

LEXINGTON REALTY TRUST
Form S-3/A
September 01, 2009

As filed with the Securities and Exchange Commission on September 1, 2009

Registration No. 333-157860

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PRE-EFFECTIVE
AMENDMENT NO. 1 TO

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

LEXINGTON REALTY TRUST
(Exact name of Company as specified in its charter)

Maryland
(State of Organization)

13-3717318
(I.R.S. Employer Identification No.)

One Penn Plaza, Suite 4015
New York, NY 10019
(212) 692-7000

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

T. Wilson Eglin
President and Chief Executive Officer
One Penn Plaza, Suite 4015
New York, NY 10119-4015
(212) 692-7200

(Name, address, including zip code, and telephone number, including area code, of agent for service):

Copies to:

Mark Schonberger, Esq.
Paul, Hastings, Janofsky & Walker LLP
75 East 55th Street
New York, NY 10022
(212) 318-6000

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after the Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. o

If this form is a registration statement pursuant to General Instruction I.D or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

CALCULATION OF REGISTRATION FEE

of Each Class of ies to be Registered y Offering:	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (3)	Amount of Regis Fee(3)
of beneficial classified as n stock, par value per share	5,589,364	\$4.815	\$26,912,787.66	\$1,502
ary Offering: of beneficial classified as n stock, par value per share	20,433,692	\$4.815	\$98,388,226.98	\$5,490
	26,023,056		\$125,301,014.64	\$6,992

(1) Estimated pursuant to Rule 457(c) under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low reported sale prices of the Common Shares on The New York Stock Exchange on August 31, 2009.

(2) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers such number of additional securities as may be issued to prevent dilution from stock splits, stock dividends or similar transactions.

(3) The total filing fee is being paid by the registrant as follows: (i) \$114 represents the application, in accordance with Rule 415(a)(6) under the Securities Act, of the portion of the filing fee previously paid that relates to the 424,540 unsold securities from its Registration Statement on Form S-3 (No. 333-131347) filed with the Commission under its former name Lexington Corporate Properties Trust, on January 27, 2006; (ii) \$112 represents the application, in accordance with Rule 415(a)(6) under the Securities Act, of the portion of the filing fee previously paid that relates to 416,230 unsold securities from its Registration Statement on Form S-3 (No. 333-138774) filed with the Commission under its former name Lexington Corporate Properties Trust, on November 16, 2006; (iii) \$2,192 represents the application, in accordance with Rule 415(a)(6) under the Securities Act, of the portion of the filing fee previously paid that relates to the 8,158,593 unsold securities from its Registration Statement on Form S-3 (No. 333-140073) filed with the Commission on January 18, 2007; (iv) \$20

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represents the application, in accordance with Rule 415(a)(6) under the Securities Act, of the portion of the filing fee previously paid that relates to 75,733 unsold securities from its Registration Statement on Form S-3 (No. 333-151321) filed with the Commission, on May 16, 2008; (v) \$2,149 represents the application, in accordance with Rule 415(a)(6) under the Securities Act, of the portion of the filing fee previously paid that relates to the 8,000,000 unsold securities from its Registration Statement on Form S-3 (No. 333-155586) filed with the Commission, on November 21, 2008; and (vi) \$2,405 is being paid herewith in connection with the additional 8,947,960 securities registered hereby.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant will file a further amendment which specifically states that this Registration Statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement will become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information contained in this prospectus is not complete and may be changed. We may not sell these securities offered by this prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any state where an offer or solicitation is not permitted.

PRELIMINARY — SUBJECT TO COMPLETION — DATED SEPTEMBER 1, 2009

PROSPECTUS

Lexington Realty Trust

26,023,056 Common Shares of Beneficial Interest

We are Lexington Realty Trust, a self-managed and self-administered real estate investment trust, or REIT, that acquires, owns and manages a geographically diversified portfolio of net leased office, industrial and retail properties. Our executive offices are located at One Penn Plaza, Suite 4015, New York, New York 10119-4015, and our telephone number is (212) 692-7200.

