

DUKE REALTY CORP  
Form 8-K  
October 25, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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 24, 2018**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**  
**(Exact name of registrant specified in its charter)**

**Duke Realty Corporation:**

**Indiana**  
**(State of**

**1-9044**  
**(Commission**

**35-1740409**  
**(IRS Employer**

<b>Formation)</b> <b>Duke Realty Limited Partnership:</b>	<b>File Number)</b>	<b>Identification No.)</b>
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<b>Indiana</b> <b>(State of</b> <b>Formation)</b>	<b>0-20625</b> <b>(Commission</b> <b>File Number)</b> <b>600 East 96th Street</b>  <b>Suite 100</b>  <b>Indianapolis, IN 46240</b>	<b>35-1898425</b> <b>(IRS Employer</b> <b>Identification No.)</b>
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**(Address of principal executive offices, zip code)**

**Registrant s telephone number, including area code: (317) 808-6000**

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 2.02. Results of Operations and Financial Condition.**

On October 24, 2018, Duke Realty Corporation, an Indiana corporation (the Company), the sole general partner of Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership), issued a press release (the Press Release) announcing its results of operations and financial condition for the quarter ended September 30, 2018. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated into this Item 2.02 by this reference.

The information contained in this Item 2.02, including the related information set forth in the Press Release attached hereto and incorporated by reference herein, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 24, 2018, the Company, as general partner of the Operating Partnership, executed the Fifth Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of the Operating Partnership (the Limited Partnership Agreement Amendment), which amended the Fifth Amended and Restated Agreement of Limited Partnership of the Operating Partnership (the Limited Partnership Agreement). The effective date of the Limited Partnership Agreement Amendment was October 24, 2018, and the purpose of the Limited Partnership Agreement Amendment was to conform the Limited Partnership Agreement with the centralized partnership audit rules enacted by the Bipartisan Budget Act of 2015 (Pub. L. No. 114-74, §1101), as amended, that generally apply to audits of partnership taxable years beginning on or after January 1, 2018.

The foregoing summary is qualified in its entirety by reference to the Limited Partnership Agreement Amendment, which is attached hereto as Exhibit 3.1 and incorporated by reference in this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit**

Number	Description
3.1	<u>Fifth Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of Duke Realty Limited Partnership, dated October 24, 2018.</u>
99.1	<u>Duke Realty Corporation press release dated October 24, 2018, with respect to its financial results for the quarter ended September 30, 2018.*</u>

\* The Press Release attached hereto as Exhibit 99.1 is furnished and not filed, as described in Item 2.02 of this Current Report on Form 8-K.

**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.

**DUKE REALTY CORPORATION**

By: /s/ Ann C. Dee  
Ann C. Dee

Executive Vice President, General  
Counsel and Corporate Secretary

**DUKE REALTY LIMITED  
PARTNERSHIP**

By: Duke Realty Corporation, its general  
partner

By: /s/ Ann C. Dee  
Ann C. Dee

Executive Vice President, General  
Counsel and Corporate Secretary

Dated: October 25, 2018