

REALTY INCOME CORP  
Form 8-K  
June 25, 2014

**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: **June 25, 2014**  
(Date of Earliest Event Reported)

**REALTY INCOME CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

**1-13374**

**33-0580106**

(State or Other Jurisdiction of  
Incorporation or Organization)

(Commission File Number)

(IRS Employer Identification No.)

Edgar Filing: REALTY INCOME CORP - Form 8-K  
**600 La Terraza Boulevard, Escondido, California 92025-3873**

(Address of principal executive offices)

**(760) 741-2111**

(Registrant's telephone number, including area code)

**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))

---

### Item 8.01 Other Events

On June 25, 2014, Realty Income Corporation (the Company) closed its offering of \$350,000,000 aggregate principal amount of its 3.875% Notes due 2024 pursuant to a purchase agreement dated June 18, 2014 entered into by and between the Company and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BNY Mellon Capital Markets, LLC, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

- 4.1 Indenture dated as of October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee (filed as exhibit 4.1 to the Company's Form 8-K, filed on October 28, 1998 and dated October 27, 1998 and incorporated herein by reference).
  - 4.2 Form of 3.875% Note due 2024.
  - 4.3 Officers' Certificate pursuant to Sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 3.875% Notes due 2024.
  - 5.1 Opinion of Venable LLP.
  - 5.2 Opinion of Latham & Watkins LLP.
  - 23.1 Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).
  - 23.2 Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 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: June 25, 2014

REALTY INCOME CORPORATION

By:

/s/ MICHAEL R. PFEIFFER  
Michael R. Pfeiffer

Executive Vice President, General Counsel  
and Secretary

---

**INDEX TO EXHIBITS**

Exhibit No. Description

- 4.1 Indenture dated as of October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee (filed as exhibit 4.1 to the Company's Form 8-K, filed on October 28, 1998 and dated October 27, 1998 and incorporated herein by reference).
- 4.2 Form of 3.875% Notes due 2024.
- 4.3 Officers' Certificate pursuant to Sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 3.875% Notes due 2024.
- 5.1 Opinion of Venable LLP.
- 5.2 Opinion of Latham & Watkins LLP.
- 23.1 Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).
- 23.2 Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).
-