

CAPITAL AUTOMOTIVE REIT

Form 8-K

February 06, 2004

**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): February 4, 2004

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**CAPITAL AUTOMOTIVE REIT**  
**(Exact name of registrant as specified in its charter)**

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<b>Maryland</b> (State or other jurisdiction of incorporation)	<b>000-23733</b> (Commission file number)	<b>54-1870224</b> (I.R.S. Employer Identification Number)
<b>8270 Greensboro Drive, Suite 950</b> <b>McLean, Virginia 22102</b> <b>(703) 288-3075</b>		

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

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**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.**

(c) Exhibits

The exhibits listed in the following index and in the separate Exhibit Index contained in this Form 8-K relate to the Registration Statement on Form S-3 (No. 333-106445) of the registrant and are filed as part of this Form 8-K for incorporation by reference into such Registration Statement.

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated as of February 4, 2004, among Capital Automotive REIT (the Company), Capital Automotive L.P. and Credit Suisse First Boston LLC, as representative of the several underwriters named therein (filed herewith)
5.1	Opinion of Shaw Pittman LLP as to the legality of the securities being registered by the registrant (filed herewith)
8.1	Opinion of Shaw Pittman LLP regarding certain material tax issues relating to the registrant (filed herewith)
23.1	Consent of Shaw Pittman LLP to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1)
23.2	Consent of Shaw Pittman LLP to the filing of Exhibit 8.1 herewith (included in its opinion filed as Exhibit 8.1)

**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 hereunto duly authorized.

CAPITAL AUTOMOTIVE REIT

By: /s/ Thomas D. Eckert

Name: \_\_\_\_\_

Title: Thomas D. Eckert

President and Chief Executive Officer

Dated: February 6, 2004

EXHIBIT INDEX

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