

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) May 24, 1999

Mack-Cali Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland

1-13274

22-3305147

(state or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification Number)

11 Commerce Drive, Cranford, New Jersey 07016

Registrant's telephone number, including area code: (908) 272-8000

N/A

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

For the period January 1, 1998 through December 31, 1998, Mack-Cali Realty Corporation and subsidiaries (collectively, the "Company") acquired 60 properties aggregating approximately 5.9 million square feet in 17 separate transactions, comprised of 39 office properties and 21 office/flex properties. Additionally, during the same period, in connection with two of the transactions included above, the Company entered into contracts to acquire two additional office properties and four additional office/flex properties.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(b) PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

Unaudited pro forma financial information for the Company's condensed consolidated statement of operations for the year ended December 31, 1998.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Mack-Cali Realty Corporation has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

May 24, 1999

By: /s/ Mitchell E. Hersh

Mitchell E. Hersh
Chief Executive Officer

May 24, 1999

By: /s/ Barry Lefkowitz

Barry Lefkowitz

MACK-CALI REALTY CORPORATION
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
FOR THE YEAR ENDED DECEMBER 31, 1998

The unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1998 is presented as if each of the following had occurred on January 1, 1998: (i) the acquisition by the Company of the properties known as the McGarvey Portfolio, 500 West Putnam, Mountainview, Cielo Center, Prudential Business Campus, the Pacifica Portfolio, Morris County Financial Center, 3600 S. Yosemite, 500 College Road East, D.C. Buildings, 400 S. Colorado, Eastpoint I & II, 40 Richards Avenue and 7 Skyline Drive (collectively, "1998 Acquisitions") and (ii) the Company's 1998 stock offerings.

Such pro forma information is based upon the historical consolidated results of operations of the Company for the year ended December 31, 1998, after giving effect to the transactions described above. The pro forma condensed consolidated statement of operations should be read in conjunction with the historical financial statements and notes thereto of the Company included in the Company's Form 10-K for the year ended December 31, 1998.

The unaudited pro forma condensed consolidated statement of operations is not necessarily indicative of what the actual results of operations of the Company would have been assuming the transactions had been completed as set forth above, nor does it purport to represent the Company's results of operations for future periods.

MACK-CALI REALTY CORPORATION
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
FOR THE YEAR ENDED DECEMBER 31, 1998
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

	1998			
REVENUES	Company Historical	Acquisition Historical (a)	Pro Forma Adjustments	Company Pro Forma
Base rents	\$ 427,528	\$ 22,134	\$ 3,067 (b)	\$ 452,729
Escalations and recoveries from tenants	51,981	2,839	--	54,820
Parking and other	10,712	990	--	11,702
Interest income	2,423	--	--	2,423
Equity in earnings of unconsolidated joint ventures	1,055	(68)	--	987
Total revenues	493,699	25,895	3,067	522,661
EXPENSES				
Real estate taxes	48,297	2,966	--	51,263
Utilities	38,440	2,168	--	40,608
Operating services	62,967	2,860	--	65,827
General and administrative	25,572	1,329	--	26,901
Depreciation and amortization	78,916	--	4,494 (b)	83,410
Interest expense	88,043	--	14,785 (c)	102,828 (c)
Total expenses	342,235	9,323	19,279	370,837
Income before minority interest and extraordinary item	151,464	16,572	(16,212)	151,824
Minority interest	32,513	--	731 (d)	33,244 (d)
Income before extraordinary item	\$ 118,951	\$ 16,572	\$ (16,943)	\$ 118,580

Basic weighted average common shares outstanding (e)	55,840	57,652 (e)

Diluted weighted average common shares outstanding (f)	63,893	66,338 (f)

Basic income before extraordinary item per common share	\$ 2.13	\$ 2.06

Diluted income before extraordinary item per common share	\$ 2.11	\$ 2.04

</TABLE>

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MACK-CALI REALTY CORPORATION
NOTES TO PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
FOR THE YEAR ENDED DECEMBER 31, 1998
(IN THOUSANDS)

