

KIMCO REALTY CORP  
Form 8-K  
October 19, 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 (Date of earliest event reported) October 19, 2015**

**KIMCO REALTY CORPORATION**

(Exact Name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation)

**1-10899**

(Commission File Number)

**13-2744380**

(IRS Employer  
Identification No.)

**3333 New Hyde Park Road  
Suite 100**

**New Hyde Park, NY**

(Address of Principal Executive  
Offices)

**11042**

(Zip Code)

**Registrant's telephone number, including area code: (516) 869-9000**

**Not Applicable**

**(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 1.01. Entry Into a Material Definitive Agreement.**

On October 19, 2015, Kimco Realty Corporation ( Kimco ) completed an underwritten public offering of \$500 million in aggregate principal amount of its 3.400% Notes due 2022 (the Notes ). The Notes are governed by the Indenture, dated as of September 1, 1993, as amended by the First Supplemental Indenture, dated as of August 4, 1994, the Second Supplemental Indenture, dated as of April 7, 1995, the Third Supplemental Indenture, dated as of June 2, 2006, the Fourth Supplemental Indenture, dated as of April 26, 2007, the Fifth Supplemental Indenture, dated as of September 24, 2009, the Sixth Supplemental Indenture, dated as of May 23, 2013, and the Seventh Supplemental Indenture, dated as of April 24, 2014, and as further amended or supplemented from time to time, between Kimco and The Bank of New York Mellon (as successor to IBJ Schroder Bank & Trust Company), as trustee. A copy of the form of Global Note for the 3.400% Notes due 2022 is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

4.1	Form of Global Note for 3.400% Notes due 2022
5.1(a)	Opinion of Latham & Watkins LLP, as to the legality of the 3.400% Notes due 2022, dated October 19, 2015
5.1(b)	Opinion of Venable LLP, as to the legality of the 3.400% Notes due 2022, dated October 19, 2015
23.1(a)	Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.1(a))
23.1(b)	Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1(b))

---

**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.

**KIMCO REALTY CORPORATION**

Date: October 19, 2015

By: /s/ Glenn G. Cohen  
Name: Glenn G. Cohen  
Title: Executive Vice President,  
Chief Financial Officer and  
Treasurer

---

**EXHIBIT INDEX**

**Exhibit No. Description**

- |         |  |
|---------|--|
| 4.1     | Form of Global Note for 3.400% Notes due 2022  |
| 5.1(a)  | Opinion of Latham & Watkins LLP, as to the legality of the 3.400% Notes due 2022, dated October 19, 2015 |
| 5.1(b)  | Opinion of Venable LLP, as to the legality of the 3.400% Notes due 2022, dated October 19, 2015          |
| 23.1(a) | Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.1(a))                       |
| 23.1(b) | Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1(b))                                |