

W. P. Carey Inc.  
Form 8-K  
January 21, 2015

**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**

Date of report (Date of earliest event reported): January 21, 2015

**W. P. CAREY INC.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**001-13779**

(Commission File Number)

**45-4549771**

(I.R.S. Employer Identification No.)

**50 Rockefeller Plaza**

**New York, NY**

**10020**

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 492-1100**

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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:

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 1.01. Entry into a Material Definitive Agreement.**

On January 21, 2015, W. P. Carey Inc. (W. P. Carey) consummated the offering of 500 million aggregate principal amount of its 2.000% Senior Notes due 2023 (the Notes). The terms of the Notes are governed by an indenture, dated as of March 14, 2014, between W. P. Carey and U.S. Bank National Association, as trustee (the Base Indenture), as supplemented and amended by a supplemental indenture thereto, dated as of January 21, 2015 (the Second Supplemental Indenture). The Base Indenture and the Second Supplemental Indenture are filed herewith as Exhibit 4.1 and Exhibit 4.2, respectively.

The foregoing descriptions of the Notes, the Base Indenture and the Second Supplemental Indenture in this Current Report on Form 8-K do not purport to be complete, are qualified in their entirety by reference to Exhibits 4.1 and 4.2 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

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|------|---|
| 4.1  | Indenture, dated as of March 14, 2014, by and between W. P. Carey Inc., as issuer, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of W. P. Carey Inc.'s Current Report on Form 8-K filed March 14, 2014). |
| 4.2  | Second Supplemental Indenture, dated as of January 21, 2015, by and between W. P. Carey Inc., as issuer, and U.S. Bank National Association, as trustee.  |
| 4.3  | Form of Note representing 500 Million Aggregate Principal Amount of 2.000% Senior Notes due 2023.   |
| 5.1  | Opinion of DLA Piper LLP (US) regarding the validity of the Notes.  |
| 23.1 | Consent of DLA Piper LLP (US) (contained in Exhibit 5.1).   |

**SIGNATURES**

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, thereunto duly authorized.

**W. P. Carey Inc.**

Date: January 21, 2015

By: /s/ Catherine D. Rice  
Catherine D. Rice  
Chief Financial Officer