(a) Reflects historical revenues and certain expenses for the 1998 Acquisitions for the period from January 1, 1998 through the earlier of the date of acquisition or December 31, 1998, as follows:

<TABLE>
<CAPTION>

General and Property (1) Administrative	Acquisition Date	Base Rents	Escalations/ Recoveries	Parking and Other	Real Estate Taxes	Utilities	Operating Services
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
McGarvey Portfolio \$ 1	Jan. 30, 1998 (2)	\$ 1,003	\$ 368	\$ --	\$ 238	\$ 20	\$ 115
500 West Putnam 15	Feb. 5, 1998	230	38	--	17	26	27
Mountainview 14	Feb. 25, 1998	422	34	--	35	68	70
Cielo Center 73	Mar. 12, 1998	943	43	19	124	89	138
Pacifica Portfolio 132	Mar. 27, 1998	4,119	615	24	447	287	339
Prudential Bus. Campus 496	Mar. 27, 1998	3,033	252	636	612	285	168
Morris County Fin. Ctr 86	Mar. 30, 1998	1,511	499	--	193	252	322
3600 S. Yosemite 18	May 13, 1998	592	3	27	44	74	115
500 College Road East 52	May 22, 1998	1,108	210	--	124	227	134
D.C. Buildings 264	June 1, 1998	4,248	357	276	565	227	609
400 S. Colorado 43	June 3, 1998	719	46	--	82	81	157
Eastpoint I & II 55	July 16, 1998	976	73	--	68	124	235
40 Richards Avenue 79	Sept. 10, 1998	1,829	202	6	269	195	194
7 Skyline Drive 1	Sept. 15, 1998	1,401	99	2	148	213	237

Total 1998 Acquisitions \$1,329		\$22,134	\$2,839	\$ 990	\$2,966	\$2,168	\$2,860
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</TABLE>

(1) 2115 Linwood, 1510 Lancer Road and certain of the properties in the Pacifica Portfolio (aggregate cost of \$26,761) were not in operation, due to being vacant and/or under development, during the year ended December

31, 1998.

- (2) Acquisition of four of the 21 properties in this portfolio has not yet been completed; results for period include twelve-month period of operations for those pending acquisitions.

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MACK-CALI REALTY CORPORATION
 NOTES TO PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
 FOR THE YEAR ENDED DECEMBER 31, 1998
 (IN THOUSANDS)

- (b) Reflects pro forma adjustments to base rent and depreciation for the 1998 Acquisitions for the period from January 1, 1998 through the earlier of the date of acquisition or December 31, 1998, as follows:

<TABLE>
 <CAPTION>

Property (1)	Acquisition Date	Base Rent Adjustment (2)	Depreciation (3)
<S>	<C>	<C>	<C>
McGarvey Portfolio	Jan. 30, 1998 (4)	\$ 308	\$ 334
500 West Putnam	Feb. 5, 1998	14	36
Mountainview	Feb. 25, 1998	3	86
Cielo Center	Mar. 12, 1998	88	174
Pacifica Portfolio	Mar. 27, 1998	1,848	945
Prudential Bus. Campus	Mar. 27, 1998	463	758
Morris County Fin. Ctr.	Mar. 30, 1998	(27)	313
3600 S. Yosemite	May 13, 1998	33	122
500 College Road East	May 22, 1998	182	176
D.C. Buildings	June 1, 1998	88	725
400 S. Colorado	June 3, 1998	24	112
Eastpoint I & II	July 16, 1998	28	164
40 Richards Avenue	Sept. 10, 1998	15	319
7 Skyline Drive	Sept. 15, 1998	--	230
Total Pro Forma Adj.		\$ 3,067	\$ 4,494

</TABLE>

- (1) 2115 Linwood, 1510 Lancer Road and certain of the properties in the Pacifica Portfolio (aggregate cost of \$26,761) were not in operation, due to being vacant and/or under development, during the year ended December 31, 1998.
- (2) Adjustments to base rent to reflect the resetting of the straight-line rent for all leases in effect from January 1, 1998 forward.
- (3) Pro forma depreciation is based on the building-related portion of the purchase price and associated costs (for those properties in operation during the period), depreciated using the straight-line method over a 40-year useful life.
- (4) Acquisition of four of the 21 properties in this portfolio has not yet been completed; results for period include twelve-month period of operations for those pending acquisitions.

