

VORNADO REALTY TRUST
Form 8-K
November 14, 2011

**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):

November 7, 2011

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.)

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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 November 7, 2011, Vornado Realty L.P. (the Company), the operating partnership through which Vornado Realty Trust (Vornado) conducts its business, renewed the second of its unsecured revolving credit facilities for \$1.25 billion (the Revolving Credit Facility). The Revolving Credit Facility matures in four years, has a one-year extension option and bears interest at LIBOR plus 125 basis points, based on the Company's current credit rating.

The Company's total revolving credit facilities are now \$2.5 billion.

The lead arrangers and bookrunners for the Revolving Credit 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. Sumitomo Mitsui Banking Corporation; U.S. Bank National Association; Wells Fargo Bank, National Association; Barclays Bank plc; Citibank, N.A.; Deutsche Bank Securities, Inc.; The Royal Bank of Scotland plc; and UBS Securities LLC serve as Documentation Agents.

Under the terms of the Revolving Credit Facility, Equity Value may not be less than Three Billion Dollars (\$3,000,000,000); Total Outstanding Indebtedness may not exceed sixty percent (60%) of Capitalization Value, which is based on a 6.5% capitalization rate; 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%). The Revolving Credit Facility also contains standard representations and warranties and other covenants.

The preceding summary is qualified in its entirety by reference to the copy of the Revolving Credit Agreement attached as Exhibit 10.1 hereto and incorporated by reference herein into this Item 1.01.

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, 2010. 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.

10.1

Revolving Credit Agreement, dated as of November 7, 2011, by and among Vornado Realty L.P. as borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank, N.A., as administrative agent for the Banks.

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 (duly authorized officer and principal financial and accounting officer)

Date: November 14, 2011

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 of Vornado Realty Trust,

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sole general partner of Vornado Realty L.P.

(duly authorized officer and principal financial
and accounting officer)

Date: November 14, 2011

Exhibit Index

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