

**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 17, 2012 (December 12, 2012)

SL GREEN REALTY CORP.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND

(STATE OF INCORPORATION)

1-13199

(COMMISSION FILE NUMBER)

13-3956775

(IRS EMPLOYER ID. NUMBER)

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)

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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 12, 2012, the Board of Directors (the "Board") of SL Green Realty Corp. (the "Company") approved an amendment (the "Amendment") to Section 4.01 of Article IV of the Second Amended and Restated Bylaws of the Company, as previously amended (the "Bylaws"), effective as of December 12, 2012. The Amendment provides that the Board may appoint from among its members committees composed of one or more directors, to serve at the pleasure of the Board. Prior to the Amendment, the Bylaws required committees of the Board to be composed of a minimum of two directors.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amendment No. 3 to the Second Amended and Restated Bylaws of the Company.

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 thereunto duly authorized.

SL GREEN REALTY CORP.

/s/ James Mead
James Mead
Chief Financial Officer

Date: December 17, 2012

AMENDMENT #3
TO THE
SECOND AMENDED AND RESTATED BYLAWS
OF
SL GREEN REALTY CORP.

The Board of Directors (the "Board") of SL Green Realty Corp., a Maryland corporation (the "Corporation"), at a duly convened meeting of the Board where a quorum was present, by a majority vote of the directors present at such meeting and in accordance with the Second Amended and Restated Bylaws of the Corporation, as amended (the "Bylaws"), and the Maryland General Corporation Law, approved and adopted on December 12, 2012 the following amendment to the Bylaws to be effective on December 12, 2012.

Section 4.01 of Article IV of the Bylaws is hereby amended by deleting such Section 4.01 of Article IV in its entirety and replacing it with the following:

Section 4.01. APPOINTMENT; NUMBER; TENURE. The Board of Directors may appoint from among its members an Executive Committee, an Audit Committee, a Compensation Committee and other committees, composed of one or more directors, to serve at the pleasure of the Board of Directors.
