

**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): **June 12, 2020**

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.)

Harborside 3, 210 Hudson St., Ste. 400
Jersey City, New Jersey 07311
(Address of Principal Executive Offices) (Zip Code)

(732) 590-1010
(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.)

Harborside 3, 210 Hudson St., Ste. 400
Jersey City, New Jersey 07311
(Address of Principal Executive Offices) (Zip Code)

(732) 590-1010
(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))

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	CLI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As previously announced, on June 10, 2020, Mack-Cali Realty Corporation (the “Company”) and Bow Street LLC entered into a letter agreement (the “Letter Agreement”) in connection with the Company’s 2020 Annual Meeting of Stockholders (including any adjournments or postponements thereof, the “2020 Annual Meeting”).

Pursuant to the terms of the Letter Agreement, on June 12, 2020, the Board of Directors of the (“Board”) has taken the following sequential actions:

- (i) postponed the 2020 Annual Meeting until July 1, 2020;
- (ii) increased the size of the Board from eleven (11) directors to fifteen (15) directors;
- (iii) appointed Tammy K. Jones, A. Akiva Katz, Mahbod Nia and Howard S. Stern to serve as directors of the Company with terms expiring at the 2020 Annual Meeting;
- (iv) nominated each of Alan R. Batkin, Michael Berman, Frederic Cumenal, MaryAnne Gilmartin, Tammy K. Jones, A. Akiva Katz, Nori Gerardo Lietz, Mahbod Nia, and Howard Stern for election to the Board at the 2020 Annual Meeting;
- (v) accepted the resignations as directors of Alan S. Bernikow, Michael J. DeMarco, William L. Mack, Lisa Myers, Laura H. Pomerantz, Irvin D. Reid and Rebecca Robertson; and
- (vi) appointed Michael Berman to serve as a director of the Company with a term expiring at the 2020 Annual Meeting.

As a result of the foregoing actions, Alan S. Bernikow, Michael J. DeMarco, William L. Mack, Lisa Myers, Laura H. Pomerantz, Irvin D. Reid and Rebecca Robertson will no longer stand for re-election at the 2020 Annual Meeting. Mr. DeMarco will continue to serve as the Company’s Chief Executive Officer.

The Board as so reconstituted subsequently reduced the size of the Board from fifteen (15) directors to nine (9) directors and elected MaryAnne Gilmartin to serve as the Chair of the Board. The Board also named the following directors to committees of the Board:

Audit Committee: Alan R. Batkin (Chair), Michael Berman, Tammy K. Jones and Mahbod Nia.

Executive Compensation and Option Committee: Frederic Cumenal (Chair), Michael Berman and A. Akiva Katz.

Nominating and Corporate Governance Committee: Nori Gerardo Lietz (Chair), MaryAnne Gilmartin and Howard Stern.

Strategic Review Committee: A. Akiva Katz (Chair), Frederic Cumenal, Tammy K. Jones and Mahbod Nia.

In addition, MaryAnne Gilmartin has agreed to participate in discussions with the members of the Strategic Review Committee in order to fully transition her knowledge of the activities of the Company's former Shareholder Value Committee, of which Ms. Gilmartin and Mr. Cumenal were members and which was disbanded in December 2019. The Strategic Review Committee will review the Company's operations and strategy and assess alternatives to increase shareholder value.

It is intended that each of the newly appointed directors will receive the standard compensation for directors of the Company in accordance with the Company's director compensation policies, as amended from time to time.

Except as set forth above in this Item 5.02 of this Current Report on Form 8-K, there are no arrangements or understandings pursuant to which any of the newly appointed directors has been appointed to the Board, nor are there any transactions or proposed transactions to which the Company and any such person is, or will be, a party.

Except as set forth above in this Item 5.02 of this Current Report on Form 8-K, as of the date hereof, the Company has not entered into any transactions involving any such person that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Item 7.01 Regulation FD Disclosure.

On June 15, 2020, the Company issued a press release announcing the appointment of MaryAnne Gilmartin as Chair of the Board. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is furnished herewith.

The press release furnished pursuant to Item 7.01 of this Form 8-K (Exhibits 99.1) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section. Furthermore, the press release shall not be deemed to be incorporated by reference into any Company filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01 Other Events.

As described in Item 5.02 of this Current Report on Form 8-K, pursuant to the Letter Agreement, the Company has postponed the date of the 2020 Annual Meeting to July 1, 2020. The record date for the determination of stockholders entitled to notice of, and to vote at, the 2020 Annual Meeting will remain April 16, 2020. The 2020 Annual Meeting will be held as a virtual-only meeting.

