
**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):

January 21, 2022

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

(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

**One Vanderbilt Avenue
New York, New York 10017**

(Address of principal executive offices, including 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(see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Trading Symbol	Title of Each Class	Name of Each Exchange on Which Registered
SL Green Realty Corp.	SLG	Common Stock, \$0.01 par value	New York Stock Exchange
SL Green Realty Corp.	SLG.PRI	6.500% Series I Cumulative Redeemable Preferred Stock, \$0.01 par value	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

ITEM 5.03. Amendments to Articles of Incorporation; Change in Fiscal Year

After the close of business on January 21, 2022, SL Green Realty Corp. ("SLG") effected the previously announced 1.03060-for-1 reverse split of its outstanding shares of common stock (the "Reverse Stock Split"). SLG has filed Articles of Amendment (the "Articles of Amendment") to amend its charter to effect the Reverse Stock Split, effective immediately after the close of business on January 21, 2022, and SLG's common stock will begin trading on a post-split basis on January 24, 2022. Pursuant to the Articles of Amendment, every 1.03060 shares of SLG's issued and outstanding shares of common stock were combined into one issued and outstanding share of common stock. No fractional shares were issued in the Reverse Stock Split, and cash will be paid in lieu of any fraction of a share to which a stockholder would otherwise be entitled.

The description of the Articles of Amendment set forth herein is qualified in its entirety by reference to the full text of the Articles of Amendment, which are filed as Exhibit 3.1 and Exhibit 3.2 to this report and are incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

The following exhibits are furnished with this report:

Exhibit Number Description

[3.1](#) [Articles of Amendment of SL Green Realty Corp.](#)

[3.2](#) [Articles of Amendment of SL Green Realty Corp.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward Looking Statement

This Current Report on Form 8-K 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 Current Report on Form 8-K that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, are forward-looking statements. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate. Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially, 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 Current Report on Form 8-K 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 include risks and uncertainties related to the on-going COVID-19 pandemic and the duration and impact it will have on our business and the industry as a whole and the other risks and uncertainties described in our filings with the Securities and Exchange Commission. Except to the extent required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise.

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.

SL GREEN REALTY CORP.
(Registrant)

Date: January 21, 2022

By: /s/ Matthew J. DiLiberto

Matthew J. DiLiberto

Chief Financial Officer

SL GREEN REALTY CORP.

ARTICLES OF AMENDMENT

SL GREEN REALTY CORP., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to, and does hereby, amend its charter as currently in effect (the "Charter"), pursuant to Section 2-309(e) of the Maryland General Corporation Law (the "MGCL"), to effect a reverse stock split of the issued and outstanding shares of the common stock, par value \$0.01 per share ("Common Stock"), of the Corporation such that:

(i) every 1.03060 shares of Common Stock of the Corporation, par value \$0.01 per share, that are issued and outstanding immediately prior to the Effective Time (as defined herein) shall, at the Effective Time, be combined and changed into one (1) issued and outstanding share of Common Stock of the Corporation, par value \$0.01031 per share;

(ii) no fractional shares of Common Stock of the Corporation resulting from such combination and change will be or remain issued and outstanding following the Effective Time, and each stockholder otherwise entitled to a fractional share will be entitled to receive, in lieu thereof, cash in an amount equal to the product obtained by multiplying (x) the fraction of a share by (y) the product obtained by multiplying the last reported price per share at which shares of Common Stock of the Corporation sold on the New York Stock Exchange at the close of market on the date on which the Effective Time occurs (prior to giving effect to such combination and change) by 1.03060.

(iii) shares of Common Stock of the Corporation representing the difference between the number of shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time and the number of shares Common Stock of the Corporation issued and outstanding immediately following the Effective Time, shall be and become authorized and unissued shares of Common Stock of the Corporation having a par value of \$0.01031 per share; and

(iv) immediately upon the Effective Time, each certificate representing shares of Common Stock of the Corporation will continue to be valid but will be deemed for all corporate purposes after the Effective Time, until such certificate is surrendered in accordance with procedures established by the Corporation, to evidence ownership of the appropriately reduced number of shares of Common Stock of the Corporation, and upon proper surrender of such certificates, new certificates representing the appropriate number of shares of Common Stock of the Corporation after the combination and change described above will be issued by the Corporation.

