
**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): **February 15, 2011**

MACK-CALI REALTY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-13274
(Commission File Number)

22-3305147
(IRS Employer
Identification No.)

343 Thornall Street, Edison, New Jersey,
(Address of Principal Executive Offices)

08837-2206
(Zip Code)

(732) 590-1000
(Registrant's telephone number, including area code)

MACK-CALI REALTY, L.P.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-57103
(Commission File Number)

22-3315804
(IRS Employer
Identification No.)

343 Thornall Street, Edison, New Jersey,
(Address of Principal Executive Offices)

08837-2206
(Zip Code)

(732) 590-1000
(Registrant's telephone number, including area code)

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)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- 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 February 15, 2011, Mack-Cali Realty Corporation (the "Company") priced a public offering of 6,250,000 shares of common stock at a price per share of \$33.00. In addition, the Company has granted to the underwriters of the public offering an option for 30 days to purchase up to 937,500 additional shares of common stock to cover over-allotments, if any. The estimated net proceeds to the Company from the offering, before giving effect to any exercise of the underwriters' over-allotment option, are expected to be approximately \$197.7 million. BofA Merrill Lynch, Deutsche Bank Securities and J.P. Morgan acted as the joint book-running managers. BNY Mellon Capital Markets, LLC, Capital One Southcoast, Citi, Comerica Securities, Mitsubishi UFJ Securities, Piper Jaffray, PNC Capital Markets LLC, RBS, Scotia Capital and SunTrust Robinson Humphrey acted as co-managers. Subject to customary closing conditions, the offering is expected to close on or about February 18, 2011.

The Company plans to use the net proceeds from the offering to repay borrowings under its unsecured revolving credit facility and for general corporate purposes. A copy of the Company's press release announcing the pricing of the offering is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

(d) Exhibit.

99.1 Press Release of Mack-Cali Realty Corporation dated February 15, 2011.

The information included in this Current Report on Form 8-K (including the exhibit hereto) is being furnished under Item 7.01, "Regulation FD Disclosure" and Item 9.01, "Financial Statements and Exhibits" of Form 8-K. As such, the information (including the exhibit) herein shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. This Current Report (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

Dated: February 15, 2011

By: /s/ MITCHELL E. HERSH
Mitchell E. Hersh
President and Chief Executive Officer

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,
its general partner

Dated: February 15, 2011

By: /s/ MITCHELL E. HERSH
Mitchell E. Hersh
President and Chief Executive Officer

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release of Mack-Cali Realty Corporation dated February 15, 2011. |

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MACK — CALI REALTY CORPORATION

NEWS RELEASE
For Immediate Release

Contacts: Barry Lefkowitz
Executive Vice President
and Chief Financial Officer
(732) 590-1000

Ilene Jablonski
Senior Director, Marketing and
Public Relations
(732) 590-1000

MACK-CALI REALTY CORPORATION ANNOUNCES PRICING OF COMMON STOCK OFFERING

Edison, New Jersey—February 15, 2011—Mack-Cali Realty Corporation (the “Company”) (NYSE: CLI) announced that it priced a public offering of 6,250,000 shares of common stock today at a price per share of \$33.00. In addition, the Company has granted to the underwriters of the public offering an option for 30 days to purchase up to 937,500 additional shares of common stock to cover overallocments, if any. BofA Merrill Lynch, Deutsche Bank Securities and J.P. Morgan acted as the joint book-running managers. BNY Mellon Capital Markets, LLC, Capital One Southcoast, Citi, Comerica Securities, Mitsubishi UFJ Securities, Piper Jaffray, PNC Capital Markets LLC, RBS, Scotia Capital and SunTrust Robinson Humphrey acted as co-managers. Subject to customary closing conditions, the offering is expected to close on or about February 18, 2011.

The estimated net proceeds to the Company from the offering, before giving effect to any exercise of the underwriters’ overallotment option, are expected to be approximately \$197.7 million. The Company plans to use the net proceeds from the offering to repay borrowings under its unsecured revolving credit facility and for general corporate purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Copies of the prospectus supplement and accompanying prospectus relating to these securities may be obtained by contacting BofA Merrill Lynch, 4 World Financial Center, New York, New York 10080, Attn: Prospectus Department or email dg.prospectus_requests@baml.com, Deutsche Bank Securities, Attention: Prospectus Department, Harborside Financial Center, 100 Plaza One, Jersey City, NJ 07311-3988, or by calling (800) 503-4611, or by e-mail at prospectus.cpdg@db.com or J.P. Morgan, Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by calling (866) 803 9204.

Mack-Cali Realty Corporation is a fully-integrated, self-administered, self-managed real estate investment trust (REIT) providing management, leasing, development, construction, and other tenant-related services for its class A real estate portfolio.

Statements made in this press release may be forward-looking statements within the meaning of

Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements can be identified by the use of words such as “may,” “will,” “plan,” “should,” “expect,” “anticipate,” “estimate,” “continue,” or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate, and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading “Disclosure Regarding Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Reports on Form 10-K, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.