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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

SL GREEN REALTY CORP.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

13-3956775
(I.R.S. Employer
Identification Number)

One Vanderbilt Avenue
New York, New York
(Address of Principal Executive Offices)

10017
(Zip Code)

Fifth Amended and Restated 2005 Stock Option and Incentive Plan
(Full title of the plan)

Andrew S. Levine
Executive Vice President, Chief Legal Officer, General Counsel and Secretary
SL Green Realty Corp.
One Vanderbilt Avenue
New York, New York 10017
(Name and address of agent for service)

(212) 594-2700
(Telephone number, including area code, of agent for service)

Copy to:

Ettore Santucci, Esq.
Goodwin Procter LLP
100 Northern Ave.
Boston, MA 02210
Telephone: (617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

In accordance with the instructional Note to Part I of Form S-8 as promulgated by the Securities and Exchange Commission (the “Commission”) and Rule 428(b)(1), the information specified in Part I of Form S-8 has been omitted from this Registration Statement. This Registration Statement on Form S-8 of SL Green Realty Corp. (the “Company”) is being filed pursuant to General Instruction E of Form S-8 in connection with the registration of an additional 4,500,000 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), that may be issued pursuant to the Fifth Amended and Restated 2005 Stock Option and Incentive Plan. The contents of the Registration Statements on Form S-8 (Nos. [333-212108](#), [333-189362](#), [333-143721](#) and [333-127014](#)) (the “Prior Equity Plan Registration Statements”), under which 13,375,000 shares of Common Stock were registered for issuance, are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein or in the Prior Equity Plan Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Company previously filed with the Commission are incorporated by reference in this Registration Statement:

- (a) [Annual Report on Form 10-K for the fiscal year ended December 31, 2021](#);
- (b) [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022](#);
- (c) Current Reports on Form 8-K and 8-K/A, as applicable, dated [January 5, 2022](#), [January 6, 2022](#), [January 11, 2022](#), [January 21, 2022](#), [March 7, 2022](#) and [June 1, 2022](#); and
- (d) The description of the Company’s Common Stock contained in the Company’s Registration Statement on [Form 8-A, filed with the Commission on July 21, 1997](#), as updated by [Exhibit 4.11](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including any amendments and reports filed for the purpose of updating such description.

In addition, any and all documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified, superseded or replaced by a statement or information contained in any other subsequently filed document incorporated herein by reference. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Numbering	Description
<u>4.1</u>	<u>Articles of Restatement, incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q, dated July 11, 2014, filed with the Commission on August 11, 2014.</u>
<u>4.2</u>	<u>Articles of Amendment to the Company's Articles of Restatement, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, dated July 18, 2017, filed with the Commission on July 18, 2017.</u>
<u>4.3</u>	<u>Articles of Amendment to the Company's Articles of Restatement, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, dated January 20, 2021, filed with the Commission on January 20, 2021.</u>
<u>4.4</u>	<u>Articles of Amendment to the Company's Articles of Restatement, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K, dated January 20, 2021, filed with the Commission on January 20, 2021.</u>
<u>4.5</u>	<u>Articles of Amendment to the Company's Articles of Restatement, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, dated January 21, 2022, filed with the Commission on January 21, 2022.</u>
<u>4.6</u>	<u>Articles of Amendment to the Company's Articles of Restatement, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K, dated January 21, 2022, filed with the Commission on January 21, 2022.</u>
<u>4.7</u>	<u>Fifth Amended and Restated Bylaws of the Company, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, dated December 21, 2018, filed with the Commission on December 28, 2018.</u>
<u>4.8</u>	<u>First Amendment to Fifth Amended and Restated Bylaws of the Company, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, dated May 11, 2020, filed with the Commission on May 13, 2020.</u>
<u>5.1*</u>	<u>Opinion of Ballard Spahr LLP.</u>
<u>23.1*</u>	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>
<u>23.2*</u>	<u>Consent of Ballard Spahr LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (included on the signature page hereto).</u>
<u>99.1</u>	<u>SL Green Realty Corp. Fifth Amended and Restated 2005 Stock Option and Incentive Plan, incorporated by reference to Appendix A to the Company's definitive Proxy Statement on Schedule 14A filed on April 21, 2022.</u>
<u>107</u>	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on this 17th day of June, 2022.

SL Green Realty Corp.

