

MACK CALI REALTY CORP
Form 424B3
March 12, 2010

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-100244

**Prospectus Supplement No. 2
To Reoffer Prospectus, Dated April 18, 2008
of
MACK-CALI REALTY CORPORATION
Relating to
799,290 Shares of Common Stock**

This prospectus supplement, dated March 12, 2010 (this Supplement), supplements our reoffer prospectus filed as part of our Post Effective Amendment No. 4 to Registration Statement on Form S-8 dated April 18, 2008, and supplemented by the prospectus supplement dated July 2, 2009 (the Prospectus), relating to the resale by certain of our shareholders (collectively, the Selling Shareholders) who have acquired our common stock, par value \$.01 per share, offered by this Supplement in conjunction with the Prospectus pursuant to our 2000 Employee Stock Option Plan or our Amended and Restated 2000 Director Stock Option Plan (collectively, the Plans). This Supplement presents certain information regarding the ownership of our common stock by the Selling Shareholders as of March 12, 2010, and updates the number of shares of our common stock available for resale by each Selling Shareholder pursuant to the Plans. No additional securities are being registered hereby.

You should read this Supplement in conjunction with the Prospectus. This Supplement is qualified by reference to the Prospectus, except to the extent the information in this Supplement supersedes the information contained in the Prospectus.

The Selling Shareholders may offer their shares of Common Stock through public or private transactions, in the over-the-counter markets or on any exchanges on which our Common Stock is traded at the time of sale, at prevailing market prices or at privately negotiated prices. The Selling Shareholders may engage brokers or dealers who may receive commissions or discounts from the Selling Shareholders. We will pay substantially all of the expenses incident to the registration of such shares, except for selling commissions.

Our Common Stock is listed on The New York Stock Exchange under the symbol CLI. The closing price of our Common Stock as reported on The New York Stock Exchange on March 10, 2010 was \$34.25 per share.

You should carefully read and consider the risk factors under Item 1A beginning on page 8 in our Annual Report on Form 10-K for the year ended December 31, 2009 for risks relating to investments in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is March 12, 2010

SELLING SHAREHOLDERS

The Selling Shareholders are persons listed in the table below who have acquired the common stock offered by this Supplement in conjunction with the Prospectus pursuant to our 2000 Employee Stock Option Plan or our Amended and Restated 2000 Director Stock Option Plan. Each Selling Shareholder will receive all of the net proceeds from the sale of his shares of common stock offered by this Supplement in conjunction with the Prospectus.

The following table presents certain information regarding the ownership of our common stock by the Selling Shareholders as of March 12, 2010. The number of shares of common stock outstanding will not change as a result of the offering, nor will the number of shares owned or percentage of ownership of any persons other than the Selling Shareholders change as a result thereof. However, because the Selling Shareholders may offer from time to time all or some of their shares under this Supplement, or in another permitted manner, no assurances can be given as to the actual number of shares that will be sold by the Selling Shareholders or that will be held by the Selling Shareholders after completion of the sales.

The information contained in the following table is as of March 12, 2010, and supersedes and replaces the table of Selling Shareholders, and the related footnotes, contained in the Prospectus.

| Name and Position With Us | Number of Shares Owned Prior to Offering(1) | Number of Shares Registered Hereby(2) | Number of Shares to Be Owned After Offering(3) |
|--|--|--|---|
| William L. Mack Chairman of the Board | 3,307,074 | 11,190 | 3,295,884 |
| Mitchell E. Hersh Chief Executive Officer and Director | 501,063 | 263,947 | 237,116 |
| Barry Lefkowitz Executive Vice President and Chief Financial Officer | 195,474 | 119,753 | 75,721 |
| Roger W. Thomas Executive Vice President, General Counsel and Secretary | 147,577 | 79,845 | 67,732 |
| Michael A. Grossman Executive Vice President | 123,817 | 121,817 | 2,000 |
| Mark Yeager(4) Executive Vice President | 93,023 | 87,958 | 5,065 |
| Martin S. Berger Director | 523,502 | 1,970 | 521,532 |
| Alan S. Bernikow Director | 15,690 | 15,690 | 0 |
| John R. Cali Director | 301,726 | 11,190 | 290,536 |
| Kenneth M. Duberstein Director | 14,690 | 14,690 | 0 |

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|---------------------------------|-----------|--------|-----------|
| Nathan Gantcher Director | 40,690 | 11,190 | 29,500 |
| David S. Mack Director | 2,044,437 | 12,490 | 2,031,947 |
| Alan G. Philibosian Director | 26,690 | 11,190 | 15,500 |
| Irvin D. Reid Director | 11,190 | 11,190 | 0 |
| Vincent Tese Director | 9,070 | 9,070 | 0 |

| Name and Position With Us | Number of Shares Owned Prior to Offering(1) | Number of Shares Registered Hereby(2) | Number of Shares to Be Owned After Offering(3) |
|----------------------------------|--|--|---|
| Robert F. Weinberg Director | 537,452 | 4,920 | 532,532 |
| Roy J. Zuckerberg Director | 53,190 | 11,190 | 42,000 |
| Total | 7,946,355 | 799,290 | 7,147,065 |

(1) Includes shares of common stock acquired not pursuant to any employee or director benefit plan, common stock underlying options and restricted stock granted pursuant to our 2000 Employee Stock Option Plan and our Amended and Restated 2000 Director Stock Option Plan (both vested and unvested), common stock underlying options granted pursuant to any other employee or director benefit plan, restricted stock granted under any other employee or director benefit plan, and

common stock
underlying
common units,
preferred units
(as converted
into common
units), and
vested warrants
to acquire
common stock.

- (2) Includes all common stock underlying options granted and outstanding as of March 12, 2010 (both vested and unvested), and all restricted stock issued, pursuant to our 2000 Employee Stock Option Plan and our Amended and Restated 2000 Director Stock Option Plan.
- (3) Assumes all shares registered under this prospectus will be sold.
- (4) On March 10, 2010, Mr. Yeager notified the Company of his intention to voluntarily resign as executive vice president of the Company. Mr. Yeager's resignation, which is without

good reason
under the terms
and conditions
of his
employment
agreement with
the Company,
shall be
effective on
March 26, 2010.

If and when a selling shareholder sells all of his shares of common stock registered under this Supplement, the following Selling Shareholders will own more than one percent of our common stock at March 12, 2010:

| Name | Percentage Ownership |
|-----------------|---------------------------------|
| William L. Mack | 4.01% |
| David S. Mack | 2.52% |