

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Original Report (Date of earliest event reported):

August 21, 2015 (August 18, 2015)

Date of Amendment:

October 30, 2015

SL Green Realty Corp.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Maryland
(STATE OR OTHER
JURISDICTION OF
INCORPORATION)

1-13199
(COMMISSION FILE NUMBER)

13-3956775
(IRS EMPLOYER ID. NUMBER)

SL Green Operating Partnership, L.P.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER
JURISDICTION OF
INCORPORATION)

33-167793-02
(COMMISSION FILE NUMBER)

13-3960398
(IRS EMPLOYER ID. NUMBER)

Reckson Operating Partnership, L.P.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER
JURISDICTION OF
INCORPORATION)

33-84580
(COMMISSION FILE NUMBER)

11-3233647
(IRS EMPLOYER ID. NUMBER)

420 Lexington Avenue
New York, New York
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

10170
(ZIP CODE)

(212) 594-2700
(REGISTRANTS' TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

EXPLANATORY NOTE

This Form 8-K/A amends and supplements the Form 8-K filed on August 21, 2015 (the "Initial Report") reporting completion of the acquisition (the "Acquisition") by SL Green Realty Corp. (the "Company") of Eleven Madison Avenue in New York City (the "Property"). This Form 8-K/A is being filed for the sole purpose of providing the historical financial statements and pro forma information required by Item 9.01(a) and (b) of Form 8-K in connection with the Acquisition. This Form 8-K/A should be read in conjunction with the Initial Report.

After reasonable inquiry, the Company's management are not aware of any material factors relating to the Property that would cause the reported financial information not to be necessarily indicative of future operating results.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On August 18, 2015, the Company completed the Acquisition of the Property for \$2.4 billion.

The Property is a 29-story, 2.3 million useable square foot Class-A office property located in Midtown South.

The Acquisition has been financed with a combination of existing corporate liquidity (including sale proceeds from certain assets) and a \$1.4 billion 10-year, interest only, fixed rate mortgage, with a stated interest rate of 3.838% per annum, which is secured by the Property.

The Property was sold to the Company by a partnership of the Sapir Organization and CIM Group, with whom the Company has no other relationship.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial statements of real estate operations acquired.*

The following financial information, as required by Item 9.01(a) of this Current Report on Form 8-K/A, is included in Exhibit 99.1 hereof, which is incorporated herein by reference:

1. the statements of revenues and certain expenses for the six months ended June 30, 2015 (unaudited) and for the year ended December 31, 2014.

(b) *Pro forma financial information.*

The following unaudited pro forma consolidated financial information of the Company, giving effect to the Acquisition, as required by Item 9.01(b) of this Current Report on Form 8-K/A, is included in Exhibit 99.2 hereof, which is incorporated herein by reference:

1. the unaudited pro forma condensed balance sheet and the notes thereto as of June 30, 2015;
2. the unaudited pro forma condensed consolidated statement of operations and notes thereto for the six months ended June 30, 2015; and
3. the unaudited pro forma condensed consolidated statement of operations and notes thereto for the year ended December 31, 2014.

(d) *Exhibits.*

Exhibit No.	Document
23.1	Consent of Ernst & Young LLP for SL Green Realty Corp.
23.2	Consent of Ernst & Young LLP for SL Green Operating Partnership, L.P.
99.1	Financial Statements
99.2	Pro Forma Financial Statements

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

SL GREEN REALTY CORP.

/s/ Matthew J. DiLiberto

Matthew J. DiLiberto
Chief Financial Officer

SL GREEN OPERATING PARTNERSHIP, L.P.
By: SL GREEN REALTY CORP., its general partner

/s/ Matthew J. DiLiberto

Matthew J. DiLiberto
Chief Financial Officer

RECKSON OPERATING PARTNERSHIP, L.P.
By: WYOMING ACQUISITION GP LLC, its general partner

/s/ Matthew J. DiLiberto

Matthew J. DiLiberto
Treasurer

EXHIBIT INDEX

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 Nos. 333-70111, 333-30394, 333-68828, 333-62434, 333-126058, 333-179846, 333-185626, 333-189355 and 333-202320) of SL Green Realty Corp. and in the related Prospectuses,

