

MACK CALI REALTY CORP  
Form 8-K  
February 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **February 15, 2011**

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**MACK-CALI REALTY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction

of Incorporation)

**1-13274**  
(Commission File Number)

**22-3305147**  
(IRS Employer

Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

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(732) 590-1000

(Registrant's telephone number, including area code)

**MACK-CALI REALTY, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction)

**333-57103**  
(Commission File Number)

**22-3315804**  
(IRS Employer

of Incorporation)

Identification No.)

**343 Thornall Street, Edison, New Jersey,**  
(Address of Principal Executive Offices)

**08837-2206**  
(Zip Code)

(732) 590-1000

(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 (*see* General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure**

On February 15, 2011, Mack-Cali Realty Corporation (the Company) priced a public offering of 6,250,000 shares of common stock at a price per share of \$33.00. In addition, the Company has granted to the underwriters of the public offering an option for 30 days to purchase up to 937,500 additional shares of common stock to cover over-allotments, if any. The estimated net proceeds to the Company from the offering, before giving effect to any exercise of the underwriters' over-allotment option, are expected to be approximately \$197.7 million. BofA Merrill Lynch, Deutsche Bank Securities and J.P. Morgan acted as the joint book-running managers. BNY Mellon Capital Markets, LLC, Capital One Southcoast, Citi, Comerica Securities, Mitsubishi UFJ Securities, Piper Jaffray, PNC Capital Markets LLC, RBS, Scotia Capital and SunTrust Robinson Humphrey acted as co-managers. Subject to customary closing conditions, the offering is expected to close on or about February 18, 2011.

The Company plans to use the net proceeds from the offering to repay borrowings under its unsecured revolving credit facility and for general corporate purposes. A copy of the Company's press release announcing the pricing of the offering is furnished herewith as Exhibit 99.1.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits**

(d) Exhibit.

99.1 Press Release of Mack-Cali Realty Corporation dated February 15, 2011.

The information included in this Current Report on Form 8-K (including the exhibit hereto) is being furnished under Item 7.01, Regulation FD Disclosure and Item 9.01, Financial Statements and Exhibits of Form 8-K. As such, the information (including the exhibit) herein shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. This Current Report (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

Dated: February 15, 2011

By: */s/ MITCHELL E. HERSH*  
Mitchell E. Hersh  
President and Chief Executive Officer

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,  
its general partner

Dated: February 15, 2011

By: */s/ MITCHELL E. HERSH*  
Mitchell E. Hersh  
President and Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Mack-Cali Realty Corporation dated February 15, 2011.