

REALTY INCOME CORP  
Form 8-K  
March 11, 2013

**United States  
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: **March 5, 2013**  
(Date of Earliest Event Reported)

**REALTY INCOME CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-13374**  
(Commission File Number)

**33-0580106**  
(IRS Employer Identification No.)

**600 La Terraza Boulevard, Escondido, California 92025-3873**

(Address of principal executive offices)

**(760) 741-2111**

(Registrant's telephone number, including area code)

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N/A

(former name or former address, if changed since last report)

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))
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**Item 8.01 Other Events**

On March 5, 2013, Realty Income Corporation (the Company) entered into a purchase agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (the Underwriters), pursuant to which the Company agreed to issue and sell 15,000,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), plus up to an additional 2,250,000 shares of Common Stock if the Underwriters exercise their option to purchase additional shares of Common Stock in full. The public offering price for the shares was \$45.90 per share. The Underwriters exercised their option to purchase additional shares of Common Stock in full.

The transaction closed on March 11, 2013. Total net proceeds of the offering (after deducting the underwriting discount and other estimated expenses) were approximately \$755.5 million. The Company expects to use the net proceeds from the offering to repay borrowings under its \$1 billion acquisition credit facility, which were primarily used to fund real estate acquisitions. Any remaining net proceeds will be used for other general corporate purposes and working capital, which may include additional acquisitions and the repayment of other debt.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Purchase Agreement, dated March 5, 2013, between the Underwriters and the Company.
- 5.1 Opinion of Venable LLP.
- 23.1 Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).

**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.

Dated: March 11, 2013

REALTY INCOME CORPORATION

By:

*/s/* MICHAEL R. PFEIFFER  
Michael R. Pfeiffer  
Executive Vice President, General Counsel and  
Secretary

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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