By: /s/ Matthew J. DiLiberto
Name: Matthew J. DiLiberto
Title: Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby severally and individually constitutes and appoints Marc Holliday, Andrew S. Levine and Matthew J. DiLiberto and each of them severally, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments (including post-effective amendments) to this Registration Statement, and all instruments necessary or advisable in connection therewith and to file the same with the Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments. This Power of Attorney has been signed on June 17, 2022 by the following persons in the respective capacities indicated below. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marc Holliday</u> Marc Holliday	Chairman of the Board of Directors, Chief Executive Officer and Director (Principal Executive Officer)	June 17, 2022
<u>/s/ Matthew J. DiLiberto</u> Matthew J. DiLiberto	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 17, 2022
<u>/s/ Andrew W. Mathias</u> Andrew W. Mathias	President and Director	June 17, 2022
<u>/s/ Stephen L. Green</u> Stephen L. Green	Director	June 17, 2022
<u>/s/ John H. Alschuler, Jr.</u> John H. Alschuler, Jr.	Director	June 17, 2022
<u>/s/ Betsy S. Atkins</u> Betsy S. Atkins	Director	June 17, 2022
<u>/s/ Carol N. Brown</u> Carol N. Brown	Director	June 17, 2022
<u>/s/ Edwin T. Burton, III</u> Edwin T. Burton, III	Director	June 17, 2022

/s/ Lauren B. Dillard

Lauren B. Dillard

Director

June 17, 2022

/s/ Craig M. Hatkoff

Craig M. Hatkoff

Director

June 17, 2022

/s/ John S. Levy

John S. Levy

Director

June 17, 2022



111 S. Calvert Street, 27th Floor
Baltimore, MD 21202-6174
TEL 410.528.5600
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www.ballardspahr.com

June 17, 2022

SL Green Realty Corp.
One Vanderbilt Avenue
New York, New York 10017

Re: SL Green Realty Corp., a Maryland corporation (the "Company") – Registration Statement on Form S-8 pertaining to up to 4,500,000 shares (the "Shares") of common stock, par value \$0.01 per share ("Common Stock"), of the Company to be issued subsequent to the date hereof under the Company's Fifth Amended and Restated 2005 Stock Option and Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as Maryland corporate counsel to the Company in connection with the registration of the Shares under the Securities Act of 1933, as amended (the "Act"), by the Company pursuant to the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "Commission") on or about the date hereof, and any amendments thereto (the "Registration Statement"). You have requested our opinion with respect to the matters set forth below.

In our capacity as Maryland corporate counsel to the Company and for purposes of this opinion, we have examined the following documents (hereinafter collectively referred to as the "Documents"):

(i) the corporate charter of the Company (the "Charter"), represented by Articles of Incorporation filed with the State Department of Assessments and Taxation of Maryland (the "Department") on June 10, 1997, Articles Supplementary filed with the Department on May 14, 1998, Articles Supplementary filed with the Department on March 20, 2000, Articles Supplementary filed with the Department on December 10, 2003, Articles Supplementary filed with the Department on May 20, 2004, Articles Supplementary filed with the Department on July 13, 2004, Articles of Amendment and Restatement filed with the Department on May 30, 2007, a Certificate of Correction filed with the Department on May 11, 2009, two Articles Supplementary both filed with the Department on September 16, 2009, Articles Supplementary filed with the Department on January 19, 2010, two Articles Supplementary both filed with the Department on August 9, 2012, Articles of Restatement filed with the Department on July 11, 2014, Articles of Amendment filed with the Department on July 13, 2017, two (2) Articles of Amendment filed with the Department on January 15, 2021 and two (2) Articles of Amendment filed with the Department on January 20, 2022;

(ii) the Second Amended and Restated Bylaws of the Company adopted on or about December 12, 2007, Amendment #1 to the Second Amended and Restated Bylaws of the Company adopted on March 11, 2009, Amendment #2 to the Second Amended and Restated Bylaws of the Company adopted on September 14, 2009, Amendment #3 to the Second Amended and Restated Bylaws of the Company adopted on December 12, 2012, the Third Amended and Restated Bylaws of the Company adopted on June 11, 2014, the Fourth Amended and Restated Bylaws of the Company adopted on March 23, 2016, the Fifth Amended and Restated Bylaws of the Company adopted on December 21, 2018 and the First Amendment to Fifth Amended and Restated Bylaws of the Company adopted on May 11, 2020 (collectively, the "Bylaws");

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(iii) resolutions adopted by the Board of Directors of the Company (the "Board of Directors") on or as of April 21, 2022 with respect to the Plan (the "Directors' Resolutions");

(iv) the Plan;

(v) a status certificate of the Department, dated as of a recent date, to the effect that the Company is duly incorporated and existing under the laws of the State of Maryland and is duly authorized to transact business in the State of Maryland;

(vi) the Registration Statement, in substantially the form to be filed with the Commission pursuant to the Act;

(vii) a Certificate of Officer of the Company, dated as of a recent date, executed by Andrew S. Levine, Executive Vice President and Secretary of the Company (the "Officer's Certificate"), to the effect that, among other things, the Charter, the Bylaws and the Directors' Resolutions are true, correct and complete and have not been rescinded or modified and are in full force and effect as of the date of the Officer's Certificate, and certifying as to the manner of adoption or approval of the Directors' Resolutions and the approval of the Plan by the requisite vote of the stockholders of the Company at the annual meeting of stockholders held on June 1, 2022; and

(viii) such other documents and matters as we have deemed necessary and appropriate to render the opinions set forth in this letter, subject to the limitations, assumptions and qualifications noted below.

