

ISTAR FINANCIAL INC  
Form 8-K  
December 20, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **December 14, 2005**

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**iStar Financial Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**1-15371**  
(Commission File  
Number)

**95-6881527**  
(IRS Employer  
Identification Number)

**1114 Avenue of the Americas, 27<sup>th</sup> Floor**  
**New York, New York**  
(Address of principal executive offices)

**10036**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 930-9400**

**N/A**

(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 Other Events.**

On December 7, 2005, we entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC, as representatives of the several underwriters named in the Underwriting Agreement in connection with our public offering of \$250,000,000 5.80% Senior Notes due 2011 and the \$225,000,000 Senior Floating Rate Notes due 2009 (collectively, the Notes). The Notes were issued pursuant to an Indenture, dated as of February 5, 2001 between the Company and US Bank Trust National Association, as Trustee (the Trustee), as supplemented by the Ninth Supplemental Indenture and the Tenth Supplemental Indenture, dated as of December 14, 2005, by and between the Company and the Trustee.

**ITEM 9.01 Financial Statements and Exhibits.**

- 4.1 Form of 5.80% Senior Notes due 2011.
- 4.2 Form of Senior Floating Rate Note due 2009.
- 4.3 Ninth Supplemental Indenture dated December 14, 2005, by and between the Company and the Trustee.
- 4.4 Tenth Supplemental Indenture dated December 14, 2005, by and between the Company and the Trustee.
- 5.1 Opinion of Clifford Chance US LLP regarding the legality of the Notes.
- 23.1 Consent of Clifford Chance US LLP (included in its opinion filed as Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

iSTAR FINANCIAL INC.

Date: December 19, 2005

By: /s/ Jay Sugarman  
Jay Sugarman  
Chairman and Chief Executive Officer

Date: December 19, 2005

By: /s/ Catherine D. Rice  
Catherine D. Rice  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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4.4	Tenth Supplemental Indenture dated December 14, 2005, by and between the Company and the Trustee.
5.1	Opinion of Clifford Chance US LLP regarding the legality of the Notes.
23.1	Consent of Clifford Chance US LLP (included in its opinion filed as Exhibit 5.1)