

VORNADO REALTY TRUST  
Form 8-K  
April 23, 2012

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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):

**April 23, 2012**

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VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Charter)

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**Maryland**  
(State or Other Jurisdiction

**No. 001-11954**  
(Commission File Number)

**No. 22-1657560**  
(IRS Employer

of Incorporation)

Identification No.)

**VORNADO REALTY L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**No. 001-34482**  
(Commission  
File Number)

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**No. 13-3925979**  
(IRS Employer  
Identification No.)

**888 Seventh Avenue**

**New York, New York** **10019**  
(Address of Principal Executive offices) (Zip Code)

**Registrant's telephone number, including area code: (212) 894-7000**

**Former name or former address, if changed since last report: N/A**

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 Instructions A.2.):

- 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))
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**Item 2.02. Results of Operations and Financial Condition.**

On April 23, 2012, Vornado Realty Trust (“Vornado”) issued a press release stating that it has recorded its 32.7% share of Toys “R” Us, Inc.’s (“Toys”) fourth quarter financial results in its first quarter ended March 31, 2012. A copy of that press release is attached as Exhibit 99.1 hereto and incorporated into this Item 2.02 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information included or incorporated in this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall such information and exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 8.01 Other Events.**

On April 23, 2012, Vornado reported that it has recorded net income attributable to Toys of \$116,471,000 in its first quarter 2012 results, comprised of its 32.7% share of Toys’ net income for Toys’ fourth quarter of \$114,184,000 and management fees from Toys, net, of \$2,287,000.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.**

(d) Exhibit.

99.1 Press Release, dated April 23, 2012.

SIGNATURE

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.

VORNADO REALTY TRUST  
(Registrant)

By: /s/ Joseph Macnow  
Name: Joseph Macnow  
Title: Executive Vice President  
  
- Finance and Administration and  
  
Chief Financial Officer

Date: April 23, 2012

SIGNATURE

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.

VORNADO REALTY L.P.  
(Registrant)

By: VORNADO REALTY TRUST,  
Sole General Partner

By: /s/ Joseph Macnow  
Name: Joseph Macnow  
Title: Executive Vice President  
- Finance and Administration and  
Chief Financial Officer

Date: April 23, 2012