

ISTAR FINANCIAL INC
Form 8-A12B
February 27, 2004

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

iSTAR FINANCIAL INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State of Incorporation or Organization)

95-6881527

(I.R.S. Employer Identification Number)

1114 Avenue of the Americas

(Address of Principal Executive Offices)

10036

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-109599**

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

Title of Each Class to be so Registered

Name of Each Exchange on Which Each Class is
to be Registered

**Series I Cumulative Redeemable
Preferred Stock, par value \$.001
per share**

The New York Stock Exchange

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

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information required by this Item 1 is set forth under the caption "Description of the Series I Preferred Stock" in the Registrant's prospectus supplement dated February 25, 2004 which will be filed under Rule 424(b) and under the caption "Description of Common Stock and Preferred Stock" in the Registrant's prospectus dated December 16, 2003, as filed with the Commission on December 18, 2003 under Rule 424(b)(5) as a form of prospectus used after the effectiveness of the Registrant's registration statement on Form S-3 (Registration No. 333-109599), covering the offer and sale of shares of the class of securities to be registered hereby, which descriptions are incorporated herein by reference.

ITEM 2. EXHIBITS.

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ISTAR FINANCIAL INC.

Date: February 26, 2004

By: /s/ JAY SUGARMAN

Jay Sugarman
Chairman and Chief Executive Officer

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EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| 3.1 | Amended and Restated Charter of the Company (including the Articles Supplementary for the Series A, B, C, D, E, F and G Preferred Stock), incorporated herein by reference to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2000 and filed on May 15, 2000. |
| 3.2 | Form of Articles Supplementary designating the Company's 7.50% Series I Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, par value \$.001 per share. |
| 4 | Specimen certificate representing the Series I Cumulative Redeemable Preferred Stock. |

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

SIGNATURES

EXHIBIT INDEX