

VORNADO REALTY TRUST
Form 8-K
May 03, 2006

**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):

May 2, 2006

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)

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**

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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

Issuance of Series D-15 6.875% Preferred Units of Vornado Realty L.P.

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On May 2, 2006, Vornado Realty L.P., a Delaware limited partnership (the "Operating Partnership"), through which Vornado Realty Trust (the "Company") conducts its business, sold 1,400,000 Series D-15 6.875% Preferred Units of limited partnership interest (the "Series D-15 Preferred Units") to an institutional investor in a private placement exempt from registration under the Securities Act of 1933 pursuant to Section 4(2) thereunder at a price of \$25.00 per Series D-15 Preferred Unit.

In connection with that sale, the Company filed with the Maryland State Department of Assessments and Taxation Articles Supplementary classifying 1,400,000 of the Company's authorized preferred shares of beneficial interest as Series D-15 6.875% Cumulative Redeemable Preferred Shares (liquidation preference \$25.00 per share). A copy of the above-referenced Articles Supplementary is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01

Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

3.1 Articles Supplementary to Declaration of Trust with respect to the Series D-15 6.875% Preferred Shares.

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: May 3, 2006

EXHIBIT INDEX

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