(2) Registration Statement (Form S-8 Nos. 333-61555, 333-87485, 333-89964, 333-127014, 333-143721 and 333-189362) pertaining to the Stock Option and Incentive Plans of SL Green Realty Corp., and

(3) Registration Statement Form S-8 (No. 333-148973) pertaining to the 2008 Employee Stock Purchase Plan of SL Green Realty Corp.;

of our report dated October 30, 2015, with respect to the statement of revenues and certain expenses of 11 Madison Avenue Owner LLC for the year ended December 31, 2014, included in this Current Report on Form 8-K/A.

/s/ Ernst & Young LLP

New York, New York
October 30, 2015

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-185626) of SL Green Operating Partnership, L.P. and in the related Prospectus of our report dated October 30, 2015, with respect to the statement of revenues and certain expenses of 11 Madison Avenue Owner LLC for the year ended December 31, 2014, included in this Current Report on Form 8-K/A.

/s/ Ernst & Young LLP

New York, New York
October 30, 2015

Report of Independent Auditors

The Board of Directors and Stockholders of
SL Green Realty Corp.

We have audited the accompanying statement of revenues and certain expenses (Historical Summary) of 11 Madison Avenue Owner LLC for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the Historical Summary in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the Historical Summary that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the Historical Summary based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Historical Summary is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Historical Summary. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Historical Summary, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Historical Summary in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Historical Summary.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Historical Summary referred to above presents fairly, in all material respects, the revenues and certain expenses described in Note 1 of 11 Madison Avenue Owner LLC for the year ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

Basis of Accounting

As described in Note 1 to the financial statements, the Historical Summary has been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K/A of SL Green Realty Corp., and is not intended to be a complete presentation of 11 Madison Avenue Owner LLC's revenue and expenses. Our opinion is not modified with respect to this matter.

/s/ Ernst & Young LLP

New York, New York

October 30, 2015

11 MADISON AVENUE OWNER LLC
STATEMENTS OF REVENUES AND CERTAIN EXPENSES
For the Six Months Ended June 30, 2015 and for the Year Ended December 31, 2014
(in thousands)

	<u>Six Months Ended</u> <u>June 30, 2015</u> <u>(unaudited)</u>	<u>Year Ended</u> <u>December 31, 2014</u>
Revenues		
Rental revenue, net	\$ 39,903	\$ 64,226
Escalation and reimbursement	6,724	15,887
Other income	370	657
Total revenues	<u>46,997</u>	<u>80,770</u>
Certain expenses		
Operating expenses	7,284	13,264
Real estate taxes	4,936	9,124
Total certain expenses	<u>12,220</u>	<u>22,388</u>
Revenues in excess of certain expenses	<u>\$ 34,777</u>	<u>\$ 58,382</u>

See accompanying notes to statements of revenues and certain expenses.

NOTES TO THE STATEMENTS OF REVENUES AND CERTAIN EXPENSES
For the Six Months Ended June 30, 2015 (unaudited) and for the Year Ended December 31, 2014

1. Basis of Presentation

On August 18, 2015, SL Green Realty Corp. (the “Company”), through its wholly owned entity 11 Madison Avenue Owner LLC, acquired a 2.3 million useable square-foot office building located at 11 Madison Avenue (the “Property”) in New York City from an unaffiliated third party for a purchase price of approximately \$2.4 billion.

The accompanying statements of revenues and certain expenses relate to the Property and have been prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended. Accordingly, the statements are not representative of the actual operations for the periods presented as revenues and certain operating expenses, which may not be directly attributable to the revenues and expenses expected to be incurred in the future operations of the Property, have been excluded. Such items include depreciation, amortization, management fees, interest expense, interest income and amortization of above- and below-market leases.

These financial statements have been prepared for the most recent fiscal year and interim period (unaudited) prior to the acquisition as the acquisition was from an unrelated third party.

