
**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): **December 3, 2018 (November 29, 2018)**

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
Identification No.)

420 Lexington Avenue
New York, New York
(Address of Principal Executive Offices)

10170
(Zip Code)

(212) 594-2700
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

Members of senior management of SL Green Realty Corp. (the “Company”) will make a presentation during the Company’s 2018 Annual Investor Conference on Monday, December 3, 2018 (the “Investor Conference”). At the Investor Conference, the Company will provide its earnings guidance for the year ending December 31, 2019 of net income per share of \$2.70 to \$2.80, and Funds From Operations (“FFO”) per share of \$6.85 to \$6.95. In addition, the Company will revise its previously announced earnings guidance of net income per share of \$2.32 to \$2.42, and FFO per share of \$6.70 to \$6.80 for the year ending December 31, 2018 to \$5.09 to \$5.13 of net income per share, and \$6.58 to \$6.62 of FFO per share.

The revised guidance for the year ending December 31, 2018 reflects \$0.15 per share of costs related to the early repayment of the debt secured by One Madison Avenue.

The presentation will be available online via webcast on our corporate website at www.slgreen.com under the “Investors — Presentations & Webcasts” section. An audio replay and a copy of the presentation will be available on our corporate website following the Investor Conference.

The following table reconciles estimated net income per share (diluted) to FFO per share (diluted) for the years ending December 31, 2018 and 2019.

	Year Ending December 31,		Year Ending December 31,	
	2018	2018	2019	2019
Net income per share attributable to SL Green stockholders (diluted)	\$ 5.09	\$ 5.13	\$ 2.70	\$ 2.80
Add:				
Depreciation and amortization	3.02	3.02	2.54	2.54
Joint ventures depreciation and noncontrolling interests adjustments	2.03	2.03	1.64	1.64
Net income attributable to noncontrolling interests	—	—	—	—
Loss on sale of real estate, net	0.32	0.32	—	—
Depreciable real estate reserve	0.07	0.07	—	—
Less:				
Equity in net gain on sale of interest in unconsolidated joint venture / real estate	3.29	3.29	—	—
Purchase price and other fair value adjustments	0.63	0.63	—	—
Depreciation on non-real estate assets	0.03	0.03	0.03	0.03
Funds From Operations per share attributable to SL Green common stockholders and noncontrolling interests (diluted)	\$ <u>6.58</u>	\$ <u>6.62</u>	\$ <u>6.85</u>	\$ <u>6.95</u>

The information being furnished pursuant to this Item 7.01 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing. This information will not be deemed an admission as to the materiality of such information that is required to be disclosed solely by Regulation FD.

Item 8.01 Other Events.

On November 29, 2018, the Company issued a press release announcing that the Company’s Board of Directors has increased the Company’s quarterly dividend on its common stock and OP units by 4.6%, resulting in a new annual dividend of \$3.40 per share, and declared the fourth quarter dividend of \$0.85 per share of common stock. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On November 30, 2018, the Company issued a press release announcing that the Company's Board of Directors authorized an increase to the size of its share repurchase program by an additional \$500 million. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

99.1 [Press release, dated November 29, 2018, announcing that the Company's Board of Directors has increased the Company's quarterly dividend on its common stock and OP units and declared the fourth quarter dividend.](#)

99.2 [Press release, dated November 30, 2018, announcing that the Company's Board of Directors authorized an increase to the size of its share repurchase program.](#)

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.

Date: December 3, 2018

SL GREEN REALTY CORP.

By: /s/ Matthew J. DiLiberto

Matthew J. DiLiberto

Chief Financial Officer



SL Green to Increase Common Dividend for Eighth Consecutive Year

Annual Dividend Will Increase to \$3.40 per Share

NEW YORK — November 29, 2018 — SL Green Realty Corp. (NYSE: SLG), New York City's largest commercial property owner, today reported that its board of directors has increased the Company's quarterly dividend by 4.6 percent, to \$0.85 per share on its common stock and OP units, resulting in a new annual dividend of \$3.40 per share. The fourth quarter dividend is payable on January 15, 2019 to shareholders of record at the close of business on January 2, 2019.

"SL Green continues to reward shareholders with an attractive dividend increase for the eighth consecutive year," said **Matt DiLiberto, Chief Financial Officer at SL Green**. "We remain well-positioned with ample liquidity for capital projects and select investment opportunities."

The board of directors also declared the regular quarterly dividend on the company's Series I Preferred Stock for the period October 15, 2018 through and including January 14, 2019, of \$0.40625 per share, which is the equivalent of an annualized dividend of \$1.625 per share. The dividend will be payable January 15, 2019 to shareholders of record at the close of business on January 2, 2019.

About SL Green Realty Corp.

SL Green Realty Corp., an S&P 500 company and New York City's largest office landlord, is a fully integrated real estate investment trust, or REIT, that is focused primarily on acquiring, managing and maximizing value of Manhattan commercial properties. As of September 30, 2018, SL Green held interests in 106 Manhattan buildings totaling 46.4 million square feet. This included ownership interests in 28.2 million square feet of Manhattan buildings and 18.2 million square feet of buildings securing debt and preferred equity investments. In addition, SL Green held ownership interests in 15 suburban buildings totaling 2.3 million square feet in Brooklyn, Westchester County, and Connecticut.

Forward-looking Statement

This press release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are intended to be covered by the safe harbor provisions thereof. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, are forward-looking statements. Forward-looking statements are not guarantees of future performance and we caution you not to place undue reliance on such statements. Forward-looking statements are generally identifiable by the use of the words "may," "will," "should," "expect," "anticipate,"

“estimate,” “believe,” “intend,” “project,” “continue,” or the negative of these words, or other similar words or terms.

Forward-looking statements contained in this press release are subject to a number of risks and uncertainties, many of which are beyond our control, that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by forward-looking statements made by us. Factors and risks to our business that could cause actual results to differ from those contained in the forward-looking statements are described in our filings with the Securities and Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise.

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Contacts

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646.452.5637



SL Green Realty Corp. Announces \$500 Million Increase to Share Repurchase Program

Total Authorization of \$2.5 billion

NEW YORK— November 30, 2018 — SL Green Realty Corp. (NYSE: SLG), New York City’s largest office landlord, today announced that the Company’s Board of Directors has authorized an increase to the size of its share repurchase program by an additional \$500 million of the Company’s common stock, bringing the program to a total of \$2.5 billion.

To date, the Company has repurchased 18,087,322 shares under the program. In addition, the Company has redeemed 445,517 units of the Company’s Operating Partnership in connection with real estate transactions.

“The expansion of our stock repurchase program is in response to the significant discrepancy that persists between our share price and the underlying value of our assets,” said **Marc Holliday, Chief Executive Officer of SL Green**. “We are pleased with the results of this program to date, as we’ve been able to monetize assets that were ripe for harvesting and reinvest those proceeds in a way that is accretive to earnings and net asset value, as well as being sensitive to our investment grade balance sheet. We believe this is a program that creates tremendous value for our investors.”

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Contacts

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