

Edgar Filing: SL GREEN REALTY CORP - Form S-8

SL GREEN REALTY CORP  
Form S-8  
June 06, 2002

As filed with the Securities and Exchange Commission on June 6, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

SL GREEN REALTY CORP.  
(Exact name of registrant as specified in its charter)

Maryland

13-3956775

(State or other jurisdiction of  
incorporation or organization)

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

420 Lexington Avenue  
New York, New York 10170  
(212) 594-2700

(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

SL Green Realty Corp. Amended 1997 Stock Option and Incentive Plan  
(Full title of the plan)

Stephen L. Green  
Chairman of the Board of Directors  
and Chief Executive Officer  
SL Green Realty Corp.  
420 Lexington Avenue  
New York, New York 10170  
(212) 594-2700

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:  
Edward F. Petrosky, Esq.  
James O'Connor, Esq.  
Sidley Austin Brown & Wood LLP  
875 Third Avenue  
New York, New York 10022

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per unit (3)	Proposed maximum aggregate offering price (3)
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Common Stock, par value			
\$.01 per share . . .	2,750,000 shares	\$35.92	\$98,780,000
	(1) (2)		

- =====
- (1) 2,975,000 shares of common stock have previously been registered with the Securities and Exchange Commission pursuant to effective registration statements on Form S-8. The amount of the registration fee is based on the amount of common stock to only those additional 2,750,000 shares of common stock being registered pursuant hereto.
  - (2) Plus such additional number of shares of common stock as may be required pursuant to the Amended 1997 Stock Option and Incentive Plan (i) with respect to which no additional consideration will be paid in the event of a dividend, reverse stock split, split up, recapitalization or capital adjustments and (ii) the amount of common stock issuable pursuant to dividend equivalent rights relating to stock options issued under the Amended 1997 Stock Option and Incentive Plan.
  - (3) Pursuant to Rule 457(c) and (h) under the Securities Act of 1933, this estimate is made solely on the basis of calculating the amount of the registration fee and is based on the average of the high and low closing prices of the common stock on the New York Stock Exchange on June 4, 2002.
  - (4) In accordance with Rule 457(h), the filing fee is based on the maximum number of the Registrant's shares of common stock issuable under the Plan that are covered by this Registration Statement.
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STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

This registration statement on Form S-8 registers additional securities of the same class as other securities of the Registrant for which registration statements, also filed on Form S-8 by the Registrant and relating to the Registrant's Amended 1997 Stock Option and Incentive Plan (the "Plan"), is effective. Accordingly, the contents of the Registrant's registration statements on Form S-8 (File Nos. 333-61555 and 333-87485), as filed with the Securities and Exchange Commission on August 14, 1998 and September 21, 1999, respectively, are hereby incorporated by reference. After giving effect to this filing, an aggregate of 5,725,000 shares of the Registrant's common stock have been registered for issuance pursuant to the Registrant's Plan.

ITEM 8. EXHIBITS

The exhibits listed in the Exhibit Index are filed herewith or incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York and State of New York, on the 6th day of June, 2002.

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SL GREEN REALTY CORP.

By: /s/ Stephen L. Green

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Stephen L. Green  
Chairman of the Board of Directors and  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen L. Green and Thomas E. Wirth, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement and to each registration statement amended hereby, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on the 6th day of June, 2002.

Signature -----	Title -----
/s/ Stephen L. Green ----- Stephen L. Green	Chairman of the Board of Directors and Chief Executive Officer
/s/ Marc Holliday ----- Marc Holliday	President and Director (Principal Executive Officer)
/s/ Michael W. Reid ----- Michael W. Reid	Chief Operating Officer
/s/ Thomas E. Wirth ----- Thomas E. Wirth	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ John H. Alschuler, Jr. ----- John H. Alschuler, Jr.	Director
/s/ Edwin Thomas Burton, III -----	

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Edwin Thomas Burton, III

Director

/s/ John S. Levy

-----  
John S. Levy

Director

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.1	Articles of Incorporation of the Company.(a)
4.2	Bylaws of the Company.(a)
4.3	SL Green Realty Corp. Amended 1997 Stock Option and Incentive Plan, amended as of March, 2002.
5	Opinion of Sidley Austin Brown & Wood LLP.
23.1	Consent of Sidley Austin Brown & Wood LLP (included as part of Exhibit 5).
23.2	Consent of Ernst & Young LLP.
24	Power of Attorney (included on the signature page of this registration statement).
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(a)	Previously filed on June 16, 1997 as an exhibit to registration statement on Form S-11 (No. 333-29329) and incorporated herein by reference.