

ISTAR FINANCIAL INC  
Form 8-K  
December 10, 2003

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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### FORM 8-K

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

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**December 9, 2003**

(Date of Report (Date of Earliest Event Reported))

### **iSTAR FINANCIAL INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-15371**  
(Commission File Number)

**95-6881527**  
(IRS Employer  
Identification Number)

**1114 Avenue of the Americas, 27<sup>th</sup> Floor**  
**New York, New York**

(Address of Principal Executive Offices)

**10036**  
(Zip Code)

**(212) 930-9400**

(Registrant's Telephone Number, Including Area Code)

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#### **Item 5. Other Events**

On December 9, 2003, iStar Financial Inc. (the "Company") filed a Prospectus Supplement, dated December 9, 2003, to the Prospectus dated December 5, 2003, included as part of the Registration Statement on Form S-3 of the Company (File No. 333-109599), relating to the offering of 3,200,000 shares of the Company's 7.65% Series G Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). On December 9, 2003, the Company entered into a Purchase Agreement with Bear, Stearns & Co. Inc., relating to the offering and sale by Bear, Stearns & Co. Inc. of the Preferred Stock.

#### **Item 7. Exhibits**

## Edgar Filing: ISTAR FINANCIAL INC - Form 8-K

The following exhibits are filed with this Report pursuant to Regulation S-K Item 601 in lieu of filing the otherwise required exhibits to the registration statement on Form S-3 of the Registrant, File No. 333-109599, under the Securities Act of 1933, as amended, and which, as this Form 8-K filing is incorporated by reference in the Registration Statement, are set forth in full in the Registration Statement.

| <b>Exhibit Number</b> | <b>Exhibit</b>   |
|-----------------------|--|
| 1.1                   | Purchase Agreement between iStar Financial Inc. and Bear, Stearns & Co. Inc. dated December 9, 2003.   |
| 3.1                   | Articles Supplementary relating to the Series G Preferred Stock, incorporated herein by reference to Exhibit 3.2 of the Company's Form 8-A filed on December 9, 2003.        |
| 4.1                   | Form of 7.65% Series G Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4 to the Company's Form 8-A filed on December 9, 2003. |
| 5.1                   | Opinion of Clifford Chance US LLP regarding the legality of the Preferred Stock.   |

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ISTAR FINANCIAL INC.

Date: December 9, 2003

By: /s/ JAY SUGARMAN

Jay Sugarman  
Chairman and Chief Executive Officer

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### EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Description</b>   |
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| 1.1                   | Purchase Agreement between iStar Financial Inc. and Bear, Stearns & Co. Inc. dated December 9, 2003.   |
| 3.1                   | Articles Supplementary relating to the Series G Preferred Stock, incorporated herein by reference to Exhibit 3.2 of the Company's Form 8-A filed on December 9, 2003.        |
| 4.1                   | Form of 7.65% Series G Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4 to the Company's Form 8-A filed on December 9, 2003. |
| 5.1                   | Opinion of Clifford Chance US LLP regarding the legality of the Preferred Stock.   |

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Item 5. Other Events

Item 7. Exhibits

SIGNATURES

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