuing to offer all of the guests in our stores, and the visitors to Toysrus.com and Babiesrus.com, the widest array of products available and a convenient shopping experience.”

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About Toys “R” Us

Toys “R” Us is one of the leading specialty toy retailers in the world. Currently it sells merchandise through over 1,500 stores, including 677 toy stores in the U.S. and 620 international toy stores, including licensed and franchise stores as well as through its Internet sites at www.toysrus.com, www.imaginarium.com and www.sportsrus.com. Babies “R” Us is the largest baby product specialty store chain in the world and a leader in the juvenile industry, and sells merchandise through 220 stores in the U.S. as well as on the Internet at www.babiesrus.com.

About Bain Capital

Bain Capital (www.baincapital.com) is a global private investment firm that manages several pools of capital including private equity, high-yield assets, mezzanine capital, venture capital, and public equity with more than \$26 billion in assets under management. Since its inception in 1984, Bain Capital has made private equity investments and add-on acquisitions in over 230 companies around the world, including such leading retailers and consumer companies as Staples, Domino’s Pizza, Burger King, and Dollarama. Headquartered in Boston, Bain Capital has offices in New York, London and Munich.

About KKR

KKR is one of the world’s oldest and most experienced private equity firms specializing in management buyouts, with offices in New York, Menlo Park, California and London. Over the past three decades, KKR has invested in 11 transactions in the retail sector in North America and Europe, representing over \$17 billion of aggregate value, covering a broad range of channels including supermarkets, consumer drugstores, and specialty retail. For more information, visit www.kkr.com.

About Vornado

Headquartered in New York, Vornado Realty Trust (www.vno.com) is a fully integrated real estate company and one of the largest REITs in the nation, with an enterprise value of approximately \$19 billion and owning and/or managing approximately 735 properties containing 87 million square feet. Vornado owns and operates office, retail, and showroom properties with a large concentration in the NY Metro area and in the Washington, DC and Northern Virginia area. Vornado has a long track record of investing in the retailing sector and currently owns 94 retail properties in seven states and Puerto Rico. Vornado also owns 33% of the common stock of Alexander's, Inc., which owns a number of retail and mixed-use properties in New York.

CONTACTS:

FOR TOYS "R" US

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FOR BAIN CAPITAL

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FOR KKR

Kekst and Company

Ruth Pachman/David Lilly, 212-521-4891/4878

FOR VORNADO

Investors/Analysts: Joseph Macnow, 201-587-1000

Media: Kekst and Company — Roanne Kulakoff/Wendi Kopsick, 212-521-4837/4867

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