

MACK CALI REALTY CORP
Form SC 13G/A
February 12, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.1) *

MACK CALI REALTY CORP

(Name of Issuer)

Common Stock

(Title of Class of Securities)

554489104

(CUSIP Number)

December 31, 2018

(Date Of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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SEC 1745 (3-06)

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1. NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

Morgan Stanley
I.R.S. # 36-3145972

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

5. SOLE VOTING POWER:
0

6. SHARED VOTING POWER:
4,511,526

7. SOLE DISPOSITIVE POWER:
0

8. SHARED DISPOSITIVE POWER:
5,794,257

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,794,257

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
6.4%

12. TYPE OF REPORTING PERSON:
HC, CO

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1. NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

Morgan Stanley Investment Management Inc.
I.R.S. # 13-3040307

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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(a) []

(b) []

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

5. SOLE VOTING POWER:
0

6. SHARED VOTING POWER:
4,511,526

7. SOLE DISPOSITIVE POWER:
0

8. SHARED DISPOSITIVE POWER:
5,794,257

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,794,257

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
6.4%

12. TYPE OF REPORTING PERSON:
IA, CO

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Item 1. (a) Name of Issuer:

MACK CALI REALTY CORP

(b) Address of Issuer's Principal Executive Offices:

HARBORSIDE 3
210 HUDSON ST., STE. 400
JERSEY CITY NJ 07311
United States

Item 2. (a) Name of Person Filing:

(1) Morgan Stanley
(2) Morgan Stanley Investment Management Inc.

(b) Address of Principal Business Office, or if None, Residence:

(1) 1585 Broadway New York, NY 10036
(2) 1585 Broadway New York, NY 10036

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(c) Citizenship:

- (1) Delaware.
- (2) Delaware.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

554489104

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Sections 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership as of December 31, 2018.*

(a) Amount beneficially owned:

See the response(s) to Item 9 on the attached cover page(s).

(b) Percent of Class:

See the response(s) to Item 11 on the attached cover page(s).

(c) Number of shares as to which such person has:

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- (i) Sole power to vote or to direct the vote:
See the response(s) to Item 5 on the attached cover page(s).
- (ii) Shared power to vote or to direct the vote:
See the response(s) to Item 6 on the attached cover page(s).
- (iii) Sole power to dispose or to direct the disposition of:
See the response(s) to Item 7 on the attached cover page(s).
- (iv) Shared power to dispose or to direct the disposition of:
See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

See Exhibit 99.2

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* In Accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by certain operating units (collectively, the "MS Reporting Units") of Morgan Stanley and its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Release.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: February 12, 2019

Signature: /s/ Claire Thomson

Name/Title: Claire Thomson/Authorized Signatory, Morgan Stanley

MORGAN STANLEY

Date: February 12, 2019

Signature: /s/ Timothy Knierim

Name/Title: Timothy Knierim/Authorized Signatory,
Morgan Stanley Investment Management Inc.

Morgan Stanley Investment Management Inc.

EXHIBIT NO.	EXHIBITS	PAGE
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99.2	Item 7 Information	8

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT NO. 99.1 TO SCHEDULE 13G
JOINT FILING AGREEMENT

February 12, 2019

MORGAN STANLEY and Morgan Stanley Investment Management Inc.

hereby agree that, unless differentiated, this

Schedule 13G is filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Claire Thomson

Claire Thomson/Authorized Signatory, Morgan Stanley

Morgan Stanley Investment Management Inc.

BY: /s/ Timothy Knierim

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Timothy Knierim/Authorized Signatory,
Morgan Stanley Investment Management Inc.

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT NO. 99.2

ITEM 7 INFORMATION

The securities being reported on by Morgan Stanley as a parent holding company are owned, or may be deemed to be beneficially owned, by Morgan Stanley Investment Management Inc., a wholly-owned subsidiary of Morgan Stanley.

ark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Item 4.01 Changes in Registrant's Certifying Accountant

(a) Decision Not to Re-Appoint KPMG LLP

On April 2, 2018, The St. Joe Company (the "Company") notified KPMG LLP ("KPMG") of its decision not to re-appoint KPMG as the Company's independent registered public accounting firm for the Company's 2018 fiscal year. The Company's decision not to re-appoint KPMG was approved by the Company's Audit Committee of the Board of Directors on March 30, 2018.

During the two fiscal years ended December 31, 2017, and the subsequent interim period through March 30, 2018, there were no: (1) disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements if not resolved to KPMG's satisfaction, would have caused KPMG to make reference in connection with KPMG's opinion to the subject matter of the disagreement, or (2) reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit reports of KPMG on the consolidated financial statements of the Company as of and for the fiscal years ended December 31, 2017 and 2016 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. The audit reports of KPMG on the effectiveness of internal control over financial reporting as of December 31, 2017 and 2016 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

The Company has provided KPMG with a copy of this Form 8-K prior to its filing with the Securities and Exchange Commission ("SEC"). The Company requested KPMG to furnish the Company with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of KPMG's letter, dated April 4, 2018, is attached hereto as Exhibit 16 to this Form 8-K.

(b) Engagement of Grant Thornton LLP

On March 30, 2018, the Audit Committee approved the engagement of Grant Thornton LLP, ("Grant Thornton,") as the independent registered public accounting firm to audit the Company's consolidated financial statements for the fiscal year ending December 31, 2018. The change will be effective upon Grant Thornton's completion of its standard client acceptance process and execution of an engagement letter. The Company did not, nor did anyone on its behalf, consult Grant Thornton, during the Company's two most recent fiscal years and any subsequent interim period prior to the Company's engagement of that firm regarding the application of accounting principles to a specified transaction (completed or proposed), the type of audit opinion that might be rendered on the Company's financial statements, any matter being the subject of disagreement or "reportable event" or any other matter as defined in Regulation S-K, Item 304 (a) (1) (iv) or (a) (1) (v).

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

The following is being furnished as an exhibit to this Current Report on Form 8-K:

(d) Exhibit 16 Letter dated April 4, 2018, from KPMG LLP to the Securities and Exchange Commission

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 hereunto duly authorized.

THE ST. JOE COMPANY

Dated: April 4, 2018 By: /s/ Marek Bakun
Marek Bakun
Chief Financial Officer