

SL GREEN REALTY CORP  
Form 8-K  
December 05, 2006

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

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**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**November 30, 2006**  
Date of report (Date of earliest event reported)

**SL Green Realty Corp.**  
(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-13199**  
(Commission  
File Number)

**13-3956775**  
(IRS Employer  
Identification No.)

**420 Lexington Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10170**  
(Zip Code)

**(212) 594-2700**

(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 of 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 November 30, 2006, SL Green Realty Corp. (the Company ) and SL Green Operating Partnership, L.P. (the Operating Partnership ) entered into an Underwriting Agreement with Lehman Brothers Inc. (the Underwriter ) in connection with an underwritten public offering (the Offering ) by the Company of 3,700,000 shares (along with 555,000 shares to cover the Underwriter s over-allotment option) of its common stock, par value \$.01 per share (the Shares ). The net proceeds to the Company from the Offering are expected to be approximately \$492.7 million, or approximately \$566.6 million if the Underwriter s over-allotment option is exercised in full, after deducting underwriting discounts and commissions and the Company s expenses.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit

Number

Description of Exhibit

1.1	Underwriting Agreement, dated November 30, 2006, by and among SL Green Realty Corp., SL Green Operating Partnership, L.P. and Lehman Brothers Inc.
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