2. Significant Accounting Policies

Revenue Recognition

The Company recognizes rental revenue from tenants on a straight-line basis over the lease term when collectability is reasonably assured and the tenant has taken possession or controls the physical use of the leased asset.

Tenant recoveries related to reimbursement of real estate taxes, insurance, repairs and maintenance, and other operating expenses are recognized as revenue in the period the applicable expenses are incurred.

Operating Expenses

Property operating expenses represent the direct expenses of operating the Property and include costs that are expected to continue in the ongoing operations of the Property.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

3. Future Minimum Rent

The Property is leased to tenants under non-cancelable operating leases with expirations through September 30, 2030. The minimum rental amounts due under the leases are generally either subject to scheduled fixed increases or adjustments. The leases generally also require that the tenants reimburse us for increases in certain operating costs and real estate taxes above their base year costs.

As of June 30, 2015, the future minimum cash rents to be received over the next five years and thereafter for non-cancelable operating leases are as follows (unaudited, in thousands):

Remainder of 2015	\$	33,199
2016		69,420
2017		118,495
2018		136,143
2019		130,820
2020		130,160
Thereafter		1,694,479
	\$	<u>2,312,716</u>

For the six months ended June 30, 2015 and year ended December 31, 2014, three tenants represented 82% (unaudited) and 91%, respectively, of the Property’s rental revenues.

4. Commitments and Contingencies

The Property is not involved in any material litigation nor, to management’s knowledge, was any material litigation threatened against the Property which if adversely determined could have a material adverse impact on us other than routine litigation arising in the ordinary course of business or litigation that is adequately covered by insurance.

5. Subsequent Events

The Company evaluated subsequent events through October 30, 2015, the date the financial statements were available to be issued.

11 MADISON AVENUE LLC
UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma consolidated balance sheet of SL Green Realty Corp. (the "Company") as of June 30, 2015 and unaudited pro forma consolidated statements of operations of the Company for the year ended December 31, 2014 and the six months ended June 30, 2015 have been prepared as if the acquisition of 11 Madison Avenue had occurred on June 30, 2015 for the pro forma consolidated balance sheet and on January 1, 2014 for both pro forma consolidated statements of operations.

Such unaudited pro forma financial information should be read in conjunction with the historical consolidated financial statements of the Company, including the notes thereto, which were filed as part of the Company's annual report on Form 10-K for the year ended December 31, 2014 and on Form 10-Q for the six months ended June 30, 2015. The unaudited pro forma financial information is for informational purposes only and is not necessarily indicative of the results of operations of the Company that would have occurred if the acquisition of the Property had been completed on the dates indicated, nor does it purport to represent the Company's financial position or results of operations as of any future date or for any future period. The pro forma condensed consolidated balance sheet and statements of operations of the Company only include the acquisition of the Property, as that was the only significant property acquisition that was completed during the period. Management believes all material adjustments necessary to reflect the effect of this acquisition have been made to the unaudited pro forma financial information.

SL Green Realty Corp.
Pro Forma Condensed Consolidated Balance Sheet
As of June 30, 2015
(unaudited, in thousands)

