

LEXINGTON REALTY TRUST  
Form SC 13D/A  
March 04, 2019  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Lexington Realty Trust

(Name of Issuer)

Common Shares of Beneficial Interest, par value \$0.0001 per share

(Title of Class of Securities)

529043101  
(CUSIP Number)

Joseph Macnow  
Executive Vice President - Finance and Chief Administrative Officer  
Vornado Realty Trust  
888 Seventh Avenue  
New York, New York 10019  
(212) 894-7000

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

With a copy to:  
William G. Farrar  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
(212) 558-4000

February 28, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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| 529043101 |           |
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NAMES OF  
REPORTING  
PERSONS.

I.R.S.

1 IDENTIFICATION  
NOS. OF ABOVE  
PERSONS (ENTITIES  
ONLY)

Vornado Realty  
Trust 22-1657560

CHECK THE  
APPROPRIATE  
BOX IF A (a)

2 MEMBER OF (b)  
A GROUP  
(SEE  
INSTRUCTIONS)

3 SEC USE ONLY

SOURCE OF FUNDS

4 (SEE  
INSTRUCTIONS)  
BK WC

CHECK IF  
DISCLOSURE OF  
LEGAL

5 PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR  
PLACE OF  
6 ORGANIZATION

Maryland  
NUMBER  
OF7

SHARES  
SOLE VOTING  
BENEFICIARILY  
OWNED  
BY  
EACH SHARED  
REPORTING POWER  
PERSON  
WITH

9 SOLE  
DISPOSITIVE  
POWER  
0

10 SHARED  
DISPOSITIVE  
POWER  
0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
0

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(SEE  
INSTRUCTIONS)

13 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(11)  
0%

14 TYPE OF  
REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
OO (real estate  
investment trust)

| CUSIP     |     | Page         |
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NAMES OF  
REPORTING  
PERSONS.

I.R.S.

1 IDENTIFICATION  
NOS. OF ABOVE  
PERSONS (ENTITIES  
ONLY)

Vornado Realty  
L.P. 13-3925979

CHECK THE  
APPROPRIATE  
BOX IF A (a)

2 MEMBER OF (b)  
A GROUP  
(SEE  
INSTRUCTIONS)

3 SEC USE ONLY

SOURCE OF FUNDS

4 (SEE  
INSTRUCTIONS)  
BK WC

CHECK IF  
DISCLOSURE OF  
LEGAL

5 PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

6 Delaware  
NUMBER  
OF7

SHARES  
 BENEFICIALLY  
 OWNED  
 BY  
 EACH SHARED  
 REPORTING POWER  
 PERSON  
 WITH

9 SOLE  
 DISPOSITIVE  
 POWER  
 0

10 SHARED  
 DISPOSITIVE  
 POWER  
 0

11 AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON  
 0

12 CHECK IF THE  
 AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES  
 (SEE  
 INSTRUCTIONS)

13 PERCENT OF  
 CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW  
 (11)  
 0%

14 TYPE OF  
 REPORTING  
 PERSON (SEE  
 INSTRUCTIONS)  
 PN

|           |              |
|-----------|--------------|
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NAMES OF  
REPORTING  
PERSONS.

I.R.S.

1 IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)  
Vornado LXP LLC.  
26-3608795

CHECK THE  
APPROPRIATE  
BOX IF A (a)

2 MEMBER OF (b)  
A GROUP  
(SEE  
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF  
FUNDS (SEE  
INSTRUCTIONS)  
BK WC

CHECK IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS

5 REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION  
Delaware

7 SOLE VOTING  
POWER  
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SHARED VOTING POWER  
0

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO (limited liability company)



|           |             |
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NAMES OF  
REPORTING  
PERSONS.

I.R.S.

