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): **May 6, 2013**

MACK-CALI REALTY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland	**1-13274**	**22-3305147**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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	**333-57103**	**22-3315804**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 2, 2013, ISS Governance, a subsidiary of MSCI, Inc. ("ISS"), published a report (the "Report") on the corporate governance and executive compensation practices of Mack-Cali Realty Corporation (the "General Partner"), the general partner of Mack-Cali Realty, L.P. (the "Company"). In response to concerns about the General Partner's executive compensation practices identified in the Report, on May 6, 2013, the Executive Compensation and Option Committee (the "Committee") of the Board of Directors of the General Partner authorized the General Partner to take the following actions:

(i) amend the General Partner's outperformance plan and the multi-year total stockholder return ("TSR") based award agreements (the "TSR-Based Performance Agreements") entered into between the General Partner and each of Mitchell E. Hersh, Barry Lefkowitz and Roger W. Thomas on September 12, 2012 as follows:

(a) exclude dividends from the calculation of TSR such that TSR shall consist solely of share appreciation during the applicable measurement period;

(b) provide for two year performance periods in lieu of annual performance periods;

(c) increase the absolute TSR performance thresholds for the one year period ending December 31, 2013 to a single threshold of 17.5% for the two year period ending December 31, 2014;

(d) increase the relative TSR performance thresholds from the 40th percentile of the peer group for the one year period ending December 31, 2013 to a single threshold of the 50th percentile of the peer group for the two year period ending December 31, 2014; and

(e) eliminate the carry-back and carry-forward feature so that excess TSR in any performance period may not be applied to any prior or subsequent performance period.

(ii) adopt a policy to limit the number of future annual equity compensation awards to the chief executive officer to no more than 25% of total equity awards under the General Partner's equity compensation plans per year and to limit the aggregate number of future annual equity compensation awards to all named executive officers as a group to no more than 50% of the total equity awards under the General Partner's equity compensation plans per year.

(iii) commencing with performance periods beginning on or after January 1, 2014, the General Partner will adopt formulas based on pre-determined performance criteria

with respect to awards of annual cash and restricted stock bonuses for Named Executive Officers.

A copy of the General Partner's letter to ISS dated May 3, 2013 regarding the foregoing changes to the General Partner's compensation policies and awards is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Letter from Mack-Cali Realty Corporation to ISS Governance dated May 3, 2013.

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: May 6, 2013

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: May 6, 2013

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Letter from Mack-Cali Realty Corporation to ISS Governance dated May 3, 2013.

Exhibit 99.1

Mitchell E. Hersh
President and Chief Executive Officer

Direct: 732.590.1040
Email: mhersh@mack-cali.com

May 3, 2013

Kathryn Cohen
ISS Governance
702 King Farm Boulevard
Suite 400
Rockville, MD 20850

Re: ISS Review of Mack-Cali 2013 Proxy

Dear Kathryn:

I write to you in reference to the ISS review of the Mack-Cali 2013 proxy. First, I would like to thank you and your team for the time and effort you put into the preparation of your report on our proxy filing. Secondly, I write to you to in several regards based on my review of your report:

- There are certain positions taken by ISS in the report that result from a misinterpretation of certain Mack-Cali compensation practices and certain facts and I wanted to clarify them for you.

- It is a very strong desire of Mack-Cali that our executive compensation programs be within the guidelines of ISS and in that regard receive "for" vote recommendations on our Say-on-Pay and the equity incentive plan upsizing resolutions, both of which are critically important to the Company.

Further, we are now immediately moving to make several key modifications to certain of the in-place compensation programs that we believe are material and place our programs within the guidelines of ISS and it is most important to advise you of these changes and discuss the same. We would look to make these changes formal through public filings on Form 8-k early next week.

As the forgoing matters are critically important to my company, I would respectfully request that we have a direct telephone call on Monday to discuss these matters fully as I think that anything short of a direct discussion would be a disservice to both ISS and Mack-Cali. Thank you.

Sincerely,

/s/ Mitchell E. Hersh
Mitchell E. Hersh
President and Chief Executive Officer

P.O. BOX 7817 EDISON, NJ 08818-7817 T: 732.590.1000 F: 732.205.8237 WEB: WWW.MACK-CALI.COM
DELIVERY ADDRESS: 343 THORNALL STREET EDISON, NJ 08837-2206

Mack-Cali Realty Corporation
ISS Compensation Feedback
2013 Proxy

	Current Program/ISS Understanding	Modifications and Proposed Change
2013LTIP Concept	ISS understanding (per page 16 of the report) of the Outperformance Plan component of the 2013 LTIP is that these "awards are additive to existing incentive opportunities, and may provide substantial additional compensation."	We want to clarify that the new 2013 LTIP program is in no way "additive" but rather is simply a replacement for the 2007 LTIP Plan that expired at the end of 2012. Incorporated within the 2013 replacement program, the Company introduced a new OPP concept that will include pre-determined TSR hurdles in addition to the multi-year performance awards historical utilized. Again, the design of the two components was done on a holistic-basis to simply replace the 2007 Plan.
OPP Measurement Period	As currently disclosed in the proxy, the OPP Plan was based on a 1 year performance period.	The revised filing will modify the OPP Plan performance period, which will be changed to 2 years.
OPP Performance Hurdles	As currently disclosed in the proxy, the 2013 OPP/TSR-based awards will begin to be earned based on the following: - Absolute Hurdle – TSR Performance (including stock price + dividends) above 6.0% - Relative Hurdle – TSR Performance at or above the 40^{th} percentile	The revised filing will modify the 2013 OPP/TSR-based awards, which will be amended so that the awards will be earned based on the achievement of the following hurdles: - Absolute Hurdle – Stock appreciation of 17.5% (no credit will be applied for dividend payments) - Relative Hurdle – TSR Performance at or above the 50^{th} percentile
Carry-Back/Carry-Forward Feature	As currently disclosed in the proxy, if the Company's TSR exceeds the maximum TSR Performance Targets for that year, then the amount of such excess TSR may be carried forward or backward to any other year during the five year performance period covered by TSR-Based Performance Agreements for purposes of satisfying the TSR Performance Targets in such other year.	The revised filing will eliminate the carry-back/carry-forward feature.

Annual Bonus Plan	As currently disclosed in the proxy, the Company utilizes a fully discretionary annual bonus program.	The revised filing will modify the annual bonus plan and commit the Company, beginning in 2014, to utilize a formulaic bonus program based on pre-determined performance metrics.
Equity Incentive Plan Upsizing	Per page 22 of ISS' report, CLI has historically awarded approximately 39% of its equity grants to the CEO and 65% to the NEOs.	The revised equity incentive plan proposal will commit that going-forward no more than 25% of the grants will be awarded to the CEO and 50% to the NEOs (which approximates the Company's GICS median amounts).
Severance Payments	Per page 16 of ISS' report, ISS states that the CEO's cash severance upon a CIC equal ''the amount is $8 million, or approximately 4 times his salary and bonus compensation."	We want to clarify that the $ 8 million represents approximately a 3x multiple of the CEO's salary and bonus (as disclosed on page 29 of the proxy) calculated as follows: Salary: $1,050,000 Bonus: 1,613,040* Total: $2.663.040 x 3 = Approximately $8 million **Severance Multiple-3x salary + bonus** ——— *Please note that per the disclosure on page 29 of the proxy, the annual CEO bonus was paid in a combination of fully-vested stock and cash. (Separately, the Company grants long-term equity awards which are not be utilized in determining the severance multiple.)