

**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 16, 2014 (May 12, 2014)**

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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On May 12, 2014, Mack-Cali Realty Corporation (the "Company"), the general partner of Mack-Cali Realty, L.P., held its Annual Meeting of Stockholders (the "Annual Meeting") to (i) elect four members of the Board of Directors of the Company, (ii) approve Articles of Amendment to the Company's Articles of Restatement (the "Charter Amendment") to declassify the Board of Directors and adopt concurrent annual terms for all the members of the Board of Directors, as set forth in the Company's proxy statement for the Annual Meeting, (iii) hold a non-binding advisory vote to approve the compensation of the Company's named executive officers, as set forth in the Company's proxy statement for the Annual Meeting, and (iv) ratify the appointment of the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

(b) At the Annual Meeting, the Company's stockholders elected the following four Class II directors to serve until the Company's annual meeting of stockholders to be held in 2017; William L. Mack (Number of shares for: 71,337,892, Number of shares withheld: 2,983,877, Number of shares abstained: 0, Number of broker non-votes: 6,894,858); Nathan Gantcher (Number of shares for: 71,742,687, Number of shares withheld: 2,579,082, Number of shares abstained: 0, Number of broker non-votes: 6,894,858); David S. Mack (Number of shares for: 71,972,104, Number of shares withheld: 2,349,665, Number of shares abstained: 0, Number of broker non-votes: 6,894,858); and Alan G. Philiposian (Number of shares for: 67,931,001, Number of shares withheld: 6,390,768, Number of shares abstained: 0, Number of broker non-votes: 6,894,858).

The following directors' terms of office as directors of the Company continued following the Annual Meeting: Mitchell E. Hersh, Alan S. Bernikow, Kenneth M.

The Company's stockholders also voted upon and approved the Charter Amendment, as set forth and described in the Company's proxy statement for the Annual Meeting (Number of shares for: 74,093,848, Number of shares against: 175,705, Number of shares abstained: 52,216, Number of broker non-votes: 6,894,858). On May 14, 2014, the Company filed the Charter Amendment with the State Department of Assessments and Taxation of Maryland. A copy of the Charter Amendment is filed herewith as Exhibit 3.1 and a corresponding Amendment No. 3 to the Company's Bylaws is filed herewith as Exhibit 3.2.

The Company's stockholders, on a non-binding advisory basis, also voted upon and did not approve the compensation of the Company's named executive officers, as set forth in the Company's proxy statement for the Annual Meeting (Number of shares for: 22,279,795, Number of shares against: 51,043,255, Number of shares abstained: 998,719, Number of broker non-votes: 6,894,858).

The Company's stockholders also voted upon and approved the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 (Number of shares for: 80,660,037, Number of shares against: 512,050, Number of shares abstained: 44,540, Number of broker non-votes: 0).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Restatement of Mack-Cali Realty Corporation as filed with the State Department of Assessments and Taxation of Maryland on May 14, 2014.
3.2	Amendment No. 3 to the Mack-Cali Realty Corporation Amended and Restated Bylaws dated May 14, 2014.

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 16, 2014

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 16, 2014

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

EXHIBIT INDEX

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MACK-CALI REALTY CORPORATION

ARTICLES OF AMENDMENT

MACK-CALI REALTY CORPORATION, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to, and does hereby, amend the charter of the Corporation as currently in effect, consisting of Articles of Restatement filed with the Department on September 18, 2009 (the "Charter"), pursuant to Sections 2-601 *et seq.* of the Maryland General Corporation Law (the "MGCL").

SECOND: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety the existing Section 1 of Article V, and inserting in lieu thereof the following new Section 1 of Article V:

Section 1. Number of Directors. The number of directors of the Corporation shall be eleven (11), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than the minimum number required by the MGCL. The names of the eleven (11) current directors who shall serve until the expiration of the respective terms for which they were elected, and until their successors are duly elected and qualified, and the year in which the current term of each such director shall expire are:

Name	Year of Expiration
Mitchell E. Hersh	2015
Alan S. Bernikow	2015
Irvin D. Reid	2015
Kenneth M. Duberstein	2016
Jonathan Litt	2016
Vincent Tese	2016
Roy J. Zuckerberg	2016
Nathan Gantcher	2017
David S. Mack	2017
William L. Mack	2017
Alan G. Philibosian	2017

Each director shall serve for the term of office for which he or she is elected, and until his or her successor is duly elected and qualifies. At each annual meeting of stockholders commencing with the annual meeting of stockholders held in 2015, the successors to the directors whose term expires at such annual meeting of stockholders

shall be elected to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified.

THIRD: The foregoing amendment to the Charter as set forth in these Articles of Amendment has been duly advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required by law.

FOURTH: These Articles of Amendment shall be effective upon filing with the Department.

FIFTH: The undersigned President and Chief Executive Officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President and Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its President and Chief Executive Officer, and attested to by its Interim Secretary, on this 13th day of May, 2014.

ATTEST:

MACK-CALI REALTY CORPORATION

/s/ Gary T. Wagner
 Name: Gary T. Wagner
 Title: Interim Secretary

By: /s/ Mitchell E. Hersh (SEAL)
 Name: Mitchell E. Hersh
 Title: President and Chief Executive Officer

AMENDMENT NO. 3**TO THE****MACK-CALI REALTY CORPORATION****AMENDED AND RESTATED BYLAWS**

This Amendment No. 3 to the Mack-Cali Realty Corporation Amended and Restated Bylaws duly adopted on June 10, 1999 (the "Bylaws"), shall be effective as of May 14, 2014. All term used herein and not defined herein shall have the meanings ascribed to such terms in the Bylaws.

The Bylaws of Mack-Cali Realty Corporation as currently in effect are hereby amended by deleting therefrom in its entirety Section 2 of Article III and inserting in lieu thereof the following:

Section 2. Number, Tenure and Qualifications. At any regular meeting or at any special meeting called for that purpose, a majority of the entire Board of Directors may establish, increase or decrease the number of directors, provided that the number thereof shall never be less than the minimum number required by the Maryland General Corporation Law, nor more than fifteen (15). Each director shall hold office for the term for which he is elected and until his successor is elected and qualified.

Notwithstanding the foregoing, upon the occurrence of a default in the payment of dividends on any class or series of preferred stock, or any other event, which will entitle the holders of any class or series of preferred stock to elect additional directors of the Corporation, the number of directors of the Corporation will thereupon be increased by the number of additional directors to be elected by the holders of such class or series of preferred stock, and such increase in the number of directors shall remain in effect for so long as the holders of such class or series of preferred stock are entitled to elect such additional directors. Any such additional directors shall hold office for the time provided in the terms of the class or series of preferred stock pursuant to which such additional directors were elected.