1 IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)  
Vornado Newkirk  
L.L.C. 22-3594286

CHECK THE  
APPROPRIATE  
BOX IF A (a)

2 MEMBER OF (b)  
A GROUP  
(SEE  
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF  
FUNDS (SEE  
INSTRUCTIONS)

CHECK IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
5 REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR  
PLACE OF  
6 ORGANIZATION  
Delaware  
NUMBER  
OF 7

SHARES  
SOLE VOTING  
BENEFICIALLY  
OWNED  
BY  
EACH SHARED  
REPORTING  
PERSON  
POWER  
WITH

9 SOLE  
DISPOSITIVE  
POWER  
0

10 SHARED  
DISPOSITIVE  
POWER  
0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
0

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(SEE  
INSTRUCTIONS)

13 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(11)  
0%

14 TYPE OF  
REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
OO (limited liability  
company)

|           |             |
|-----------|-------------|
|           | Page        |
| CUSIP     | <u>6</u>    |
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NAMES OF  
REPORTING  
PERSONS.

I.R.S.

1 IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)  
VNK L.L.C.  
52-2412511

CHECK THE  
APPROPRIATE  
BOX IF A (a)

2 MEMBER OF (b)  
A GROUP  
(SEE  
INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF  
FUNDS (SEE  
INSTRUCTIONS)

CHECK IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS

5 REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

6 Delaware  
NUMBER  
OF7

8 ~~SOLE VOTING~~  
~~BENEFICIALLY~~  
~~OWNED~~  
~~BY~~  
~~EACH SHARED~~  
~~REPORTING~~  
~~PERSON~~  
~~POWER~~  
~~WITH~~0

9 SOLE  
DISPOSITIVE  
POWER  
0

10 SHARED  
DISPOSITIVE  
POWER  
0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
0

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(SEE  
INSTRUCTIONS)

13 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(11)  
0%

14 TYPE OF  
REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
OO (limited liability  
company)



This Amendment No. 2 (this “Amendment”) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission by Vornado Realty Trust, a Maryland real estate investment trust, Vornado Realty L.P., a Delaware limited partnership, Vornado LXP LLC, a Delaware limited liability company, Vornado Newkirk L.L.C., a Delaware limited liability company and VNK L.L.C., a Delaware limited liability company on November 12, 2008 and amended on September 13, 2013 (as so amended, the “Schedule 13D”), relating to the Common Shares of Beneficial Interest of Lexington Realty Trust, a Maryland real estate investment trust (the “Issuer”), par value \$0.0001 per share (“Common Shares”). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D. The Schedule 13D is amended only with respect to those items listed below.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is hereby amended and supplemented by replacing Schedule I thereto with Schedule I hereto.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended by adding the following information:

(a) and (b). See the rows numbered 7, 8, 9, 10, 11 and 13 on each of pages 2, 3, 4, 5 and 6 of this Amendment, which are incorporated in this Item 5 by reference. As of February 28, 2019 (after giving effect to the transaction described in Item 5(c) below), the Reporting Persons do not beneficially own any Common Shares.

(c). On February 28, 2019, all 18,468,969 Common Shares beneficially owned by the Reporting Persons were sold in a block trade to J.P Morgan Securities LLC at a price of \$9.08 per share.

Except as disclosed herein, since the date that is 60 days before the date of this Amendment, there have been no transactions in the Common Shares effected by the Reporting Persons, nor, to the best of their knowledge, any of the persons listed on Schedule I hereto.

(e). The Reporting Persons ceased to be beneficial owners of more than five percent of the Common Shares on February 28, 2019, after giving effect to the transaction described in Item 5(c) above.

**SCHEDULE I**

The following is a list of trustees and executive officers of Vornado Realty Trust, their residence or business address, their present principal occupation or employment and the name, principal business and address of any organization in which such employment is conducted. All of the individuals listed below are citizens of the United States.

