

ISTAR FINANCIAL INC  
Form 8-K  
July 27, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 27, 2006

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**iStar Financial Inc.**

(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Maryland<br>(State or other jurisdiction of<br>incorporation)   | 1-15371<br>(Commission File<br>Number) | 95-6881527<br>(IRS Employer<br>Identification Number) |
| 1114 Avenue of the Americas, 27 <sup>th</sup> Floor<br>New York, New York<br>(Address of principal executive offices) |  | 10036<br>(Zip Code)                                   |

Registrant's telephone number, including area code: (212) 930-9400

N/A

(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)

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- 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 2.02 Results of Operations and Financial Condition.**

The information in this Current Report, including the exhibit hereto, is being furnished and shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

On July 27, 2006, iStar Financial Inc. issued an earnings release announcing its financial results for the quarter ended June 30, 2006. A copy of the earnings release is attached as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits.**

|         |                   |
|---------|-------------------|
| Exhibit | Earnings Release. |
| 99.1    |                   |
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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: July 27, 2006

By:

*/s/ Jay Sugarman*  
Jay Sugarman  
Chairman and Chief Executive Officer

Date: July 27, 2006

By:

*/s/ Catherine D. Rice*  
Catherine D. Rice  
Chief Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b> |
|---------------------------|--------------------|
| 99.1                      | Earnings Release.  |

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