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

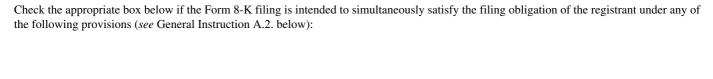
1-11690 (Commission **34-1723097** (IRS Employer

of Incorporation) File Number) Identification No.)

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)



- " 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

Exhibit Number 1.1	Description 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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