

FOREST CITY ENTERPRISES INC  
Form 8-K  
October 21, 2009

---

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 20, 2009

Forest City Enterprises, Inc.

(Exact name of registrant as specified in its charter)

Ohio

1-4372

34-0863886

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Terminal Tower, 50 Public Square, Suite 1100,  
Cleveland, Ohio

44113

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-621-6060

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))



**Top of the Form**

**Item 8.01 Other Events.**

On October 20, 2009, Forest City Enterprises, Inc. (the "Company") issued a press release to announce the pricing of its private offering of \$175 million principal amount of 5.00% Convertible Senior Notes due 2016 (the "Notes"). The Company has also granted the initial purchasers of the Notes a 13-day option to purchase up to an additional \$25 million aggregate principal amount of the Notes to cover overallocments, if any.

A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated into this Item 8.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. Description

99.1 Press Release of Forest City Enterprises, Inc. Dated October 20, 2009.

**Top of the Form**

**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.

Forest City Enterprises, Inc.

*October 20, 2009*

*By: /s/ Robert G. O'Brien*

---

*Name: Robert G. O'Brien*

*Title: Executive Vice President and Chief Financial Officer*

---

**Top of the Form**

Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release of Forest City Enterprises, Inc. Dated October 20, 2009. |