

KIMCO REALTY CORP
Form 8-K
November 10, 2016

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) November 10, 2016

KIMCO REALTY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or other jurisdiction
of incorporation)

1-10899

(Commission File Number)

13-2744380

(IRS Employer
Identification No.)

3333 New Hyde Park Road
Suite 100

New Hyde Park, NY

(Address of Principal Executive
Offices)

11042

(Zip Code)

Registrant's telephone number, including area code: (516) 869-9000

Not Applicable

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

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))

Item 1.01. Entry Into a Material Definitive Agreement.

On November 10, 2016, Kimco Realty Corporation (Kimco) completed an underwritten public offering of \$400 million in aggregate principal amount of its 2.700% Notes due 2024 (the 2024 Notes) and \$350 million in aggregate principal amount of its 4.125% Notes due 2046 (the 2046 Notes and, together with the 2024 Notes, the Notes). The Notes are governed by the Indenture, dated as of September 1, 1993, as amended by the First Supplemental Indenture, dated as of August 4, 1994, the Second Supplemental Indenture, dated as of April 7, 1995, the Third Supplemental Indenture, dated as of June 2, 2006, the Fourth Supplemental Indenture, dated as of April 26, 2007, the Fifth Supplemental Indenture, dated as of September 24, 2009, the Sixth Supplemental Indenture, dated as of May 23, 2013, and the Seventh Supplemental Indenture, dated as of April 24, 2014, and as further amended or supplemented from time to time, between Kimco and The Bank of New York Mellon (as successor to IBJ Schroder Bank & Trust Company), as trustee. A copy of the form of Global Note for the 2.700% Notes due 2024 is attached hereto as Exhibit 4.1 and is incorporated herein by reference. A copy of the form of Global Note for the 4.125% Notes due 2046 is attached hereto as Exhibit 4.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

| | |
|---------|---|
| 4.1 | Form of Global Note for 2.700% Notes due 2026 |
| 4.2 | Form of Global Note for 4.125% Notes due 2046 |
| 5.1(a) | Opinion of Latham & Watkins LLP, as to the legality of the 2.700% Notes due 2024 and the 4.125% Notes due 2046, dated November 10, 2016 |
| 5.1(b) | Opinion of Venable LLP, as to the legality of the 2.700% Notes due 2024 and the 4.125% Notes due 2046, dated November 10, 2016 |
| 23.1(a) | Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.1(a)) |
| 23.1(b) | Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1(b)) |

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 hereunto duly authorized.

KIMCO REALTY CORPORATION

Date: November 10, 2016

By: /s/ Glenn G. Cohen
Name: Glenn G. Cohen
Title: Chief Financial Officer

EXHIBIT INDEX

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