

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2013-01-09** | Period of Report: **2013-01-09**  
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### FILER

#### **DUKE REALTY CORP**

CIK:[783280](#) | IRS No.: [351740409](#) | State of Incorp.:**IN** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [001-09044](#) | Film No.: **13521080**  
SIC: **6798** Real estate investment trusts

Mailing Address  
*600 EAST 96TH STREET  
STE 100  
INDIANAPOLIS IN 46240*

Business Address  
*600 EAST 96TH STREET  
STE 100  
INDIANAPOLIS IN 46240  
3178086000*

#### **DUKE REALTY LIMITED PARTNERSHIP/**

CIK:[1003410](#) | IRS No.: [351898425](#) | State of Incorp.:**IN** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [000-20625](#) | Film No.: **13521081**  
SIC: **6500** Real estate

Mailing Address  
*600 EAST 96TH STREET  
SUITE 100  
INDIANAPOLIS IN 46240*

Business Address  
*600 EAST 96TH STREET  
SUITE 100  
INDIANAPOLIS IN 46240  
3178086000*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**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 9, 2013**

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**DUKE REALTY CORPORATION  
DUKE REALTY LIMITED PARTNERSHIP**

**(Exact name of registrant specified in its charter)**

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**Duke Realty Corporation:**

<b>Indiana</b>	<b>1-9044</b>	<b>35-1740409</b>
(State of Formation)	(Commission File Number)	(IRS Employer Identification No.)

**Duke Realty Limited Partnership:**

<b>Indiana</b>	<b>0-20625</b>	<b>35-1898425</b>
(State of Formation)	(Commission File Number)	(IRS Employer Identification No.)

**600 East 96th Street  
Suite 100**

**Indianapolis, IN 46240**

**(Address of principal executive offices, zip code)**

**Registrant's telephone number, including area code: (317) 808-6000**

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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))

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**Item 7.01. Regulation FD Disclosure.**

On January 9, 2013, Duke Realty Corporation, an Indiana corporation (the “Company”) and the sole general partner of Duke Realty Limited Partnership, an Indiana limited partnership, issued a press release announcing the proposed offering of 30,000,000 shares of common stock, par value \$0.01 per share, in an underwritten public offering pursuant to its effective shelf registration statement previously filed with the Securities and Exchange Commission on April 30, 2012 (Registration Statement No. 333-181030). A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01, including the related information set forth in the press releases attached hereto and incorporated by reference herein, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any of the Company’ s filings under the Securities Act of 1933, as amended, except to the extent, if any, expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit****Number****Description**

99.1	Press Release, dated January 9, 2013, issued by the Company announcing the proposed underwritten public offering.
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**SIGNATURES**

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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ Ann Colussi Dee  
Ann Colussi Dee  
Senior Vice President,  
General Counsel and Corporate Secretary

**DUKE REALTY LIMITED PARTNERSHIP**

By: DUKE REALTY CORPORATION,  
its general partner

By: /s/ Ann Colussi Dee  
Ann Colussi Dee  
Senior Vice President,  
General Counsel and Corporate Secretary

Date: January 9, 2013

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## Exhibit Index

**Exhibit  
Number**

**Description**

99.1 Press Release, dated January 9, 2013, issued by the Company announcing the proposed underwritten public offering.



News Release

FOR IMMEDIATE RELEASE

**DUKE REALTY CORPORATION TO OFFER  
30 MILLION SHARES OF COMMON STOCK**

(INDIANAPOLIS, Ind. - Jan. 9, 2013) Duke Realty Corporation (NYSE: DRE) today announced that it intends to sell 30 million shares of its common stock in an underwritten public offering. The company also plans to grant the underwriters an option to purchase up to an additional 4.5 million shares.

The offering is being made pursuant to an effective shelf registration statement and prospectus filed by the company with the Securities and Exchange Commission. Morgan Stanley & Co. LLC and UBS Securities LLC will act as joint book-running managers for the offering.

The company intends to use the net proceeds from the offering (1) to repay outstanding indebtedness, including all or a portion of its outstanding borrowings under the company's existing revolving credit facility, which had an outstanding balance of \$285.0 million as of December 31, 2012, (2) to redeem all of the outstanding shares of its Series O Preferred Shares, which are redeemable as of February 22, 2013, and (3) for general corporate purposes.

To obtain a copy of the prospectus supplement and related base prospectus for this offering, please contact Morgan Stanley & Co. LLC, 180 Varick Street, Second Floor, New York, NY 10014, Attention: Prospectus Department, or by e-mail: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com), or by telephone at 1-866-718-1649; or UBS Securities LLC, Prospectus Department, 299 Park Avenue, New York, NY 10171 or, by telephone toll free at 1-888-827-7275.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus supplement and related base prospectus

## **About Duke Realty**

Duke Realty owns and operates approximately 142 million rentable square feet of industrial and office assets, including medical office, in 18 major U.S. cities. Duke Realty Corporation is publicly traded on the NYSE under the symbol DRE and is listed on the S&P MidCap 400 Index. More information about Duke Realty is available at [www.dukerealty.com](http://www.dukerealty.com).

## **Cautionary Notice Regarding Forward-Looking Statements**

This news release may contain forward-looking statements within the meaning of the federal securities laws. All statements, other than statements of historical facts, including, among others, statements regarding the company's future financial position or results, future dividends, and future performance, are forward-looking statements. Those statements include statements regarding the intent, belief or current expectations of the company, members of its management team, as well as the assumptions on which such statements are based, and generally are identified by the use of words such as "may," "will," "seeks," "anticipates," "believes," "estimates," "expects," "plans," "intends," "should," or similar expressions. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that actual results may differ materially from those contemplated by such forward-looking statements. Many of these factors are beyond the company's abilities to control or predict. Such factors include, but are not limited to, (i) general adverse economic and local real estate conditions; (ii) the inability of major tenants to continue paying their rent obligations due to bankruptcy, insolvency or a general downturn in their business; (iii) financing risks, such as the inability to obtain equity, debt or other sources of financing or refinancing on favorable terms, if at all; (iv) the company's ability to raise capital by selling its assets; (v) changes in governmental laws and regulations; (vi) the level and volatility of interest rates and foreign currency exchange rates; (vii) valuation of joint venture investments, (viii) valuation of marketable securities and other investments; (ix) valuation of real estate; (x) increases in operating costs; (xi) changes in the dividend policy for the company's common stock; (xii) the reduction in the company's income in the event of multiple lease terminations by tenants; (xiii) impairment charges, (xiv) the effects of geopolitical instability and risks such as terrorist attacks; (xv) the effects of weather and natural disasters such as floods, droughts, wind, tornados and hurricanes; and (xvi) the effect of any damage to our reputation resulting from developments relating to any of items (i) - (ix). Additional information concerning factors that could cause actual results to differ materially from those forward-looking statements is contained from time to time in the company's filings with the Securities and Exchange Commission. The company refers you to the section entitled "Risk Factors" contained in the company's Annual Report on Form 10-K for the year ended December 31, 2011. Copies of each filing may be obtained from the company or the Securities and Exchange Commission.

The risks included here are not exhaustive and undue reliance should not be placed on any forward-looking statements, which are based on current expectations. All written and oral forward-looking statements attributable to the company, its management, or persons acting on their behalf are qualified in their entirety by these cautionary statements. Further, forward-looking statements speak only as of the date they are made, and the company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time unless otherwise required by law.

## **Contact Information:**

### **Investors:**

Ron Hubbard

317.808.6060



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Duke Realty Corporation to Offer 30 Million Shares of Common Stock

January 9, 2013

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**Media:**

Helen McCarthy

317.708.8010