

DDR CORP  
Form 8-K  
November 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 19, 2012

**DDR Corp.**

(Exact Name of Registrant as Specified in Charter)

**Ohio**  
(State or Other Jurisdiction  
of Incorporation)

**1-11690**  
(Commission  
File Number)

**34-1723097**  
(IRS Employer  
Identification No.)

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**3300 Enterprise Parkway, Beachwood, Ohio**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (216) 755-5500**

**44122**  
(Zip Code)

**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 (*see* General Instruction A.2. below):

- .. 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.**

DDR Corp. (the Company) is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-184221):

1. Underwriting Agreement Basic Provisions, dated November 19, 2012, by and among the Company and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., RBS Securities Inc., UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein;
2. Form of Fifteenth Supplemental Indenture by and between the Company and U.S. Bank National Association (as successor to U.S. Bank Trust National Association, as successor to National City Bank); and
3. Opinion of Jones Day.

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

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement Basic Provisions, dated November 19, 2012, by and among the Company and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., RBS Securities Inc., UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein
4.1	Form of Fifteenth Supplemental Indenture by and between the Company and U.S. Bank National Association (as successor to U.S. Bank Trust National Association, as successor to National City Bank)
5.1	Opinion of Jones Day
23.1	Consent of Jones Day (included in Exhibit 5.1)

**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.

**DDR CORP.**

By: /s/ David J. Oakes

David J. Oakes

Senior Executive Vice President and

Chief Financial Officer

Date: November 27, 2012

**EXHIBIT INDEX**

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