

ISTAR FINANCIAL INC
Form 8-K
February 27, 2004

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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**

February 26, 2004

(Date of Report (Date of Earliest Event Reported))

iSTAR FINANCIAL INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
*(State or Other Jurisdiction
of Incorporation)*

1-15371
*(Commission
File Number)*

95-6881527
*(IRS Employer
Identification Number)*

1114 Avenue of the Americas, 27th Floor
New York, New York
(Address of Principal Executive Offices)

10036
(Zip Code)

(212) 930-9400

(Registrant's Telephone Number, Including Area Code)

Item 5. Other Events

On February 26, 2004, iStar Financial Inc. (the "Company") filed a Prospectus Supplement, dated February 25, 2004, to the Prospectus dated December 16, 2003, included as part of the Registration Statement on Form S-3 of the Company (File No. 333-109599), relating to the offering of 5,000,000 shares of the Company's 7.50% Series I Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). On February 25, 2004, the Company entered into a Underwriting Agreement with Bear, Stearns & Co. Inc., relating to the offering and sale by Bear, Stearns & Co. Inc. of the Preferred Stock.

Item 7. Exhibits

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The following exhibits are filed with this Report pursuant to Regulation S-K Item 601 in lieu of filing the otherwise required exhibits to the registration statement on Form S-3 of the Registrant, File No. 333-109599, under the Securities Act of 1933, as amended, and which, as this Form 8-K filing is incorporated by reference in the Registration Statement, are set forth in full in the Registration Statement.

Exhibit Number	Exhibit
1.1	Underwriting Agreement between iStar Financial Inc. and Bear, Stearns & Co. Inc. dated February 25, 2004.
3.1	Articles Supplementary relating to the Series I Preferred Stock, incorporated herein by reference to Exhibit 3.2 of the Company's Form 8-A filed on February 27, 2004.
4.1	Form of 7.50% Series I Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4 to the Company's Form 8-A filed on February 27, 2004.
5.1	Opinion of Clifford Chance US LLP regarding the legality of the Preferred Stock.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ISTAR FINANCIAL INC.

Date: February 26, 2004

By: /s/ JAY SUGARMAN

Jay Sugarman
Chairman and Chief Executive Officer

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EXHIBIT INDEX

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