

RECKSON ASSOCIATES REALTY CORP
Form 425
December 04, 2006

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): **December 2, 2006**

Reckson Associates Realty Corp. and Reckson Operating Partnership, L.P.

(Exact Name of Registrant as Specified in its Charter)

Reckson Associates Realty Corp. Maryland

Reckson Operating Partnership, L.P. Delaware

(State or other jurisdiction of incorporation)

1-13762

(Commission File Number)

Reckson Associates Realty Corp. 11-3233650

Reckson Operating Partnership, L.P. 11-3233647

(IRS Employer Identification Number)

Uniondale, New York 11556

(Address of principal executive offices)

516-506-6000

(Registrant's telephone number, including area code)

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:

- 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 8.01 Other Events.

On December 2, 2006, Reckson Associates Realty Corp. (Reckson) issued a press release with regards to Mack-Cali Realty, L.P.'s withdrawal from Rome Acquisition Limited Partnership (Rome) and Rome's proposal to acquire Reckson. Reference is hereby made to the press release, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On December 3, 2006, Reckson issued a press release with regards to Harry Macklowe's withdrawal from Rome and other related matters. Reference is hereby made to the press release, which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

On December 4, 2006, Reckson received a letter from American Real Estate Partners, L.P. (AREP), an entity 90% owned by Carl Icahn, which sets forth a proposal from AREP to acquire Reckson. Reference is hereby made to the letter, which is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Subsequent to the receipt of the letter, Reckson issued a press release confirming the receipt of the letter. Reference is hereby made to the press release, which is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release, dated December 2, 2006 |
| 99.2 | Press Release, dated December 3, 2006 |
| 99.3 | Letter to Reckson Associates Realty Corp., dated December 4, 2006, from American Real Estate Partners, L.P. |
| 99.4 | Press Release, dated December 4, 2006 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

RECKSON ASSOCIATES REALTY CORP.

By: /s/ Michael Maturo

Name:

Michael Maturo

Title:

President, Chief Financial Officer and
Treasurer

RECKSON OPERATING PARTNERSHIP, L.P.

By: Reckson Associates Realty Corp., its General
Partner

By: /s/ Michael Maturo

Name:

Michael Maturo

Title:

President, Chief Financial Officer and

Treasurer

Date: December 4, 2006

EXHIBIT INDEX

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