| Name                                          | Residence or Business Address                                          | Present Principal Occupation or Employment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-----------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Steven Roth<br>(Trustee of Vornado)           | Vornado Realty Trust<br>888 Seventh Avenue<br>New York, New York 10019 | Chairman of the Board and Chief Executive Officer of Vornado, 888 Seventh Avenue, New York, New York 10019; Managing General Partner of Interstate Properties ("Interstate"), an owner of shopping centers and an investor in securities and partnerships, c/o Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019; Chief Executive Officer of Alexander's Inc. since March 1995, a Director since 1989, and Chairman since May 2004, c/o Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019. |
| Candace K. Beinecke<br>(Trustee of Vornado)   | c/o Vornado Realty Trust<br>(see address above)                        | Chairperson of Hughes Hubbard & Reed LLP, One Battery Park Plaza<br>New York, New York 10004-1482.                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Michael D. Fascitelli<br>(Trustee of Vornado) | c/o Vornado Realty Trust<br>(see address above)                        | Owner of MDF Capital LLC, a private investment firm, 888 Seventh Avenue, New York, New York 10019.                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Robert P. Kogod<br>(Trustee of Vornado)       | c/o Vornado Realty Trust<br>(see address above)                        | President of Charles E. Smith Management LLC, a private investment firm, 2345 Crystal Dr. Ste. 1101, Arlington, VA 22202 (11th Floor).                                                                                                                                                                                                                                                                                                                                                                                       |
| Michael Lynne<br>(Trustee of Vornado)         | c/o Vornado Realty Trust<br>(see address above)                        | Principal of Unique Features, a media company, 888 Seventh Avenue, New York, New York 10019 (Suite 1601).                                                                                                                                                                                                                                                                                                                                                                                                                    |
| David M. Mandelbaum<br>(Trustee of Vornado)   | c/o Vornado Realty Trust<br>(see address above)                        | Member of the law firm of Mandelbaum & Mandelbaum, P.C., 80 Main Street, West Orange, New Jersey 07052; a general partner of Interstate (see details above).                                                                                                                                                                                                                                                                                                                                                                 |
| Mandakini Puri<br>(Trustee of Vornado)        | c/o Vornado Realty Trust<br>(see address above)                        | Independent consultant, 888 Seventh Avenue, New York, New York 10019.                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Daniel R. Tisch<br>(Trustee of Vornado)       | c/o Vornado Realty Trust<br>(see address above)                        | Managing Member of TowerView LLC, a private investment partnership, 500 Park Avenue, New York, New York 10022.                                                                                                                                                                                                                                                                                                                                                                                                               |

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|                                               |                                                                                                                                                                                               |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Richard R. West<br>(Trustee of Vornado)       | c/o Vornado Realty Trust Dean Emeritus, Leonard N. Stern School of Business, New York University, Henry Kaufman Management Center, 44 West Fourth Street, New York, New York 10012.<br>above) |
| Russell B. Wight, Jr.<br>(Trustee of Vornado) | c/o Vornado Realty Trust<br>(see address above) A general partner of Interstate (see details above).                                                                                          |
| Michael J. Franco                             | Vornado Realty Trust Executive Vice President---Chief Investment Officer of Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019.<br>above)                                     |
| David R. Greenbaum                            | Vornado Realty Trust President of the New York Division of Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019.<br>above)                                                      |
| Joseph Macnow                                 | Vornado Realty Trust Executive Vice President---Chief Financial Officer and Chief Administrative Officer of Vornado Realty Trust, 888 Seventh Avenue, New York, New York 10019.<br>above)     |

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each Reporting Person, each Reporting Person certifies that the information set forth in this statement is true, complete and correct.

Date: March 4, 2019

VORNADO REALTY TRUST

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President - Chief Financial Officer and Chief Administrative Officer

VORNADO REALTY L.P.

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President - Chief Financial Officer and Chief Administrative Officer

VORNADO LXP LLC

By: Vornado Realty L.P.,  
its sole member

By: Vornado Realty Trust,  
its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President – Chief Financial Officer and Chief Administrative Officer

VNK L.L.C.

By: Vornado Realty L.P.,  
its sole member

By: Vornado Realty Trust,  
its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President – Chief Financial Officer and Chief Administrative Officer

VORNADO NEWKIRK L.L.C.

By: Vornado Realty L.P.,  
its sole member

By: Vornado Realty Trust,  
its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow

Title: Executive Vice President – Chief Financial Officer and Chief Administrative Officer