

FOREST CITY ENTERPRISES INC

Form 10-K/A

September 25, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 10-K/A**  
**Amendment No. 1**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2009

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-4372

FOREST CITY ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Ohio

34-0863886

(State or other jurisdiction of  
incorporation or organization)

(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

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock (\$.33 1/3 par value)	New York Stock Exchange
Class B Common Stock (\$.33 1/3 par value)	New York Stock Exchange
\$100,000,000 Aggregate Principal Amount of 7.375% Senior Notes Due 2034	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: None	
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.	

YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act: (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

The aggregate market value of the outstanding common equity held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter was \$1,894,505,746.

The number of shares of registrant's common stock outstanding on September 23, 2009 was 133,775,953 and 22,622,512 for Class A and Class B common stock, respectively.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the Annual Meeting of Shareholders held on June 5, 2009 are incorporated by reference into Part III of the Annual Report on Form 10-K for the fiscal year ended January 31, 2009.

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Part IV

Item 15. Exhibits and Financial Schedules

SIGNATURES

EXHIBITS FILED HEREWITH

EX-23

EX-31.1

EX-31.2

EX-32.1

EX-99.1

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**Table of Contents****Explanatory Paragraph**

On March 30, 2009, Forest City Enterprises, Inc. (the Company) filed, with the Securities and Exchange Commission (the SEC), the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2009 (the Report). As disclosed in the Report, the Company determined that as of January 31, 2009, Nets Sports and Entertainment, LLC (NSE), an equity method investment of the Company, met the conditions of a significant subsidiary under Rule 1-02(w) of Regulation S-X, and the audited financial statements of NSE required by Rule 3-09 of Regulation S-X would be filed with the amendment to the Report as permitted by SEC rules.

Amendment No. 1 to the Report is being filed solely to include the separate financial statements of NSE as provided in Exhibit 99.1 attached hereto. In addition, in connection with the filing of this Amendment No. 1 to the Report and pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the currently dated certifications of the principal executive officer and principal financial officer of the Company are attached as exhibits hereto.

Item 15 is the only portion of the Report being supplemented or amended by this Form 10-K/A. Except as described above, this Form 10-K/A does not amend, update or change the financial statements or any other items or disclosures contained in the Report and does not otherwise reflect events occurring after the original filing date of the Report. Accordingly, this Form 10-K/A should be read in conjunction with the Company's filings with the SEC subsequent to the filing of the Report.

**Part IV****Item 15. Exhibits and Financial Schedules**

Item 15 of the Report filed on March 30, 2009, is amended by the addition of the following exhibits:

**Exhibits**

<b>Exhibit Number</b>	<b>Description of Document</b>
23	Consent of PricewaterhouseCoopers LLP.
31.1	Principal Executive Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Principal Financial Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Nets Sports and Entertainment, LLC and Subsidiaries Consolidated Balance Sheets at June 30, 2009 and 2008, and Consolidated Statements of Operations, Consolidated Statements of Members' Equity (Deficit), and Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2009, 2008 and 2007, including the Notes thereto.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

FOREST CITY ENTERPRISES, INC.  
(Registrant)

Date: September 25, 2009

BY: /s/ Charles A. Ratner  
(Charles A. Ratner, President and Chief Executive Officer)

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