

DUKE REALTY CORP  
Form 8-K  
November 26, 2013

**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): November 25, 2013**

**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>File Number)</b>	<b>Identification No.)</b>
<b>Duke Realty Limited Partnership:</b>		

<b>Indiana</b>	<b>0-20625</b>	<b>35-1898425</b>
<b>(State of</b>	<b>(Commission</b>	<b>(IRS Employer</b>

<b>Formation)</b>	<b>File Number)</b>	<b>Identification No.)</b>
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**600 East 96th Street**

**Suite 100**

**Indianapolis, IN 46240**

**(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))

**Item 1.01. Entry Into a Material Definitive Agreement.**

On November 25, 2013, Duke Realty Corporation, an Indiana corporation (the **Company**), and Duke Realty Limited Partnership, an Indiana limited partnership (the **Operating Partnership**) of which the Company is the sole General Partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of January 10, 2013, attached as Annex A thereto and made a part thereof, the **Terms Agreement**) with each of J.P. Morgan Securities LLC, RBC Capital Markets, LLC and Wells Fargo Securities, LLC, on behalf of the underwriters named therein (the **Underwriters**), pursuant to which the Underwriters agreed to purchase from the Operating Partnership \$250 million aggregate principal amount of the Operating Partnership's 3.875% Senior Notes Due 2021 (the **Notes**). The issuance and sale of the Notes is expected to occur on December 3, 2013, subject to customary closing conditions. The Operating Partnership intends to use the net proceeds from the issuance and sale of the Notes, together with cash on hand, to redeem all \$250 million outstanding aggregate principal amount of its 5.40% Senior Notes due August 15, 2014 at a redemption price equal to the principal amount of the notes being redeemed plus accrued interest thereon to the redemption date plus the make-whole amount.

The Notes were registered with the Securities and Exchange Commission (the **Commission**) pursuant to the Operating Partnership's automatic shelf registration statement on Form S-3 (File No. 333-181030-01) (as the same may be amended or supplemented, the **Registration Statement**), under the Securities Act of 1933, as amended (the **Securities Act**). The material terms of the Notes are described in the Operating Partnership's final prospectus supplement, as filed with the Commission on November 26, 2013 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Notes and supplements the Operating Partnership's prospectus, as filed with the Commission on April 30, 2012, contained in the Registration Statement.

A copy of the Terms Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this **Report**), and the information in the Terms Agreement is incorporated into this Item 1.01 by this reference. The above description of the Terms Agreement is qualified in its entirety by reference to the Terms Agreement.

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

The following exhibit is filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibit to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company and the Operating Partnership are incorporating by reference the exhibit to this Report to cause it to be incorporated by reference into the Registration Statement as an exhibit thereto. By filing this Report and the exhibit hereto, however, neither the Company nor the Operating Partnership believe that any of the information set forth herein or in the exhibit hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(iii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

**Exhibit  
Number**

**Description**

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|-----|---|
| 1.1 | Terms Agreement, dated as of November 25, 2013 (including the related Underwriting Agreement, dated as of January 10, 2013, attached as Annex A thereto and made part thereof), by and among the Company, the Operating Partnership and the Underwriters. |
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**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

Date: November 26, 2013