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RECKSON ASSOCIATES REALTY CORP  
Form 8-K  
March 12, 2004

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: March 9, 2004

RECKSON ASSOCIATES REALTY CORP.  
and  
RECKSON OPERATING PARTNERSHIP, L.P.  
(Exact name of each Registrant as specified in its Charter)

Reckson Associates Realty Corp. - Maryland  
Reckson Operating Partnership, L.P. - Delaware  
(State or other jurisdiction of incorporation or organization)

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Reckson Operatin  
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(IRS Emplo

225 Broadhollow Road  
Melville, New York  
(Address of principal executive offices)

(Zi

1-13762  
(Commission File Number)

(631) 694-6900  
(Registrant's telephone number, including area code)

Item 5. Other Events and Required FD Disclosure.

On March 9, 2004, Reckson Associates Realty Corp. (the "Company") entered into an underwriting agreement among the Company, Reckson Operating Partnership, L.P. and Citigroup Global Markets Inc. (the "Underwriter"), as such Underwriting Agreement is incorporated by reference into the Terms Agreement, dated March 9, 2004 (collectively, the "Underwriting Agreement"), between the Company and the Underwriter, in connection with the public

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offering of 5.5 million shares of Class A common stock. Pursuant to the Underwriting Agreement, the Underwriter has been granted a 30-day over-allotment option to purchase up to an additional 825,000 shares. The Underwriter is offering the shares to the public at \$27.35 per share.

Net proceeds will be used to repay \$100 million of the Company's 7.4% senior unsecured notes at maturity on March 15, 2004, repay borrowings under the Company's revolving credit facility and for general corporate purposes. The closing of the offering of shares is subject to customary closing conditions.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(b) Exhibits

- 1.1 Underwriting Agreement, dated March 9, 2004, among the Company, Reckson Operating Partnership, L.P. and Citigroup Global Markets Inc.
- 1.2 Terms Agreement, dated March 9, 2004, between the Company and Citigroup Global Markets Inc.
- 5 Opinion of Venable LLP as to the legality of the issuance of the shares of Class A common stock.
- 23.1 Consent of Solomon and Weinberg LLP.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RECKSON ASSOCIATES REALTY CORP.

By: /s/ Michael Maturo

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Michael Maturo  
Executive Vice President  
and Chief Financial Officer

RECKSON OPERATING PARTNERSHIP, L.P.

By: Reckson Associates Realty Corp.,  
its General Partner

By: /s/ Michael Maturo

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Michael Maturo

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Executive Vice President  
and Chief Financial Officer

Date: March 12, 2004