

**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):

**July 18, 2017 (July 13, 2017)**

**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 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

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

SL Green Realty Corp. (the "Company") held its 2017 Annual Meeting of Stockholders (the "Annual Meeting") on June 1, 2017. At the Annual Meeting, the Company's stockholders voted to approve an amendment (the "Amendment") to the Company's Articles of Restatement to effect the declassification of the Company's Board of Directors. The Amendment provides that, beginning with the 2018 annual meeting of stockholders, the Company's directors will be elected for terms ending at the next annual meeting of stockholders following their election (rather than the third annual meeting following their election) and until their successors are duly elected and qualify. By the 2020 annual meeting of stockholders, the Company's Board of Directors will be fully declassified.

On July 13, 2017, the Company filed articles of amendment of Section 1 of Article IV of the Company's Articles of Restatement with the State Department of Assessments and Taxation of Maryland reflecting the Amendment.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the articles of amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Articles of Amendment

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### 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/Andrew S. Levine

Andrew S. Levine

Chief Legal Officer, General Counsel and Executive Vice President

Date: July 18, 2017

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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 the charter of the Corporation as currently in effect, consisting of Articles of Restatement filed with the Department on July 11, 2014 (the "Charter"), pursuant to Sections 2-601 *et seq.* of the Maryland General Corporation Law (the "MGCL").

**SECOND:** The Charter of the Corporation is hereby amended by deleting therefrom in its entirety the existing Section 1 of Article IV, and inserting in lieu thereof the following new Section 1 of Article IV:

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation (the "Board of Directors"). The number of directors of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than the minimum number required by the Maryland General Corporation Law. The names of the nine (9) current directors who shall serve until the expiration of the respective terms for which they were elected, and until their successors are duly elected and qualified, and the year in which the current term of each such director shall expire are:

<u>Name</u>	<u>Year of Expiration</u>
John H. Alschuler	2018
Stephen L. Green	2018
Lauren B. Dillard	2018
Edwin Thomas Burton III	2019
Craig M. Hatkoff	2019
Andrew W. Mathias	2019
Marc Holliday	2020
John S. Levy	2020
Betsy Atkins	2020

Each director shall serve for the term of office for which he or she is elected, and until his or her successor is duly elected and qualifies. At each annual meeting of stockholders commencing with the annual meeting of stockholders to be held in 2018, the successors to the directors whose term expires at such annual meeting of stockholders shall be elected to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified.

**THIRD:** The foregoing amendment to the Charter as set forth in these Articles of Amendment has been duly advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required by law.

**FOURTH:** These Articles of Amendment shall be effective upon filing with the Department.

**FIFTH:** The undersigned Chief Executive 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 Chief Executive Officer 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 ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its Chief Executive Officer, and attested to by its Secretary, on this 13<sup>th</sup> day of July, 2017.

**ATTEST:** **SL GREEN REALTY CORP.**

/s/ Andrew S. Levine  
 Name: Andrew S. Levine  
 Title: Secretary

By: /s/ Marc Holliday (SEAL)  
 Name: Marc Holliday  
 Title: Chief Executive Officer