Issuance of Common Shares upon Redemption of OP units

We may issue up to 4,100,928 shares of beneficial interest classified as common stock, par value \$0.0001 per share, which we refer to as our Common Shares, in exchange for the redemption of 3,762,320 units of limited partnership, which we refer to as OP units, issued by one of our operating partnership subsidiaries, Lepercq Corporate Income Fund L.P., which we refer to as LCIF.

We may also issue up to 1,439,541 of our Common Shares in exchange for the redemption of 1,320,679 OP units of another one of our operating partnership subsidiaries, Lepercq Corporate Income Fund II, L.P., which we refer to as LCIF II.

We may further issue up to 48,895 of our Common Shares in exchange for the redemption of 44,858 OP units of another one of our operating partnership subsidiaries, Net 3 Acquisition L.P., which we refer to as Net 3. We refer to OP units of LCIF as LCIF units and OP units of Net 3 as Net 3 units.

See page 2 of this prospectus for a description of the issuance and redemption dates of the OP units.

Offering by Selling Shareholders

This prospectus also relates to the proposed resale from time to time of up to 20,433,692 of our Common Shares by certain holders identified in this prospectus under “Selling Shareholders”. Such Common Shares may be offered for resale from time to time in one or more transactions at prevailing prices on the New York Stock Exchange, as described in more detail in this prospectus. See “Plan of Distribution.”

We will not receive proceeds from any issuance of Common Shares in exchange for OP units but will acquire the OP units submitted for redemption. We are not being assisted by any underwriter in connection with any issuance of Common Shares in exchange for OP units.

We are registering the offerings covered by this prospectus in order to permit the recipient thereof to sell such shares generally without restriction, in the open market or otherwise. However, the registration of such Common Shares does not necessarily mean that any of the OP units will be submitted for redemption or that any of the Common Shares to

be issued upon such redemption will be offered or sold by the recipient thereof.

To ensure that we maintain our qualification as a real estate investment trust, or “REIT,” under the applicable provisions of the Internal Revenue Code of 1986, as amended, ownership of our equity securities by any person is subject to certain limitations. See “Certain Provisions of Maryland Law and of our Declaration of Trust and Bylaws—Restrictions Relating to REIT Status.”

Our Common Shares trade on the New York Stock Exchange under the symbol “LXP.” On Aug. 31, 2009, the last reported sale price of our Common Shares, as reported on the New York Stock Exchange, was \$4.66 per share.

Investing in our Common Shares involves risks. See “Risk Factors” referred to on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is

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You should rely only on the information contained in this prospectus or incorporated by reference herein. We have not authorized anyone to provide you with information or make any representation that is different. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates, and this prospectus does not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make such an offer or solicitation. You should not assume that the

information contained in this prospectus is correct on any date after the date of the prospectus, even though this prospectus is delivered or Common Shares are sold pursuant to the prospectus at a later date. Since the date of the prospectus contained in this Registration Statement, our business, financial condition, results of operations and prospects may have changed.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the Commission. This prospectus and any accompanying prospectus supplement do not contain all of the information included in the registration statement. For further information, we refer you to the registration statement and any amendments to such registration statement, including its exhibits. Statements contained in this prospectus and any accompanying prospectus supplement about the provisions or contents of any agreement or other document are not necessarily complete. If the Commission's rules and regulations require that an agreement or document be filed as an exhibit to the registration statement, please see that agreement or document for a complete description of these matters.

You should read both this prospectus and any prospectus supplement together with additional information described below under the heading "Where You Can Find More Information." Information incorporated by reference with the Commission after the date of this prospectus, or information included in any prospectus supplement or an amendment to the registration statement of which this prospectus forms a part, may add, update or change information in this prospectus or any prospectus supplement. If information in these subsequent filings, prospectus supplements or amendments is inconsistent with this prospectus or any prospectus supplement, the information incorporated by reference or included in the subsequent prospectus supplement or amendment will supersede the information in this prospectus or any earlier prospectus supplement. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of each document.

