

REALTY INCOME CORP  
Form 8-K  
April 10, 2015

**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: **April 6, 2015**  
(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.)

**11995 El Camino Real, San Diego, California 92130**

(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 April 6, 2015, Realty Income Corporation (the Company) entered into a purchase agreement with RBC Capital Markets, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters listed therein (the Underwriters), pursuant to which the Company agreed to issue and sell 5,500,000 shares of the Company's common stock, par value \$0.01 per share. The public offering price for the shares was \$50.51 per share.

The transaction closed on April 10, 2015. Total net proceeds of the offering (after deducting the underwriting discount and other estimated expenses) were approximately \$276.3 million. The Company expects to use the net proceeds from the offering to repay a portion of the borrowings under its \$1.5 billion acquisition credit facility, which were generally used to acquire properties.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Purchase Agreement, dated April 6, 2015, 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).
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**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: April 10, 2015

REALTY INCOME CORPORATION

By: /s/ MICHAEL R. PFEIFFER

Michael R. Pfeiffer  
Executive Vice President, General  
Counsel and Secretary

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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5.1	Opinion of Venable LLP.
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