
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): **February 4, 2007**

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**

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 7.01. Regulation FD Disclosure.

On February 4, 2007 Vornado Realty Trust posted on its website at www.vno.com additional information about its bid for Equity Office Properties Trust.

Item 8.01. Other Events.

On February 4, 2007, Vornado Realty Trust provided Equity Office Properties Trust (NYSE: EOP) an alternative proposal to consider alongside its existing binding and fully financed offer to acquire EOP for \$56.00 per share in cash and stock, which remains open.

Under the alternative proposal, Vornado would acquire EOP pursuant to an EOP Board of Trustees approved merger agreement that would require Vornado to commence an upfront tender offer to buy up to 55% of EOP's shares for \$56.00 per share in cash and complete a follow-on merger. The tender offer would be for a minimum of 51% of EOP's shares and would not be conditioned on a shareholder vote. If the tender offer is oversubscribed, shares would be prorated and unpurchased shares would receive Vornado shares valued at \$56.00 per EOP share in the follow-on merger. If fewer than 51% of the shares are tendered, all of EOP's shareholders would continue to have the right to receive \$56.00 per share in cash and Vornado common shares in the merger.

The foregoing summary is qualified in its entirety by reference to the copy of the proposal letter delivered to EOP on February 4, 2007, attached as Exhibit 99.1 hereto and incorporated herein by reference. Also, on February 4, 2007, Vornado Realty Trust issued a press release announcing the submission of the revised proposal to EOP.

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 Vornado Realty Trust and Vornado Realty L.P. 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 of financing commitments and general competitive factors. More detailed information about these risks, uncertainties and other factors is set forth in Vornado's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2006. Risks and uncertainties relating to the proposed transaction include the risks that: EOP will not enter into any definitive agreement with Vornado or the terms of any agreement will be materially different from those described above; Vornado will not obtain the requisite debt financing for the transaction; rents will not increase to expected levels; the anticipated benefits of the transaction will not be realized; the proposed transactions will not be consummated; and Vornado will not be able to sell the assets it plans to sell within its expected timeframe or sells those assets at the prices it currently projects. Vornado Realty Trust and Vornado Realty L.P. are under no obligation to, and expressly disclaim any such obligation to, update or alter their forward-looking statements.

Additional Information About the Proposed Transaction and Where to Find It:

This material relates to a business combination transaction with EOP proposed by Vornado Realty Trust, which may become the subject of a registration statement filed with the SEC. This material is not a substitute for the joint proxy statement/prospectus that Vornado and EOP would file with the Securities and Exchange Commission ("SEC") if any agreement is reached or any other documents which Vornado may send to securityholders in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ALL OTHER RELEVANT DOCUMENTS IF, AND WHEN, THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. All such documents, if filed, would be available free of charge at the SEC's website (www.sec.gov) or by directing a request to Vornado, Investor Relations, 210 Route 4 East, Paramus, NJ 07652.

Participants in the Solicitation:

Vornado and its trustees, partners, managers, executive officers and other employees may be deemed to be participants in any solicitation of Vornado and EOP shareholders in connection with the proposed transaction.

Information about Vornado's trustees and executive officers is available in Vornado's proxy statement, dated May 1, 2006 for its 2006 annual meeting of stockholders.

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

(d) Exhibits.

99.1 Proposal Letter, dated February 4, 2007, of Vornado Realty Trust to Equity Office Properties Trust.

99.2 Press Release, dated February 4, 2007.

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: February 5, 2007

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: February 5, 2007

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

Steven Roth
Chairman and Chief Executive Office
Vornado Realty Trust
888 Seventh Avenue
New York, New York 10019
Tel. 212 894-7000
Fax 212 894-7474

February 4, 2007

Board of Trustees
Equity Office Properties Trust
Two North Riverside Plaza, Suite 200
Chicago, Illinois 60606

Attention: Sam Zell
Chairman of the Board of Trustees

Dear Sam:

I am writing to provide you with an alternative proposal to consider alongside our existing binding and fully financed offer which remains open.

We have spent the last several days discussing with your advisors the concerns raised about our offer and possible solutions.

As we see it, your concerns are speed and certainty. To address these, we propose to pay the full cash portion of our offer upfront and with certainty. To do that, we would acquire EOP pursuant to an EOP Board of Trustees approved merger agreement that would require us to:

- commence an upfront tender to buy up to 55% of EOP's shares for \$56.00 per share in cash, and
- complete a follow-on merger.

The tender offer would commence immediately after the preparation of pro formas — approximately three weeks after you sign the merger agreement — and would close 20 business days later. As you know, there is no SEC pre-clearance or shareholder vote requirement for cash tender offers, so timing is short and certain. We expect the merger would close about three and a half months after signing.

The tender offer would be for a minimum of 51% of your shares and would not be conditioned on a shareholder vote. If the tender is oversubscribed, shares would be prorated and unpurchased shares would receive Vornado shares valued at \$56.00 per EOP share in the follow-on merger. If fewer than 51% of the shares are tendered, all of your shareholders would continue to have the right to receive \$56.00 per share in cash and Vornado common shares in the merger.

In summary, the overall transaction would give your shareholders \$56.00 per share, payable 55% in cash in an upfront tender offer and 45% in Vornado shares in a follow-on merger.

