
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): **April 29, 2013**

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, 08837-2206
(Address of Principal Executive Offices) (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, 08837-2206
(Address of Principal Executive Offices) (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

On April 29, 2013, Mack-Cali Realty Corporation (the "Company") announced that its operating partnership, Mack-Cali Realty, L.P. (the "Operating Partnership"), intends to commence a public offering (the "Offering") of senior unsecured notes due 2023, subject to market and other customary conditions. The notes are being offered under the Company's and Operating Partnership's joint shelf registration statement. BofA Merrill Lynch, Citigroup and J.P. Morgan will act as joint book-running managers for the Offering.

The Company plans to use the proceeds from the issuance of these notes for general corporate purposes and working capital, which will include repayment of substantially all outstanding borrowings under the Operating Partnership's unsecured revolving credit facility and may include the purchasing or retiring of some of the Operating Partnership's outstanding debt securities.

Item 8.01 Other Events.

In connection with the Offering, the Company and Operating Partnership hereby file as exhibit 12.1 to this Current Report on Form 8-K the Operating Partnership's calculations of ratios of earnings to fixed charges for the fiscal quarter ended March 31, 2013 and for the preceding five fiscal years.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
12.1	Mack-Cali Realty, L.P. Calculations of Ratios of Earnings to Fixed Charges.
99.1	Press Release of Mack-Cali Realty Corporation dated April 29, 2013.

Certain information included in this Current Report on Form 8-K (including exhibit 99.1 hereto) is being furnished under Item 7.01, "Regulation FD Disclosure" and Item 9.01 "Financial Statements and Exhibits" of Form 8-K. Such information 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. The information furnished under Item 7.01 of this Current Report (including exhibit 99.1 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.

2

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: April 29, 2013

By: /s/ BARRY LEFKOWITZ
Barry Lefkowitz
Executive Vice President and Chief Financial Officer

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,
its general partner

Dated: April 29, 2013

By: /s/ BARRY LEFKOWITZ
Barry Lefkowitz
Executive Vice President and
Chief Financial Officer

3

EXHIBIT INDEX

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4

Mack-Cali Realty, L.P.
Computation of Ratios of Earnings to Fixed Charges
(Dollar Amounts in Thousands)

	Three Months March 31, 2013	For the Year Ended December 31,				
	2012	2011	2010	2009	2008	
EARNINGS:						
Per F/S: Income from continuing operations	11,192	50,462	77,802	62,336	73,218	62,179
Add back: loss of unconsolidated joint ventures/ (Deduct): equity in earnings of unconsolidated joint ventures	1,750	(4,089)	(2,022)	(2,276)	5,560	39,752
Income from continuing operations before noncontrolling interest and equity in earnings of unconsolidated joint ventures	12,942	46,373	75,780	60,060	78,778	101,931
Add:						
Fixed Charges (see calculation below)	33,370	126,519	125,403	150,438	140,504	131,955
Amortization of capitalized interest	520	1,981	1,913	2,070	2,028	1,950
Distributed income of equity investees	453	3,990	3,301	2,311	2,637	5,784
Subtotal	47,285	178,863	206,397	214,879	223,947	241,620
Subtract:						
Interest capitalized	(3,467)	(4,342)	(1,081)	(1,912)	(1,401)	(5,799)
Earnings	\$ 43,818	\$ 174,521	\$ 205,316	\$ 212,967	\$ 222,546	\$ 235,821
FIXED CHARGES:						
Interest expense (includes amortization)	29,869	122,042	123,860	148,363	138,858	125,922
Interest capitalized	3,467	4,342	1,081	1,912	1,401	5,799
Interest portion (1/3) of ground rents on land leases	34	135	135	163	245	234
Total fixed charges	\$ 33,370	\$ 126,519	\$ 125,076	\$ 150,438	\$ 140,504	\$ 131,955
Ratio of earnings to fixed charges	1.3	1.4	1.6	1.4	1.6	1.8

MACK — CALI REALTY CORPORATION

NEWS RELEASE

For Immediate Release

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

Ilene Jablonski
Vice President, Marketing
(732) 590-1000

MACK-CALI ANNOUNCES PUBLIC OFFERING OF SENIOR NOTES

Edison, New Jersey—**April 29, 2013**—Mack-Cali Realty Corporation (the “Company”) (NYSE: CLI) today announced that its operating partnership, Mack-Cali Realty, L.P. (the “Operating Partnership”), intends to commence a public offering of senior unsecured notes due 2023, subject to market and other customary conditions. The notes are being offered under the Company’s and Operating Partnership’s joint shelf registration statement. BofA Merrill Lynch, Citigroup and J.P. Morgan will act as joint book-running managers for the offering.

The proceeds from the issuance of these notes will be used for general corporate purposes and working capital, which will include repayment of substantially all outstanding borrowings under the Operating Partnership’s unsecured revolving credit facility and may include the purchasing or retiring of some of the Operating Partnership’s outstanding debt securities.

The offering is being made only by means of a prospectus and related preliminary prospectus supplement, a copy of which may be obtained from Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (800) 831-9146; Merrill Lynch, Pierce, Fenner & Smith Incorporated, 222 Broadway, 11th floor, New York, NY 10038, Attn: Prospectus Department, telephone: (800) 294-1322 or by e-mail at dg.prospectus_requests@baml.com or from J.P. Morgan Securities LLC, 383 Madison Avenue, New York, NY 10179, attention: Investment Grade Syndicate Desk, or by telephone collect at 212-834-4355. An effective registration statement and related prospectus is on file with the Securities and Exchange Commission (SEC), and a copy of the preliminary prospectus supplement, together with the prospectus, also will be available on the SEC’s website at www.sec.gov. This news release does not constitute an offer to sell or a solicitation of any offer to buy such securities nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About Mack-Cali:

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.

Additional Information:

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,” “potential,” “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.
