

SL GREEN REALTY CORP
Form 8-K
July 14, 2004

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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): **July 9, 2004**

SL GREEN REALTY CORP.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Maryland
(STATE OF INCORPORATION)

1-13199
(COMMISSION FILE NUMBER)

13-3956775
(IRS EMPLOYER ID. NUMBER)

420 Lexington Avenue, New York, New York 10170
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(212) 594-2700
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On July 9, 2004, SL Green Realty Corp. (the "Company") and SL Green Operating Partnership, L.P. (the "Operating Partnership") entered into an Underwriting Agreement with Wachovia Capital Markets, LLC in connection with an underwritten public offering (the "Offering") by the Company of 1,550,000 shares of 7.875% Series D Cumulative Redeemable Preferred Stock with a liquidation preference of \$25.00 per share, par value \$.01 per share. The net proceeds to the Company from the Offering are expected to be approximately \$37.3 million after deducting underwriting discounts and commissions and the Company's expenses.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c)

EXHIBITS

1.1

Underwriting Agreement, dated July 9, 2004, by and among SL Green Realty Corp., SL Green Operating Partnership, L.P. and Wachovia Capital Markets, LLC.

3.1

Amended and Restated Bylaws of the Company.

4.1

Articles Supplementary designating the Company's 7.875% Series D Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, par value \$.01 per share.

12.1

Calculation of Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

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 thereunto duly authorized.

SL GREEN REALTY CORP.

By: /s/ GREGORY F. HUGHES

Gregory F. Hughes
Chief Financial Officer

Date: July 14, 2004

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SIGNATURES