

FOREST CITY ENTERPRISES INC
Form 8-K
December 14, 2012

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): December 13, 2012

Forest City Enterprises, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Ohio (State or other jurisdiction of incorporation or organization) | 1-4372 (Commission File Number) | 34-0863886 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

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|---|---------------------|
| Terminal Tower, 50 Public Square Suite 1100, Cleveland, Ohio (Address of principal executive offices) | 44113 (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))

Item 1.01. Entry into a Material Definitive Agreement.

Exchange of Series A Cumulative Perpetual Convertible Preferred Stock for Class A Common Stock.

On December 13, 2012, Forest City Enterprises, Inc. (the "Company"), entered into separate, privately negotiated exchange agreements (the "Exchange Agreements") under which it will exchange \$75,724,050 in aggregate amount of liquidation preference, or 1,514,481 shares, of the Company's outstanding Series A Cumulative Perpetual Convertible Preferred Stock (the "Preferred Stock"). Under the Exchange Agreements, holders of the Preferred Stock will receive approximately 5,008,231 shares of the Company's Class A Common Stock, par value \$0.33 1/3 per share (the "Class A Common Stock"), a cash payment of \$5,188,099 for additional exchange consideration, including the dividend that would have been payable on March 15, 2013, and cash in lieu of fractional shares. The number of shares of Class A Common Stock to be issued in exchange for the Preferred Stock equals the number of shares into which the Preferred Stock would currently be convertible. The earliest date upon which the Company would have had the right to redeem the Preferred Stock is March 9, 2013. The Company will issue the Class A Common Stock in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended.

A copy of the basic form of the Exchange Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

A copy of the press release announcing the Company's exchange of its Preferred Stock for Class A Common Stock is "furnished" as Exhibit 99.1 to this Current Report on Form 8-K. The information in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act.

Item 3.02. Unregistered Sales of Equity Securities.

The information required by Item 3.02 is contained in Item 1.01 of this Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|--|
| 10.1 | — Form of Exchange Agreement |
| 99.1 | — Press release dated December 13, 2012 announcing the Company's exchange of its Series A Cumulative Perpetual Convertible Preferred Stock for Class A Common Stock. |

SIGNATURE

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.

Date: December 13, 2012

By: /s/ ROBERT G. O'BRIEN
Name: Robert G. O'Brien
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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