

Edgar Filing: PRIME GROUP REALTY TRUST - Form SC 13D/A

PRIME GROUP REALTY TRUST

Form SC 13D/A

May 27, 2003

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

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 16)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Prime Group Realty Trust

-----  
(Name of Issuer)

Common Shares of Beneficial Interest,  
par value \$0.01 per share

-----  
(Title of Class of Securities)

74158J103

-----  
(CUSIP Number)

Joseph Macnow  
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  
Alan Sinsheimer  
Sullivan & Cromwell  
125 Broad Street  
New York, New York 10004  
(212) 558-4000

May 23, 2003

-----  
(Date of Event Which Requires Filing of This Statement)

If a 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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

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, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act.

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(Continued on following pages)  
(Page 1 of 7 Pages)

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CUSIP NO. 74158J103  
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1. NAME OF REPORTING PERSON: Vornado Realty Trust  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
22-1657560
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS:  
AF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Maryland

|  |                           |
|--|---------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER<br>0 |
| 8. SHARED VOTING POWER<br>3,972,447  |                           |
| 9. SOLE DISPOSITIVE POWER<br>0   |                           |
| 10. SHARED DISPOSITIVE POWER<br>7,944,893  |                           |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
7,944,893

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.6% as calculated in accordance with Rule 13d-3(d)(1)

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

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CUSIP NO. 74158J103  
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PAGE 3 OF 7 PAGES  
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1. NAME OF REPORTING PERSON: Vornado Realty L.P.

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
13-3925979

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER<br>0                 |
|  | 8. SHARED VOTING POWER<br>3,972,447       |
|  | 9. SOLE DISPOSITIVE POWER<br>0            |
|  | 10. SHARED DISPOSITIVE POWER<br>7,944,893 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
7,944,893

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.6% as calculated in accordance with Rule 13d-3(d)(1)

14. TYPE OF REPORTING PERSON  
PN

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CUSIP NO. 74158J103

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1. NAME OF REPORTING PERSON: Vornado PS, L.L.C.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

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-----

4. SOURCE OF FUNDS:  
AF

-----

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER<br>0                 |
|  | 8. SHARED VOTING POWER<br>3,972,447       |
|  | 9. SOLE DISPOSITIVE POWER<br>0            |
|  | 10. SHARED DISPOSITIVE POWER<br>7,944,893 |

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
7,944,893

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.6% as calculated in accordance with Rule 13d-3(d)(1)

-----

14. TYPE OF REPORTING PERSON  
OO (limited liability company)

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AMENDMENT NO. 16 TO SCHEDULE 13D  
RELATING TO THE COMMON SHARES OF BENEFICIAL INTEREST OF  
PRIME GROUP REALTY TRUST

Vornado Realty Trust ("Vornado"), Vornado Realty L.P. (the "Operating Partnership") and Vornado PS, L.L.C. ("Vornado PS" and, collectively with Vornado and the Operating Partnership, the "Reporting Persons") hereby amend their Statement on Schedule 13D filed with respect to the Common Shares of Beneficial Interest, par value \$0.01 per share ("Common Shares"), of Prime Group Realty Trust, a Maryland real estate investment trust (the "Issuer"). This Amendment No. 16 to Schedule 13D ("Amendment No. 16") should be read in conjunction with the Statement on Schedule 13D of the Reporting Persons filed on November 2, 2001 (the "Initial Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D of the Reporting Persons filed on November 20, 2001, by Amendment No. 2 to Schedule 13D of the Reporting Persons filed on December 19, 2001, by Amendment No. 3 to Schedule 13D of the Reporting Persons filed on December 21, 2001, by Amendment No. 4 to Schedule 13D of the Reporting Persons filed on December 27, 2001, by Amendment No. 5 to Schedule 13D of the Reporting Persons filed on January 15, 2002, by Amendment No. 6 to Schedule 13D of the Reporting Persons filed on January 31, 2002, by Amendment No. 7 to Schedule 13D of the Reporting Persons filed on February 7, 2002, by Amendment No. 8 to Schedule 13D of the Reporting Persons filed on February 20, 2002, by Amendment No. 9 to Schedule 13D of the Reporting Persons filed on March 29, 2002, by Amendment No.

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10 to Schedule 13D of the Reporting Persons filed on April 17, 2002, by Amendment No. 11 to Schedule 13D of the Reporting Persons filed on April 19, 2002, by Amendment No. 12 to Schedule 13D of the Reporting Persons filed on May 1, 2002, by Amendment No. 13 to Schedule 13D of the Reporting Persons filed on May 14, 2002, by Amendment No. 14 to Schedule 13D of the Reporting Persons filed on June 28, 2002 and by Amendment No. 15 to Schedule 13D of the Reporting Persons filed on December 23, 2002 (as so amended, the "Schedule 13D"). This Amendment No. 16 amends the Schedule 13D only with respect to the items listed below. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meaning ascribed to them in the Initial Schedule 13D.

Pursuant to Rule 13d-4 under the Exchange Act, each of the Reporting Persons declares that the filing of this statement shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any Common Shares.

Any disclosures made herein with respect to persons other than the Reporting Persons are made on information and belief after making appropriate inquiry.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended by adding the following paragraphs at the end thereof:

On May 23, 2003, pursuant to the terms of the Agreement of Limited Partnership of Prime Group Realty, L.P., dated November 17, 1997 (the "Prime Group Realty, L.P. Partnership Agreement") and the terms of the Consent and Agreement, dated September 26, 2000, by the Issuer and Prime Group Realty, L.P., in favor of Vornado PS, which has been filed as Exhibit 99.7 to this Schedule 13D (the "Consent and Agreement"), Vornado PS delivered to the Issuer an Exchange Exercise Notice electing to

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exercise its Exchange Rights (as defined in the Prime Group Realty, L.P. Partnership Agreement) with regard to all of the 3,972,447 Common Units it purchased at a foreclosure auction held on April 30, 2002. In accordance with the terms of the Prime Group Realty, L.P. Partnership Agreement and the Consent and Agreement, the Issuer must, by June 5, 2003, elect to deliver either Common Shares (one Common Share for each Common Unit) or the Cash Purchase Price (as defined in the Prime Group Realty, L.P. Partnership Agreement) to Vornado PS in exchange for its Common Units. The Cash Purchase Price, calculated in accordance with the Prime Group Realty, L.P. Partnership Agreement, is \$6.72 per Common Unit. As of the date hereof, Vornado PS has not been notified as to whether it will receive Common Shares or the Cash Purchase Price.

On May 23, 2003, Cadim Acquisition also delivered to the Issuer an Exchange Exercise Notice electing to exercise its Exchange Rights with regard to all of the 3,972,446 Common Units it holds.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following sentence at the end of paragraph (c) thereof:

No transactions in the Common Shares were effected by Reporting Persons since December 23, 2002, except to the extent that such transactions may be deemed to have occurred as described in Item 4.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this amendment to Schedule 13D is true, complete and correct.

Dated: May 27, 2003

VORNADO REALTY TRUST

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice  
President-Finance  
and Administration,  
Chief Financial Officer

VORNADO REALTY L.P.

By: VORNADO REALTY TRUST,  
its general partner

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice  
President-Finance  
and Administration,  
Chief Financial Officer

VORNADO PS, 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-Finance  
and Administration,  
Chief Financial Officer