As a result of the actions taken pursuant to the Letter Agreement, as described in Item 5.02 of this Current Report on Form 8-K, the election of directors at the 2020 Annual Meeting is no longer “contested.” The Company plans to file with the Securities and Exchange Commission (the “SEC”) and mail to its stockholders a revised definitive proxy statement that supplements the Company’s definitive proxy statement filed by the Company with the SEC on May 7, 2020 and first mailed to the Company’s stockholders on or about May 7, 2020, to reflect the matters described in Item 5.02 of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press release, dated June 15, 2020.
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

MACK-CALI REALTY CORPORATION

Dated: June 15, 2020

By: /s/ Gary T. Wagner
Gary T. Wagner
General Counsel and Secretary

MACK-CALI REALTY CORPORATION

NEWS RELEASE

MACK-CALI APPOINTS MARYANNE GILMARTIN BOARD CHAIR*Completes Reconstitution of Board of Directors*

Jersey City, NJ – June 15, 2020 – Mack-Cali Realty Corporation (NYSE: CLI) ("Mack-Cali" or the "Company") today announced that MaryAnne Gilmartin has been elected Chair of the Board of Directors (the "Board"), effective immediately. Mack-Cali has also completed the previously announced reconstitution of its Board. In addition to Ms. Gilmartin, the reconstituted Board is comprised of Alan R. Batkin, Michael Berman, Frederic Cumenal, Tammy K. Jones, A. Akiva Katz, Nori Gerardo Lietz, Mahbod Nia, and Howard Stern.

Ms. Gilmartin said, "The newly reconstituted Board is determined to put Mack-Cali on the right path to restoring strong corporate governance practices and shareholder value. We look forward to driving meaningful transformation at the Company to benefit all of our stakeholders."

Mack-Cali has nominated a revised slate of director candidates – comprised of its reconstituted Board – for election at the Company's 2020 Annual Meeting of Stockholders ("Annual Meeting") rescheduled for July 1, 2020. The Company will amend and supplement its proxy statement and WHITE proxy card to reflect its revised slate. The amended proxy statement will provide shareholders with additional information regarding the director candidates and the Annual Meeting. Shareholders should vote the new WHITE proxy card (when it becomes available) in order to have their votes counted at the Annual Meeting. Any votes previously submitted on a WHITE proxy card will not be counted.

Ms. Gilmartin has served as a director at Mack-Cali since June 2019. She is Co-Founder and CEO of L&L MAG. She has over 30 years of real estate industry experience, including as CEO and President of Forest City Ratner Companies, LLC. Ms. Gilmartin is a director of the Jefferies Group LLC. She also serves on the Executive Committee of The Brooklyn Academy of Music, as Vice Chair of New York Public Radio, on the Executive Committee and Board of Governors of The Real Estate Board of New York, and as a member of the Industry Advisory Board of the MS Real Estate Development Program at Columbia University.

About Mack-Cali Realty Corporation

One of the country's leading real estate investment trusts (REITs), Mack-Cali Realty Corporation is an owner, manager and developer of premier office and multifamily properties in select waterfront and transit-oriented markets throughout New Jersey. Mack-Cali is headquartered in Jersey City, New Jersey, and is the visionary behind the city's flourishing waterfront, where the company is leading development, improvement and place-making initiatives for Harborside, a master-planned destination comprised of class A office, luxury apartments, diverse retail and restaurants, and public spaces.

A fully integrated and self-managed company, Mack-Cali has provided world-class management, leasing, and development services throughout New Jersey and the surrounding region for two decades. By regularly investing in its properties and innovative lifestyle amenity packages, Mack-Cali creates environments that empower tenants and residents to reimagine the way they work and live.

For more information on Mack-Cali Realty Corporation and its properties, visit www.mack-cali.com.

Statements made in this press release may be forward-looking statements within the meaning of 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,” “projected,” “should,” “expect,” “anticipate,” “estimate,” “target,” “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, which are incorporated herein by reference. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

Contacts

Michael J. DeMarco
Mack-Cali Realty Corporation
Chief Executive Officer
(732) 590-1589
mdemarco@mack-cali.com

Deidre Crockett
Mack-Cali Realty Corporation
Chief Administrative Officer
(732) 590-1025
derockett@mack-cali.com

Media Contacts
Gasthalter & Co.
Jonathan Gasthalter/Amanda Klein
(212) 257-4170

Investor Contacts
Innisfree M&A Incorporated
Scott Winter/Gabrielle Wolf
(212) 750-5833

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