	<u>June 30, 2015(1)</u>	<u>Pro Forma Adjustments</u>	<u>Total</u>
Assets			
Commercial real estate properties, at cost:			
Land and land interests	\$ 3,756,488	\$ 520,706(2)(3)	\$ 4,277,194
Building and improvements	8,397,117	1,522,317(2)(3)	9,919,434
Building leasehold and improvements	1,424,822	—	1,424,822
Property under capital lease	27,445	—	27,445
	<u>13,605,872</u>	<u>2,043,023</u>	<u>15,648,895</u>
Less accumulated depreciation	(2,081,646)	10,094	(2,071,552)
	<u>11,524,226</u>	<u>2,053,117</u>	<u>13,577,343</u>
Assets held for sale	420,569	(420,569)(3)	—
Cash and cash equivalents	215,896	24,318	240,214
Restricted cash	128,234	136,500	264,734
Investment in marketable securities	46,251	—	46,251
Tenant and other receivables, net of allowance of \$16,369	64,873	—	64,873
Related party receivables	11,395	—	11,395
Deferred rents receivable, net of allowance of \$23,656	433,999	(78,278)(3)	355,721
Debt and preferred equity investments, net of discounts and deferred origination fees of \$18,867	1,685,234	29,000	1,714,234
Investments in unconsolidated joint ventures	1,262,723	(57,378)(3)	1,205,345
Deferred costs, net	328,838	14,255(4)	343,093
Other assets	1,144,720	(178,104)(3)(5)	966,616
Total Assets	<u>\$ 17,266,958</u>	<u>\$ 1,522,861</u>	<u>\$ 18,789,819</u>
Liabilities			
Mortgages and other loans payable	\$ 5,287,934	1,132,350(6)	6,420,284
Revolving credit facility	705,000	200,000(6)	905,000
Term loan and senior unsecured notes	2,113,050	100,000(6)	2,213,050
Accrued interest payable and other liabilities	161,188	(6,004)	155,184
Accounts payable and accrued expenses	147,028	38,500	185,528
Deferred revenue	337,571	(104)	337,467
Capital lease obligations	21,013	—	21,013
Deferred land leases payable	1,387	—	1,387
Dividend and distributions payable	66,026	—	66,026
Security deposits	67,985	243	68,228
Liabilities related to assets held for sale	178,252	(178,252)(3)	—
Junior subordinated deferrable interest debentures held by trusts that issued trust preferred securities	100,000	—	100,000
Total Liabilities	<u>9,186,434</u>	<u>1,286,733</u>	<u>10,473,167</u>
Commitments and contingencies	—	—	—
Noncontrolling interests in Operating Partnership	431,418	9,029	440,447
Preferred units	124,723	—	124,723
Equity			
SL Green Stockholders Equity:			
Series I Preferred Stock, \$0.01 par value, \$25.00 liquidation preference, 9,200	221,932	—	221,932

issued and outstanding			
Common stock, \$0.01 par value, 160,000 shares authorized and 103,233 issued and outstanding (including 3,643 shares held in Treasury)	1,033	—	1,033
Additional paid-in-capital	5,570,746	—	5,570,746
Treasury stock at cost	(325,207)	—	(325,207)
Accumulated other comprehensive loss	(10,906)	—	(10,906)
Retained earnings	1,657,911	227,099	1,885,010
Total SL Green stockholders' equity	7,115,509	227,099	7,351,637
Noncontrolling interests in other partnerships	408,874	—	408,874
Total Equity	7,524,383	227,099	7,751,482
Total Liabilities and Equity	\$ 17,266,958	\$ 1,522,861	\$ 18,789,819

SL Green Realty Corp.
Pro Forma Condensed Consolidated Statement of Operations
For the Six Months Ended June 30, 2015
(unaudited, in thousands, except per share data)