We believe this gives EOP shareholders the best of all worlds:

- Superior price
- Substantially shortened time for receiving a majority of the consideration
- Certainty

Sam, a word about the stock component. You've been a leader in liquid real estate, putting real estate into the hands of the public market. Our shareholders and yours overlap. We are convinced a substantial number of your shareholders will want to participate in the merger and continue to hold shares in the combined company.

Our advisors will be communicating with yours to address the other more technical points you have raised. In addition, we remain ready to clarify all aspects of our proposal and address any questions you may have.

Our lawyers have advised that due to the material nature of our proposal we are required by law and stock exchange rules to publicly disclose the contents of this letter.

I am very excited about the prospect of joining forces with EOP.

Very truly yours,

Vornado Realty Trust

By: /s/ Steven Roth

Name: Steven Roth

Title: Chairman and Chief Executive Officer

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Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2

VORNADO
REALTY TRUST
210 Route 4 East
Paramus, NJ 07652

FOR IMMEDIATE RELEASE—FEBRUARY 04, 2007

Vornado offers to give Equity Office Properties shareholders cash upfront

PARAMUS, NEW JERSEY — Vornado Realty Trust (NYSE: VNO) today announced that it has provided Equity Office Properties Trust (NYSE: EOP) an alternative proposal to consider alongside its existing binding and fully financed offer which remains open.

The EOP board had raised concerns about the speed and certainty of the Vornado offer. To address these concerns, Vornado has proposed to pay the full cash portion of its offer upfront and with certainty. To do that, Vornado would acquire EOP pursuant to an EOP Board of Trustees approved merger agreement that would require it to:

- commence an upfront tender to buy up to 55% of EOP's shares for \$56.00 per share in cash and
- complete a follow-on merger.

The tender offer would commence immediately after the preparation of pro-forma financial statements — approximately three weeks after EOP signs the merger agreement — and would close 20 business days later. There is no SEC pre-clearance or shareholder vote requirement for cash tender offers, so timing would be short and certain. Vornado expects the merger would close about three and a half months after signing.

The tender offer would be for a minimum of 51% of EOP's shares and would not be conditioned on a shareholder vote. If the tender is oversubscribed, shares would be prorated and unpurchased shares would receive Vornado shares valued at \$56.00 per EOP share in the follow-on merger. If fewer than 51% of the shares are tendered, all of EOP's shareholders would continue to have the right to receive \$56.00 per share in cash and Vornado common shares in the merger.

Vornado believes this gives EOP shareholders the best of all worlds:

- Superior price
- Substantially shortened time for receiving a majority of the consideration
- Certainty

Vornado continues to expect that the acquisition will be accretive to Funds From Operations per share beginning in 2008.

The combination of Vornado's existing portfolio and the assets it would retain from EOP would create preeminent positions in the New York City, Washington, Boston, San Francisco and Los Angeles markets.

There can be no assurance that EOP will be willing to terminate its agreement with Blackstone and enter into a merger agreement with Vornado, and if EOP does enter into such a merger agreement there can be no assurance about the terms of that agreement. In addition, any agreement that EOP enters into with Vornado will be subject to a variety of conditions, and there can be no assurance that the acquisition will close. Also, there can be no assurance that Vornado will be able to sell the assets it plans to sell within its expected timeframe or as to the prices it will receive for the assets it does sell.

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 Vornado 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 of financing commitments and general competitive factors. More detailed information about these risks, uncertainties and other factors is set forth in Vornado's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2006. Risks and uncertainties relating to the proposed transaction include the risks that: EOP will not enter into any definitive agreement with Vornado or the terms of any agreement will be materially different from those described above; Vornado will not obtain the requisite debt financing for the transaction; rents will not increase to expected levels; the anticipated benefits of the transaction will not be realized; the proposed transactions will not be consummated; and Vornado will not be able to sell the assets it plans to sell within its expected timeframe or sell those assets at the prices it currently projects. Vornado is under no obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements.

Additional Information About the Proposed Transaction and Where to Find It:

Further information about this transaction and Vornado are available on the Company's website at vno.com.

This material relates to a business combination transaction with EOP proposed by Vornado, which may become the subject of a registration statement filed with the SEC. This material is not a substitute for the joint proxy statement/prospectus that Vornado and EOP would file with the Securities and Exchange Commission ("SEC") if any agreement is reached or any other documents which Vornado may send to shareholders in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ALL OTHER RELEVANT DOCUMENTS IF, AND WHEN, THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

All such documents, if filed, would be available free of charge at the SEC's website (www.sec.gov) or by directing a request to Vornado, Investor Relations, 210 Route 4 East, Paramus, NJ 07652.

Participants in the Solicitation:

Vornado and its trustees, executive officers and other employees may be deemed to be participants in any solicitation of Vornado and EOP shareholders in connection with the proposed transaction.

Information about Vornado's trustees and executive officers is available in Vornado's proxy statement, dated May 1, 2006 for its 2006 annual meeting of stockholders.

Contact:

Investors: Vornado Realty Trust
Joseph Macnow, 201-587-1000

Media: Kekst and Company
Roanne Kulakoff, 212-521-4837

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