

DUKE REALTY CORP  
Form 8-K  
September 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): **September 14, 2012**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**  
(Exact name of registrant specified in its charter)

**Duke Realty Corporation:**

**Indiana**  
(State of

**1-9044**  
(Commission

**35-1740409**  
(IRS Employer

Formation)

File Number)

Identification No.)

**Duke Realty Limited Partnership:**

**Indiana**  
(State of

**0-20625**  
(Commission

**35-1898425**  
(IRS Employer

Formation)

File Number)  
**600 East 96th Street**

Identification No.)

**Suite 100**

**Indianapolis, IN 46240**

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(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(317) 808-6000**

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 1.01. Entry Into a Material Definitive Agreement.**

On September 14, 2012, Duke Realty Corporation, an Indiana corporation (the *Company*), and Duke Realty Limited Partnership, an Indiana limited partnership (the *Operating Partnership*) of which the Company is the sole General Partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of June 6, 2012, attached as Annex A thereto and made a part thereof, the *Terms Agreement*) with Barclays Capital Inc., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, on behalf of the underwriters named therein (the *Underwriters*), pursuant to which the Underwriters agreed to purchase from the Operating Partnership \$300 million aggregate principal amount of the Operating Partnership's 3.875% Senior Notes Due 2022 (the *Notes*). The issuance and sale of the Notes was completed on September 19, 2012. The Operating Partnership intends to use the net proceeds from the issuance and sale of the Notes to repay outstanding indebtedness with near-term maturities, including all or a portion of the Operating Partnership's outstanding borrowings under its existing revolving credit facility, and for other general corporate purposes.

The Notes were issued under the Indenture, dated as of July 28, 2006 (the *Indenture*), as supplemented by the Ninth Supplemental Indenture, dated as of September 19, 2012 (the *Supplemental Indenture*), by and between the Operating Partnership and The Bank of New York Mellon Trust Company, N.A. (as successor to J.P. Morgan Trust Company, National Association), as trustee (the *Trustee*).

The Notes were registered with the Securities and Exchange Commission (the *Commission*) pursuant to the Operating Partnership's automatic shelf registration statement on Form S-3 (File No. 333-181030-01) (as the same may be amended or supplemented, the *Registration Statement*), under the Securities Act of 1933, as amended (the *Securities Act*). The material terms of the Notes are described in the Operating Partnership's prospectus supplement, as filed with the Commission on September 17, 2012 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Notes and supplements the Operating Partnership's prospectus, as filed with the Commission on April 30, 2012, contained in the Registration Statement.

Pursuant to General Instruction F to the Commission's Form 8-K, a copy of the Terms Agreement and a copy of the Supplemental Indenture are filed as Exhibit 1.1 and Exhibit 4.1, respectively, to this Current Report on Form 8-K (this *Report*). The Indenture previously was filed with the Commission on July 31, 2006 as Exhibit 4.1 to the Operating Partnership's prior registration statement on Form S-3 (File No. 333-136173-01). The information in the Terms Agreement and the Supplemental Indenture is incorporated into this Item 1.01 by this reference.

The above descriptions of the terms of the Terms Agreement and the Supplemental Indenture are qualified in their entirety by reference to the previously filed Indenture and the copies of the Supplemental Indenture and Terms Agreement incorporated by reference into this Report.

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

The following exhibits are filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company and the Operating Partnership are incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report and the exhibits hereto, however, neither the Company nor the Operating Partnership believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(iii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1                   | Terms Agreement, dated as of September 14, 2012 (including the related Underwriting Agreement, dated as of June 6, 2012, attached as Annex A thereto and made a part thereof), by and among the Company, the Operating Partnership and the Underwriters. |
| 4.1                   | Ninth Supplemental Indenture, dated as of September 19, 2012, by and between the Operating Partnership and the Trustee, including the form of global note evidencing the 3.875% Senior Notes Due 2022.   |
| 5.1                   | Legality opinion of Alston & Bird LLP.   |
| 8.1                   | Tax opinion of Alston & Bird LLP.  |
| 23.1                  | Consent of Alston & Bird LLP (included in exhibit 5.1).  |
| 23.2                  | Consent of Alston & Bird LLP (included in exhibit 8.1).  |
| 99.1                  | Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3).   |

**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.

**DUKE REALTY CORPORATION**

By: /s/ Howard L. Feinsand  
Howard L. Feinsand  
Executive Vice President, General  
Counsel and Corporate Secretary

**DUKE REALTY LIMITED**

**PARTNERSHIP**

By: DUKE REALTY CORPORATION,  
its general partner

By: /s/ Howard L. Feinsand  
Howard L. Feinsand  
Executive Vice President, General  
Counsel and Corporate Secretary

Date: September 19, 2012