

REALTY INCOME CORP
Form DEFA14A
May 08, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Realty Income Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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**SUPPLEMENT TO THE PROXY STATEMENT
FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS**

May 8, 2012

Dear Stockholder:

On March 30, 2012, Realty Income Corporation (referred to herein as the Company, we, us, and our) filed a proxy statement (our Proxy Statement) in connection with its 2012 Annual Meeting of Stockholders and any adjournment or postponement thereof (the Annual Meeting). The Annual Meeting is scheduled to be held today, May 8, 2012, at 9:00 AM, local time, at the California Center for the Arts Escondido, 340 North Escondido Boulevard, Escondido, California 92025. This supplement to the Proxy Statement (this Supplement) is being filed today with the Securities and Exchange Commission (the SEC) and contains important information that supplements and amends the Proxy Statement. This Supplement is being mailed to our stockholders within a reasonable time after the date of the Annual Meeting.

The purpose of this Supplement is to inform our stockholders that the Annual Meeting will be held as previously scheduled to present for stockholder consideration all of the proposals originally set forth in the Proxy Statement, except Proposal 4 (regarding an amendment to our Articles of Incorporation to increase the number of authorized shares of our common stock and preferred stock). Following consideration and voting on Proposals 1, 2, 3, 5 and 6 at the Annual Meeting, we intend to adjourn the Annual Meeting to 9:00 AM, local time, on Thursday, June 21, 2012 at the offices of Realty Income Corporation, 600 La Terraza Boulevard, Escondido, California 92025-3873 (the Adjourned Annual Meeting) to allow stockholders time to consider the changes to Proposal 4 described below. At the Adjourned Annual Meeting, only Proposal 4 will be presented for stockholder consideration. Our stockholders of record as of March 8, 2012 are entitled to receive notice of and to vote at the Annual Meeting, including the Adjourned Annual Meeting.

The Proxy Statement contains important additional information and this Supplement should be read in conjunction with the Proxy Statement.

Supplemental Disclosure Regarding Proposal 4

Proposal 4 in our Proxy Statement seeks your approval of an amendment to our Articles of Incorporation (the Charter) to increase the number of authorized shares of our common stock from 185,050,000 shares to 1,000,000,000 and the number of authorized shares of our preferred stock from 34,950,000 to 100,000,000 (the Charter Amendment). We discussed the Charter Amendment with a number of our stockholders and have concluded to revise the Charter Amendment to provide for a smaller increase in the authorized shares of our common stock and our preferred

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stock than originally proposed. As revised, the Charter Amendment increases the number of authorized shares of common stock to 370,100,000 and the number of authorized shares of our preferred stock to 69,900,000.

The full text of the amendment to Section 6.1 of Article VI of the Charter appearing in Appendix A to the Proxy Statement is revised to read as follows:

Realty Income Corporation, a Maryland corporation (the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting Section 6.1 of Article VI in its entirety and inserting the following in lieu thereof:

Section 6.1 Authorized Shares. The Corporation has the authority to issue ~~1,100,000,000~~ 440,000,000 shares of stock, consisting of ~~1,000,000,000~~ 370,100,000 shares of Common Stock, \$0.01 par value per share (Common Stock), and ~~100,000,000~~ 69,900,000 shares of Preferred Stock, \$0.01 par value per share (Preferred Stock), of which 8,800,000 shares are classified as

6.75% Monthly Income Class E Cumulative Redeemable Preferred Stock and ~~44,950,000~~ 16,350,000 shares are classified as 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock. The aggregate par value of all authorized shares of all classes of stock is ~~\$11,000,000~~ \$4,400,000.

SECOND: The amendment to the charter of the Corporation as set forth above has been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

THIRD: Immediately prior to the above amendments, the Corporation had authority to issue 220,000,000 shares of stock, consisting of 185,050,000 shares of Common Stock and 34,950,000 shares of Preferred Stock, 8,800,000 shares of which were classified as 6.75% Monthly Income Class E Cumulative Redeemable Preferred Stock, and ~~44,950,000~~ 16,350,000 shares were classified as 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock. The aggregate par value of all authorized shares of all classes of stock having par value was \$2,200,000.

FOURTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment is ~~4,100,000,000~~ 440,000,000, consisting of ~~4,000,000,000~~ 370,100,000 shares of Common Stock and ~~400,000,000~~ 69,900,000 shares of Preferred Stock, 8,800,000 shares of which are classified as 6.75% Monthly Income Class E Cumulative Redeemable Preferred Stock, and ~~44,950,000~~ 16,350,000 shares are classified as 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock. The aggregate par value of all authorized shares of all classes of stock having par value is ~~\$11,000,000~~ \$4,400,000.

FIFTH: The undersigned Chief Executive Officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

Our Board of Directors continues to recommend a vote FOR the Charter Amendment proposal, as revised by this Supplement.

Voting Information and Procedures

At the Annual Meeting, we intend to hold the vote on all matters in the Proxy Statement other than Proposal 4. No vote will be taken with respect to Proposal 4 at the Annual Meeting. Once the vote on Proposals 1, 2, 3, 5 and 6 is taken at the Annual Meeting, we will adjourn the Annual Meeting.

At the Adjourned Annual Meeting, we intend to hold the vote only on Proposal 4. No vote will be taken with respect to any matters in the Proxy Statement other than Proposal 4 at the Adjourned Annual Meeting.

Our Board of Directors does not presently intend to bring any other business before the Annual Meeting or the Adjourned Annual Meeting, respectively, other than the Proposals referenced above. Additionally, so far as is known to our Board of Directors, no matters are to be brought

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before the Annual Meeting or Adjourned Annual Meeting, except as specified in the Notice of Annual Meeting. As to any business that may properly come before the Annual Meeting or the Adjourned Annual Meeting, as the case may be, it is intended that the named proxies vote in respect thereof in accordance with their best judgment.

If you already voted and do not wish to change your vote

You do not have to take any action if you have previously voted your shares on Proposal 4 and do not wish to change your vote. Your vote will be tabulated as you instructed.

Changing your vote

If you have already voted your shares on Proposal 4 and wish to change your vote on Proposal 4, you may do so at any time prior to the vote being taken on Proposal 4 at the Adjourned Annual Meeting on June 21, 2012. **Please note that no votes, however cast, will be tabulated on any matter other than Proposal 4 following the Annual Meeting.**

To revoke your proxy instructions and change your vote if you are a holder of record, you must (i) vote again using the Internet (<http://www.proxyvote.com>) or by calling the toll-free number 1-800-690-6903,

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(ii) send a written notice that you are revoking your proxy to our Secretary (Attn: Michael R. Pfeiffer, 600 La Terraza Boulevard, Escondido, California 92025-3873), which must be received before the Adjourned Annual Meeting, (iii) complete, sign and date the enclosed proxy card where indicated and mail or otherwise return the proxy card to us, which must be received prior to the Adjourned Annual Meeting or (iv) attend the Adjourned Annual Meeting and vote your shares in person. A proxy card has been included for your convenience.

Votes on Proposal 4 submitted over the Internet or by telephone must be received by 11:59 PM, Eastern Time, on June 20, 2012.

If the shares you own are held in street name by a bank, broker, trust or other nominee, please contact your bank, broker, trust or other nominee for instructions on changing your vote.

If you have not voted yet

If you have not already voted your shares on Proposal 4, you are urged to vote using one of the methods described above as soon as possible, even if you plan to attend the Adjourned Annual Meeting. For your convenience, a proxy card for voting on Proposal 4 is enclosed. If you attend the Adjourned Annual Meeting, you may, if you wish, withdraw your proxy with respect to Proposal 4 and vote on Proposal 4 in person.

You do not have to take any action if you have previously voted your shares on Proposal 4 and do not wish to change your vote. Your vote will be tabulated as you instructed.

We appreciate your consideration of this Supplement. Your vote on Proposal 4 is important.

Sincerely,

/s/ THOMAS A. LEWIS

THOMAS A. LEWIS
*Vice Chairman of the Board of Directors,
Chief Executive Officer*