	June 30, 2015(7)	Pro Forma Adjustments(3)	Total
Revenues			
Rental revenue, net	\$ 607,555	\$ 7,350(8)	\$ 614,905
Escalation and reimbursement	82,376	4,020(9)	86,396
Investment income	87,260	5,585	92,845
Other income	28,182	357(9)	28,539
Total revenues	805,373	17,312	822,685
Expenses			
Operating expenses, including \$8,189 of related party expenses	146,891	2,919(9)	149,810
Real estate taxes	112,009	459(9)	112,468
Ground rent	16,274	—	16,274
Interest expense, net of interest income	151,553	15,309(10)	166,862
Amortization of deferred financing costs	12,567	467(11)	13,034
Depreciation and amortization	307,902	12,230(12)	320,132
Transaction related costs	4,210	(44)	4,166
Marketing, general and administrative	48,664	—	48,664
Total expenses	800,070	31,340	831,410
Income (loss) from continuing operations before equity in net income from unconsolidated joint ventures, equity in net gain on sale of interest in unconsolidated joint venture/real estate and loss on early extinguishment of debt	5,303	(14,117)	(8,814)
Equity in net income from unconsolidated joint ventures	7,024	2,327	9,351
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	769	—	769
Loss on early extinguishment of debt	(49)	—	(49)
Income (loss) from continuing operations	13,047	(11,790)	1,257
Net income from discontinued operations	427	—	427
Gain on sale of discontinued operations	12,983	—	12,983
Net income (loss)	26,457	(11,790)	14,667
Net income attributable to noncontrolling interests:			
Noncontrolling interests in the Operating Partnership	(166)	457(14)	291
Noncontrolling interests in other partnerships	(12,553)	—	(12,553)
Preferred units distributions	(2,091)	—	(2,091)
Net income (loss) attributable to SL Green	11,647	(11,333)	314
Perpetual preferred stock dividends	(7,476)	—	(7,476)
Net income (loss) attributable to SL Green common stockholders	\$ 4,171	\$ (11,333)	\$ (7,162)
Amounts attributable to SL Green common stockholders:			
Loss from continuing operations before gains on sale and discontinued operations	\$ (9,467)	\$ (11,333)	\$ (20,800)
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	740	—	740
Net income from discontinued operations	411	—	411
Gain on sale of discontinued operations	12,487	—	12,487
Net income (loss) attributable to SL Green common stockholders	\$ 4,171	\$ (11,333)	\$ (7,162)
Basic earnings per share:			
Loss from continuing operations before gains on sale and discontinued operations	\$ (0.10)	\$ (0.11)	\$ (0.21)
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	0.01	—	0.01
Net income from discontinued operations	—	—	—
Gain on sale of discontinued operations	0.13	—	0.13
Net income (loss) attributable to SL Green common stockholders	\$ 0.04	\$ (0.11)	\$ (0.07)
Diluted earnings per share:			
Loss from continuing operations before gains on sale and discontinued operations	\$ (0.10)	\$ (0.11)	\$ (0.21)
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	0.01	—	0.01
Net income from discontinued operations	—	—	—
Gain on sale of discontinued operations	0.13	—	0.13
Net income (loss) attributable to SL Green common stockholders	\$ 0.04	\$ (0.11)	\$ (0.07)
Basic weighted average common shares outstanding	98,994		98,994
Diluted weighted average common shares and common share equivalents	103,423		103,423

SL Green Realty Corp.
Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2014
(unaudited, in thousands, except per share data)