All references to the "Company," "we," "us" and "LXP" in this prospectus means Lexington Realty Trust and all entities owned or controlled by us except where it is clear that the term means only the parent company. The term "you" refers to a prospective investor.

FORWARD-LOOKING STATEMENTS

This prospectus and the information incorporated by reference in this prospectus include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the "Securities Act," and Section 21E of the Securities Exchange Act of 1934, as amended, or the "Exchange Act," and as such may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," or the negative of these words or other similar words or terms. Factors which could have a material adverse effect on our operations and future prospects include, but are not limited to:

- changes in general business and economic conditions;
 - competition;
 - increases in real estate construction costs;
 - changes in interest rates;
- changes in accessibility of debt and equity capital markets; and
- the other risk factors set forth in our Annual Report on Form 10-K filed on March 2, 2009 and the other documents incorporated by reference in this prospectus, including without limitation any updated risks included in our subsequent periodic reports.

These risks and uncertainties should be considered in evaluating any forward-looking statements contained or incorporated by reference in this prospectus. We caution you that any forward-looking statement reflects only our belief at the time the statement is made. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee our future results, levels of activity, performance or achievements. Except as required by law, we undertake no obligation to update any of the forward-looking statements to reflect events or developments after the date of this prospectus.

SUMMARY

The information below is only a summary of the information included elsewhere in this prospectus and the documents incorporated herein by reference. This summary does not contain all the information that may be important to you or that you should consider before investing in our Common Shares. As a result, you should carefully read this entire prospectus, as well as the information incorporated herein by reference.

We are a self-managed and self-administered real estate investment trust, or a REIT, formed under the laws of the State of Maryland. Our primary business is the acquisition, ownership and management of a geographically diverse portfolio of net leased office and industrial properties. Substantially all of our properties are subject to triple net leases, which are generally characterized as leases in which the tenant bears all or substantially all of the costs and cost increases for real estate taxes, utilities, insurance and ordinary repairs and maintenance.

We elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended, or the "Code," commencing with our taxable year ended December 31, 1993. If we qualify for taxation as a REIT, we generally will not be subject to federal corporate income taxes on our net income that is currently distributed to shareholders.

Our principal executive offices are located at One Penn Plaza, Suite 4015, New York, New York 10119-4015 and our telephone number is (212) 692-7200.

SECURITIES THAT MAY BE OFFERED

This prospectus relates to and covers two separate offerings.

We are registering the offerings covered by this prospectus in order to permit the holders to sell such shares generally without restriction in the open market or otherwise, but the registration of such offerings does not necessarily mean that any of such OP units which may be redeemed in exchange for our Common Shares will be tendered for redemption or that any of such shares will be offered or sold by the holders thereof. We will not receive any proceeds from the issuance of our Common Shares or the resale of our Common Shares covered by this prospectus but will acquire the OP units submitted for redemption.

Issuance of Common Shares Upon Redemption of OP Units

We may issue up to 4,100,928 of our Common Shares, if and to the extent that certain holders elect to tender up to 3,762,320 LCIF units for redemption, we may also issue up to 1,439,541 of our Common Shares, if and to the extent that certain holders elect to tender up to 1,320,679 LCIF II units for redemption and we may further issue up to 48,895 of our Common Shares, if and to the extent that a certain holder elects to tender up to 44,858 Net 3 units for redemption.

The following chart illustrates the redemption dates and the frequency of redemption of the OP units covered by this prospectus:

Limited Partner Designation	Number of OP units	OP unit Issuance Date	Redemption Date	Redemption Frequency	Number of Common Shares to be Issued
LCIF units					
	105,555	October 13, 1993	October 13, 1993	Anytime thereafter	115,055

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Special Limited Partners					
Barn giant Livingston	11,542	August 1, 1995	March 1, 2004	Each March 1st thereafter	12,581
Barnhale Modesto	21,609	August 1, 1995	February 1, 2006	Each February 1st thereafter	23,554
Barnes Rockshire	18,368	August 1, 1995	March 1, 2005	Each March 1st thereafter	20,021