

REALTY INCOME CORP
Form 8-K
February 22, 2019

United States
Securities and Exchange Commission
Washington, D.C. 20549

Form 8-K
Current Report

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report: **February 22, 2019**
(Date of Earliest Event Reported)

REALTY INCOME CORPORATION

(Exact name of registrant as specified in its charter)

Maryland

(State or Other Jurisdiction of
Incorporation or Organization)

1-13374

(Commission File Number)

33-0580106

(IRS Employer Identification No.)

11995 El Camino Real, San Diego, California 92130

(Address of principal executive offices)

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(858) 284-5000

(Registrant's telephone number, including area code)

N/A

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

United States Federal Income Tax Considerations

The discussion under the heading "United States Federal Income Tax Considerations" in Exhibit 99.1 hereto supersedes and replaces in its entirety the discussion under the heading "United States Federal Income Tax Considerations" in the prospectus dated November 5, 2018, which is a part of Realty Income Corporation's (the "Company") Registration Statement on Form S-3 (File No. 333-228157) filed with the Securities and Exchange Commission (the "SEC") on November 5, 2018 and which is also attached to each of three prospectus supplements dated November 5, 2018 filed by the Company with the SEC on November 5, 2018 pursuant to Rule 424(b) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 United States Federal Income Tax Considerations

INDEX TO EXHIBITS

Exhibit No.

Description

99.1 United States Federal Income Tax Considerations

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.

Dated: February 22, 2019 6

REALTY INCOME CORPORATION

By: /s/ MICHAEL R. PFEIFFER

Michael R. Pfeiffer

Executive Vice President, Chief
Administrative Officer, General Counsel and
Secretary
