

DUKE REALTY CORP
Form 8-K
January 05, 2006

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): **January 5, 2006**

DUKE REALTY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Indiana
(State or other Jurisdiction
of Incorporation)

1-9044
(Commission
File Number)

35-1740409
(IRS Employer
Identification No.)

600 East 96th Street
Suite 100
Indianapolis, IN 46240
(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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On January 5, 2006, in connection with a proposed offering of its securities, Duke Realty Corporation included the following information in a preliminary prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) promulgated under the Securities Act of 1933, as amended (the Securities Act):

Recent Developments

We presently are in negotiations to purchase a portfolio of commercial real estate, including a related real estate management and development company and undeveloped land, in the Virginia / Washington, D.C. market, for a purchase price of more than \$800 million, which includes the assumption by us of existing loans secured by a portion of the portfolio. While we presently intend to enter into and consummate this transaction during the first or second quarter of 2006, we can make no assurance that we will be able to do so.

Assuming that we complete this purchase, we intend to enter into a joint venture or similar arrangement with one or more other parties to participate with us in this portfolio, and to share the expense of this purchase with those other parties. As of the date of this Prospectus Supplement, however, we have not identified any such other parties, and, if we ultimately are unable to identify such other parties, then we will secure short term financing to complete the entire purchase ourselves.

The information contained in this Item 7.01 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act or into any filing or other document pursuant to the Securities Exchange Act of 1934, as amended, except as otherwise expressly stated in any such filing.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Company's securities, including, without limitation, those securities proposed to be offered and sold pursuant to the preliminary prospectus and registration statement described above.

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.

DUKE REALTY CORPORATION

January 5, 2006

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