

**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): **January 22, 2021 (January 22, 2021)**

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

On January 22, 2021, Mack-Cali Realty Corporation (the "Company"), the general partner of Mack-Cali Realty, L.P. through which the Company conducts its business, entered into a six-month extension (the "Extension Letter") of that certain letter agreement (the "Letter Agreement") with MAG Partners 2.0 LLC ("MAG Partners"), pursuant to which MAG Partners has made MaryAnne Gilmartin's services available to the Company to serve as its interim Chief Executive Officer. Pursuant to the Extension Letter, the term of the Letter Agreement has been extended until July 25, 2021 (the "Term"). However, Ms. Gilmartin's appointment as interim Chief Executive Officer will end upon the earlier to occur of (x) the commencement of employment of a permanent Chief Executive Officer of the Company or (y) a date selected by the Board of Directors of

the Company, and during any remaining portion of the Term, MAG Partners will continue to make Ms. Gilmartin reasonably available to assist with the transition of Ms. Gilmartin's duties to her successor and with any other matters that the Company may reasonably request. In addition, if the Term ends at any time prior to July 25, 2021 (other than a termination by the Company for cause), then the Company will continue to pay MAG Partners its monthly \$150,000 cash retainer fee through July 25, 2021.

The foregoing summary of the Extension Letter does not purport to be complete and is qualified in its entirety by the full text of the Extension Letter, which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Extension Letter, by and among Mack-Cali Realty Corporation, MAG Partners 2.0 LLC, and MaryAnne Gilmartin, dated as of January 22, 2021.
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, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACK-CALI REALTY CORPORATION

Dated: January 22, 2021

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

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,
its general partner

Dated: January 22, 2021

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



January 22, 2021

MAG Partners 2.0 LLC
c/o MaryAnne Gilmartin

RE: Interim CEO Appointment Extension

Dear MaryAnne:

Reference is made to that certain letter agreement, by and among you, Mack-Cali Realty Corporation (the "Company"), and MAG Partners 2.0 LLC, a Delaware limited liability company ("Consultant"), dated as of July 24, 2020 (the "Letter Agreement"). As we have discussed, this letter amendment ("Amendment") memorializes the terms and conditions of the Company's extension of the engagement of Consultant to make you, MaryAnne Gilmartin ("Principal"), available to serve as the Interim CEO of the Company. Capitalized terms used but not defined in this Amendment have the meanings given to them in the Letter Agreement.

Terms of Extension: The parties agree that the Term is hereby extended until July 25, 2021 (the "End Date"). However, Consultant and Principal acknowledge and agree that Principal's appointment as Interim CEO will end on the earlier to occur of (x) the commencement of employment of a permanent Chief Executive Officer of the Company, or (y) a date selected by the Board (no later than July 25, 2021). The Board will use reasonable, good faith efforts to keep Consultant reasonably apprised regarding the anticipated timing of the end of Principal's appointment as Interim CEO, and to consult with Consultant and Principal regarding any public or internal Company announcements regarding the appointment of a permanent Chief Executive Officer. Following the end of Principal's appointment as Interim CEO, Consultant shall continue to make Principal reasonably available through the End Date to the Company to assist with the transition of Principal's duties to her successor and on any other matters that the Company may reasonably request, and the parties shall honor the Letter Agreement in accordance with its terms, as amended by this Amendment. For the avoidance of doubt, if the Term ends at any time before the End Date, other than a termination by the Board for Cause, then the Company shall continue to pay the Retainer to Consultant through the End Date.

Miscellaneous: Except as expressly set forth in this Amendment, the Letter Agreement remains in full force and effect in accordance with its terms. This Amendment will be governed by and construed in accordance with the laws of the State of New Jersey, without regard to principles of conflicts of law thereunder. This Amendment may be executed in one or more counterparts (including, without limitation, in .pdf or other electronic format), all of which when taken together shall constitute one and the same agreement.

Please sign and return to the Company a copy of this Amendment to confirm agreement with the terms set forth above.

* * * * *

[signature page follows]

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Sincerely,

MACK-CALI REALTY CORPORATION

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

ACKNOWLEDGED AND AGREED:

CONSULTANT:

MAG PARTNERS 2.0 LLC

/s/ MaryAnne Gilmartin
By: MaryAnne Gilmartin
Title:

PRINCIPAL:

/s/ MaryAnne Gilmartin
MaryAnne Gilmartin

[Signature Page to MAG Partners Letter Agreement Amendment]

