

KIMCO REALTY CORP
Form 8-K
November 30, 2012

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) November 28, 2012

Kimco Realty Corporation
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-10899
(Commission
File Number)

13-2744380
(IRS Employer
Identification No.)

3333 New Hyde Park Road, Suite 100
New Hyde Park, NY 11042
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (516) 869-9000

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 (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))
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Item 1.01 Entry into a Material Definitive Agreement.

On November 28, 2012, Kimco Realty Corporation, a Maryland corporation (“Kimco”), entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., UBS Securities LLC and Wells Fargo Securities, LLC (the “Underwriters”), pursuant to which Kimco agreed to sell to the Underwriters 7,000,000 depositary shares plus up to an additional 1,050,000 depositary shares if the Underwriters exercise their 30-day over-allotment option in full (the “Depositary Shares”), each representing 1/1000 of a Share of 5.625% Class K Cumulative Redeemable Preferred Stock, \$1.00 par value per share. The Depositary Shares are being offered and sold under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission (“SEC”) pursuant to Kimco’s shelf registration statement on Form S-3 (File No. 333-180833). A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated November 28, 2012, by and among Kimco Realty Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., UBS Securities LLC and Wells Fargo Securities, LLC.
5.1	Opinion of Venable LLP dated November 29, 2012, as to the legality of the Depositary Shares, par value \$1.00 per share.

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 hereunto duly authorized.

KIMCO REALTY CORPORATION

Date: November 30, 2012

By:

/s/ Glenn G. Cohen

Name: Glenn G. Cohen

Title: Chief Financial Officer

EXHIBIT INDEX

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