SECOND: The Corporation desires to, and does hereby, further amend its Charter pursuant to Section 2-605 of the MGCL to change the par value of each authorized share of Common Stock of the Corporation from \$0.01 per share to \$0.01031 per share, effective as of the Effective Time.

THIRD: As of immediately before the reverse stock split described in Article FIRST and the change in the par value per share of the authorized shares of Common Stock of the Corporation described in Article SECOND, the total number of shares of stock of all classes that the Corporation had authority to issue was 260,000,000 shares of stock, consisting of 160,000,000 shares of Common Stock, par value \$0.01 per share, 25,000,000 shares of preferred stock, par value \$0.01 per share and 75,000,000 shares of Excess Stock, par value \$0.01 per share. The aggregate par value of all such authorized shares of stock having par value was \$2,600,000.

FOURTH: As of the Effective Time, after giving effect to the reverse stock split described in Article FIRST and the change in the par value per share of the authorized shares of Common Stock of the Corporation described in Article SECOND, the total number of shares of stock of all classes that the Corporation has authority to issue will be 260,000,000 shares of stock, consisting of 160,000,000 shares of Common Stock, par value \$0.01031 per share, 25,000,000 shares of preferred stock, par value \$0.01 per share, and 75,000,000 shares of Excess Stock par value \$0.01 per share. By virtue of the change in the par value per share of the shares of Common Stock of the Corporation from \$0.01 per share to \$0.01031 per share, the aggregate par value of the total number of shares of stock of all classes that the Corporation has authority to issue will be \$2,649,600.

FIFTH: The foregoing amendments to the Charter as set forth in these Articles of Amendment are for the purpose of effecting a reverse stock split that results in a combination of issued and outstanding shares of Common Stock of the Corporation and a change in the par value of the authorized shares of Common Stock of the Corporation, and such amendments are limited to changes expressly authorized by Sections 2-309(e) and 2-605 of the MGCL, respectively, to be made without action by the stockholders of the Corporation and were approved by a majority of the entire board of directors of the Corporation without action by the stockholders of the Corporation.

SIXTH: The foregoing amendments to the Charter as set forth in these Articles of Amendment do not increase the authorized stock of the Corporation.

SEVENTH: These Articles of Amendment shall be effective at 5:00 p.m. Eastern Standard Time on January 21, 2022 (the "Effective Time").

EIGHTH: The undersigned officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters and facts required to be verified under oath, the undersigned officer of the Corporation acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Financial Officer and attested to on its behalf by its Secretary on this 19th day of January, 2022.

ATTEST:

SL GREEN REALTY CORP.

/s/ Andrew S. Levine

Name: Andrew S. Levine

Title: Secretary

By: /s/ Matthew J. DiLiberto

Name: Matthew J. DiLiberto

Title: Chief Financial Officer

SL GREEN REALTY CORP.

ARTICLES OF AMENDMENT

SL GREEN REALTY CORP., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland (the “Department”) that:

FIRST: The charter of the Corporation (the “Charter”) is hereby amended, effective at the Effective Time (as defined below) to decrease the par value of each authorized share of Common Stock of the Corporation from \$0.01031 per share to \$0.01 per share.

SECOND: The amendment to the Charter as set forth above has been duly approved by at least a majority of the entire Board of Directors as required by the Maryland General Corporation Law (the “MGCL”), and is limited to a change expressly authorized by Section 2-605(a)(2) of the MGCL to be made without action by the stockholders of the Corporation.

THIRD: There has been no increase in the authorized shares of stock of the Corporation effected by the foregoing amendment to the Charter.

FOURTH: These Articles of Amendment shall become effective at 5:01 p.m. Eastern Standard Time on January 21, 2022 (the, “Effective Time”).

FIFTH: The undersigned officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer of the Corporation acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Financial Officer and attested to on its behalf by its Secretary on this 19th day of January, 2022.

ATTEST:

SL GREEN REALTY CORP.

/s/ Andrew S. Levine

Name: Andrew S. Levine

Title: Secretary

By: /s/ Matthew J. DiLiberto

Name: Matthew J. DiLiberto

Title: Chief Financial Officer