	December 31, 2014(7)	Pro Forma Adjustments(3)	Total
Revenues			
Rental revenue, net	\$ 1,121,066	\$ (1,651)(8)	\$ 1,119,415
Escalation and reimbursement	164,376	10,829(9)	175,205
Investment income	178,815	11,109	189,924
Other income	55,721	260(9)	55,981
Total revenues	<u>1,519,978</u>	<u>20,547</u>	<u>1,540,525</u>
Expenses			
Operating expenses, including \$19,308 of related party expenses	282,283	5,365(9)	287,648
Real estate taxes	217,843	466(9)	218,309
Ground rent	32,307	—	32,307
Interest expense, net of interest income	317,400	37,187(10)	354,587
Amortization of deferred financing costs	22,377	933(11)	23,310
Depreciation and amortization	371,610	24,368(12)	395,978
Transaction related costs	8,707	3,068(13)	11,775
Marketing, general and administrative	92,488	—	92,488
Total expenses	<u>1,345,015</u>	<u>71,387</u>	<u>1,416,402</u>
Income (loss) from continuing operations before equity in net income from unconsolidated joint ventures, equity in net gain on sale of interest in unconsolidated joint venture/real estate, purchase price fair value adjustment, gain on sale of investment in marketable securities and loss on early extinguishment of debt	174,963	(50,840)	124,123
Equity in net income from unconsolidated joint ventures	26,537	3,813	30,350
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	123,253	60,008	183,261
Purchase price fair value adjustment	67,446	—	67,446
Gain on sale of investment in marketable securities	3,895	—	3,895
Loss on early extinguishment of debt	(32,365)	—	(32,365)
Income from continuing operations	363,729	12,981	376,710
Net income from discontinued operations	19,075	—	19,075
Gain on sale of discontinued operations	163,059	161,618	324,677
Net income	\$ 545,863	\$ 174,599	\$ 720,462
Net income attributable to noncontrolling interests:			
Noncontrolling interests in the Operating Partnership	(18,467)	6,180(14)	(12,287)
Noncontrolling interests in other partnerships	(6,590)	—	(6,590)
Preferred units distributions	(2,750)	—	(2,750)
Net income attributable to SL Green	518,056	180,779	698,835
Perpetual preferred stock dividends	(14,952)	—	(14,952)
Net income attributable to SL Green common stockholders	\$ 503,104	\$ 180,779	\$ 683,883
Amounts attributable to SL Green common stockholders:			
Income from continuing operations before gains on sale and discontinued operations	143,466	(45,363)	98,103
Purchase price fair value adjustment	65,059	—	65,059
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	118,891	57,884	176,775
Net income from discontinued operations	18,400	—	18,400
Gain on sale of discontinued operations	157,288	155,898	313,186
Net income attributable to SL Green common stockholders	<u>\$ 503,104</u>	<u>\$ 168,418</u>	<u>\$ 671,522</u>
Basic earnings per share:			
Income from continuing operations before gains on sale and discontinued operations	\$ 2.18	\$ (0.47)	\$ 1.71
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	1.24	0.60	1.84
Net income from discontinued operations	0.19	—	0.19
Gain on sale of discontinued operations	1.64	1.63	3.27
Net income attributable to SL Green common stockholders	\$ 5.25	\$ 1.75	\$ 7.00
Diluted earnings per share:			
Income from continuing operations before gains on sale and discontinued operations	\$ 2.17	\$ (0.46)	\$ 1.71
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	1.24	0.58	1.82
Net income from discontinued operations	0.19	—	0.19
Gain on sale of discontinued operations	1.63	1.56	3.19
Net income attributable to SL Green common stockholders	\$ 5.23	\$ 1.69	\$ 6.92
Basic weighted average common shares outstanding	95,774		95,774
Diluted weighted average common shares and common share equivalents outstanding	99,696		99,696

SL Green Realty Corp.
Notes to the Unaudited Pro Forma Consolidated Financial Statements

- (1) Derived from the Company's unaudited consolidated balance sheet as of June 30, 2015.
 - (2) Reflects the preliminary allocation of the \$2.428 billion purchase price to land (\$0.8 billion) and building (\$1.6 billion).
 - (3) Reflects the sale of real estate assets for properties that have either closed subsequent to June 30, 2015 or the Company is currently under contract to sell, as if the sales closed on June 30, 2015 for the pro forma consolidated balance sheet and on January 1, 2014 for both pro forma consolidated statements of operations.
 - (4) Represents costs incurred to obtain the \$1.4 billion mortgage financing.
 - (5) Includes a \$180.0 million cash deposit held in escrow at June 30, 2015.
 - (6) Represents the incremental borrowings, including a \$1.4 billion 10-year, interest only, fixed rate mortgage financing carrying a per annum stated interest rate of 3.838%, to finance the acquisition. Actual funding of the acquisition may be different than what is assumed herein are not indicative of actual results.
 - (7) Derived from the Company's consolidated statement of operations for the year ended December 31, 2014 and the six months ended June 30, 2015 (unaudited).
 - (8) Includes the straight-line rent that would be recorded for the Property assuming the Company acquired the Property on January 1, 2014, based on the leases in-place at the time of acquisition.
 - (9) Represents the adjustment for the acquisition of the Property, based on historical operating results.
 - (10) Represents the pro forma estimate of the incremental interest expense associated with the pro forma borrowings. The pro forma interest expense estimate is calculated based on the applicable interest rates. Actual funding of the acquisition may be different than what is assumed herein.
 - (11) Represents the effect of recording the pro forma amortization associated with deferred financing costs incurred as a result of obtaining a \$1.4 billion mortgage financing.
 - (12) Represents the effect of recording the pro forma depreciation based on the new preliminary purchase price allocation resulting from the acquisition.
 - (13) Represents costs incurred to acquire the Property.
 - (14) Represents the proportionate share of the net impact of the pro forma adjustments attributable to the common limited partnership unit holders.
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