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VORNADO REALTY TRUST

Form 8-K

November 21, 2001

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 (Date of earliest event reported):
November 16, 2001

VORNADO REALTY TRUST
(Exact Name of Registrant as Specified in Charter)

MARYLAND
(State or Other Jurisdiction of
Incorporation)

NO. 001-11954
(Commission
File Number)

NO. 22-1657560
(IRS Employer Identification No)

888 SEVENTH AVENUE
NEW YORK, NEW YORK
(Address of Principal Executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code: (212) 894-7000

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

Item 5. OTHER EVENTS.

On November 16, 2001, Vornado Realty Trust ("Vornado") and Vornado Realty L.P. entered into an Underwriting Agreement with Lehman Brothers Inc. relating to the issuance and sale of an aggregate of 8,500,000 common shares of beneficial interest, par value \$0.04 per share (the "Common Shares"), of Vornado for an aggregate purchase price of \$328,015,000. On November 19, 2001, Lehman Brothers Inc. exercised in full the option granted to it by Vornado to purchase up to 1,275,000 additional Common Shares solely to cover over-allotments. The aggregate purchase price for the 9,775,000 Common Shares is \$377,217,250. Expenses payable by Vornado in connection with the offering are expected to be

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approximately \$500,000. The issuance and sale closed on November 21, 2001.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following documents are filed as an Exhibit to this report:

- 1.1 Underwriting Agreement, dated November 16, 2001, among Vornado, Vornado Realty L.P. and Lehman Brothers Inc.
- 8.1 Tax Opinion of Sullivan & Cromwell.

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.

VORNADO REALTY TRUST
(Registrant)

By: /s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice
President - Finance and Administration,
Chief Financial Officer

Date: November 21, 2001

EXHIBIT INDEX

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