

VORNADO REALTY TRUST
Form 8-K/A
March 18, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
January 1, 2002

VORNADO REALTY TRUST
(Exact Name of Registrant as Specified in Its Charter)

MARYLAND (State or Other Jurisdiction of Incorporation)	1-11954 (Commission File Number)	22-1657560 (IRS Employer Identification No.)
Vornado Realty Trust 888 7th Avenue, New York, New York 10019 (Address of Principal Executive Offices)		

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

N/A
(Former Name or Former Address, if Changed Since Last Report)

**Item 7. Financial Statements, Pro Forma Financial
Information and Exhibits.**

(a)-(b) Financial Statements and Pro Forma Financial
Information.

Reference is made to the Current Report on Form 8-K filed by Vornado Realty Trust, a Maryland real estate investment trust, with the Securities and Exchange Commission on January 16, 2002 in connection with the consummation of the merger between a wholly-owned subsidiary of Vornado Realty L.P., a Delaware limited partnership and a 79% owned subsidiary of Vornado Realty Trust, through which Vornado Realty Trust conducts its business, and Charles E. Smith Commercial Realty L.P., a Delaware limited partnership. Attached hereto as Exhibits 99.1 and 99.2 and incorporated by reference herein are the required audited financial statements and pro forma financial information, respectively.

(c) Exhibits.

The following documents are filed as exhibits to this report:

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- 3.1 Eighteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of January 1, 2002.
- 10.1 Registration Rights Agreement, dated January 1, 2002, between Vornado Realty Trust and the holders of the Units listed on Schedule A thereto.
- 10.2 Registration Rights Agreement, dated January 1, 2002, between Vornado Realty Trust and the holders of the Units listed on Schedule A thereto.
- 10.3 Tax Reporting and Protection Agreement, dated as of December 31, 2001, by and among Vornado Realty Trust, Vornado Realty L.P., Charles E. Smith Commercial Realty L.P. and Charles E. Smith Commercial Realty L.L.C.
- 23.1 Report of Independent Public Accountants

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- 99.1 Charles E. Smith Commercial Realty L.P. - Consolidated Financial Statements as of and for the Year Ended December 31, 2001, together with the report of Arthur Andersen LLP.
- 99.2 Vornado Realty Trust - Unaudited Pro Forma Consolidated Financial Statements as of and for the Year Ended December 31, 2001.

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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,
Chief Financial Officer

Date: March 18, 2002

Exhibit Index

3.1

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Eighteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of January 1, 2002.

- 10.1 Registration Rights Agreement, dated January 1, 2002, between Vornado Realty Trust and the holders of the Units listed on Schedule A thereto.
- 10.2 Registration Rights Agreement, dated January 1, 2002, between Vornado Realty Trust and the holders of the Units listed on Schedule A thereto.
- 10.3 Tax Reporting and Protection Agreement, dated as of December 31, 2001, by and among Vornado Realty Trust, Vornado Realty L.P., Charles E. Smith Commercial Realty L.P. and Charles E. Smith Commercial Realty L.L.C.
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- 99.1 Charles E. Smith Commercial Realty L.P. - Consolidated Financial Statements as of and for the Year Ended December 31, 2001, together with the report of Arthur Andersen LLP.
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