In reaching the opinions set forth below, we have assumed the following:

(a) each person executing any of the Documents on behalf of any party (other than the Company) is duly authorized to do so;

(b) each natural person executing any of the Documents is legally competent to do so;

(c) any of the Documents submitted to us as originals are authentic; the form and content of any Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such documents as executed and delivered; any of the Documents submitted to us as certified, facsimile or photostatic copies conform to the original document; all signatures on all of the Documents are genuine; all public records reviewed or relied upon by us or on our behalf are true and complete; all statements and information contained in the Documents are true and complete; there has been no modification of, or amendment to, any of the Documents, and there has been no waiver of any provision of any of the Documents by action or omission of the parties or otherwise;

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- (d) all certificates submitted to us, including but not limited to the Officer's Certificate, are true and correct, both when made and as of the date hereof;
- (e) none of the Shares will be issued and sold to an Interested Stockholder of the Company or an Affiliate thereof, all as defined in Subtitle 6 of Title 3 of the Maryland General Corporation Law (the "MGCL"), in violation of Section 3-602 of the MGCL;
- (f) none of the Shares will be issued or transferred in violation of the provisions of Article VI of the Charter captioned "Restriction on Transfer, Acquisition and Redemption of Shares"; and
- (g) upon each issuance of any of the Shares subsequent to the date hereof, the total number of shares of Common Stock of the Company issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of Common Stock that the Company is authorized to issue under the Charter.

Based on our review of the foregoing and subject to the assumptions and qualifications set forth herein, it is our opinion that, as of the date of this letter:

1. The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of Maryland.
2. The Shares are available for issuance pursuant to the Plan, and if, as and when the Shares are issued subsequent to the date hereof either as awards of restricted stock or upon the exercise of options or in respect of stock appreciation rights, phantom shares or dividend equivalent rights, or in respect of other equity-based awards, in each case pursuant to due authorization by the Board of Directors or a properly appointed committee thereof to which the Board of Directors has delegated the requisite power and authority, in exchange for the consideration therefor, all in accordance with, and subject to, the terms and conditions of the Plan and the awards of restricted stock, options, stock appreciation rights, phantom shares, dividend equivalent rights or other equity-based awards relating to such Shares, such Shares will be duly authorized, validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

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SL Green Realty Corp.

June 17, 2022

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This opinion letter is issued as of the date hereof and is necessarily limited to laws now in effect and facts and circumstances presently existing and brought to our attention. We assume no obligation to supplement this opinion letter if any applicable laws change after the date hereof, or if we become aware of any facts or circumstances that now exist or that occur or arise in the future and may change the opinions expressed herein after the date hereof.

We consent to your filing this opinion as an exhibit to the Registration Statement and further consent to the filing of this opinion as an exhibit to the applications to securities commissioners for the various states of the United States for registration of the Shares. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act.

Very truly yours,

/s/ Ballard Spahr LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Fifth Amended and Restated 2005 Stock Option and Incentive Plan of SL Green Realty Corp. of our reports dated February 18, 2022, with respect to the consolidated financial statements and schedule of SL Green Realty Corp. and the effectiveness of internal control over financial reporting of SL Green Realty Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
June 17, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)SL Green Realty Corp.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other	4,500,000 shares ⁽¹⁾ (2)	\$ 48.79	\$ 219,555,000	.0000927	\$ 20,352.75
Total Offering Amounts					\$ 219,555,000		\$ 20,352.75
Total Fee Offsets							-
Net Fee Due							\$ 20,352.75

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers additional shares that may become issuable under the Plan (as defined below) by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Represents an additional 4,500,000 shares of common stock, par value \$0.01 per share, of the Registrant issuable under the Fifth Amended and Restated 2005 Stock Option and Incentive Plan (the "Plan"). The Registrant previously filed (a) a Registration Statement on Form S-8 (No. 333-212108) with respect to a total of 1,000,000 shares issuable under the Registrant's Fourth Amended and Restated 2005 Stock Option and Incentive Plan, (b) a Registration Statement on Form S-8 (No. 333-189362) with respect to a total of 3,000,000 shares issuable under the Registrant's Third Amended and Restated 2005 Stock Option and Incentive Plan, (c) a Registration Statement on Form S-8 (No. 333-143721) with respect to a total of 5,000,000 shares issuable under the Registrant's Amended and Restated 2005 Stock Option and Incentive Plan and (d) a Registration Statement on Form S-8 (No. 333-127014) with respect to a total of 4,375,000 shares issuable under the Registrant's 2005 Stock Option and Incentive Plan.
- (3) Estimated in accordance with Rule 457(h)(1) and Rule 457(c) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$48.79 per share represents the average of the high and low prices reported for the underlying securities as of June 16, 2022.