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MACK-CALI REALTY CORPORATION
 NOTES TO PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
 FOR THE YEAR ENDED DECEMBER 31, 1998
 (IN THOUSANDS)

- (c) Pro forma adjustment to interest expense for the year ended December 31, 1998 reflects interest on mortgage debt assumed with certain acquisitions and additional borrowings from the Company's credit facilities to fund certain acquisitions. Pro forma interest expense for the year ended December 31, 1998 is computed as follows:

<TABLE>

<S>	<C>
Interest expense on loan assumed with Fair Lawn acquisition on March 3, 1995 (fixed interest rate of 8.25 percent on average outstanding principal balance of approximately \$17,830)	\$ 1,471
Interest expense on mortgages assumed in connection with the Harborside acquisition in 1996 (fixed interest rate of 7.32 percent on \$107,912 and initial rate of 6.99 percent on \$42,088)	10,874

Interest expense on the Teachers Mortgage assumed with the RM Transaction on January 31, 1997 (fixed interest rate of 7.18 percent on \$185,283)	13,303
Interest expense on the Mack Transaction Assumed Debt during the period	24,798
Interest expense on West Putnam Mortgage (\$12,104) with an effective interest rate of 6.52 percent	789
Interest expense on McGarvey Mortgages (\$8,354) with a weighted average effective interest rate of 6.21 percent	519
Interest expense on Prudential Term Loan (\$200,000) with an interest rate of 6.79 percent	13,580
Interest expense on pro forma drawings on the Company's credit facilities of \$542,018 at a weighted average interest rate of 6.63 percent	35,914
Historical amortization of deferred mortgage, finance and title costs for the year ended December 31, 1998	1,580

Pro forma interest expense for the year ended December 31, 1998:	102,828
Company historical interest expense:	88,043

Pro Forma Adjustment	\$ 14,785
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</TABLE>

Interest expense can be affected by increases and decreases in the variable interest rates under the Company's various floating rate debt. For example, a one-eighth percent change in such variable interest rates will result in an \$1,078 change for the year ended December 31, 1998.

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MACK-CALI REALTY CORPORATION
NOTES TO PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
FOR THE YEAR ENDED DECEMBER 31, 1998
(IN THOUSANDS)

<TABLE>

<S>

(d) Represents pro forma minority interest computed as follows:

<C>

Income before minority interest	\$151,824
Preferred unit dividend	\$ 16,313
Income allocable to common stockholders of the Company and unitholders in the Operating Partnership	\$135,511

Allocation to minority interest based upon weighted average percentage of Common Units outstanding of 12.49 percent	16,931

Pro forma minority interest for the year ended December 31, 1998	33,244
Company historical	32,513

Pro Forma Adjustment:	\$ 731
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(e) The following is a reconciliation of the historical basic weighted average common shares outstanding to the pro forma basic weighted average common shares outstanding (shares in thousands):

Historical basic weighted average common shares outstanding	55,840
Effect of pro forma adjustment for shares issued in connection with the 1998 stock offerings	1,812

Pro forma basic weighted average common shares outstanding	57,652
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(f) The following is a reconciliation of the historical diluted average common shares outstanding to the pro forma diluted weighted average common shares outstanding (shares in thousands):

Historical diluted weighted average common shares outstanding	63,893
Effect of pro forma adjustment for dilutive securities issued in connection with the 1998 Acquisitions	2,445

Pro forma diluted weighted average common shares outstanding	66,338
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</TABLE>