

SL GREEN REALTY CORP
Form 10-Q/A
December 03, 2003

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2003

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to .

Commission File No. 1-13199

SL GREEN REALTY CORP.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

13-3956775
(I.R.S. Employer
Identification No.)

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420 Lexington Avenue, New York, New York 10170

(Address of principal executive offices - zip code)

(212) 594-2700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The number of shares outstanding of the registrant's common stock, \$0.01 par value, was 31,176,781 at July 31, 2003.

SL GREEN REALTY CORP.

EXPLANATORY NOTE

This amendment to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2003 is being filed in order to amend Part I, Item 4 and Part II, Items 4 and 6 in their entirety and to replace such items as set forth below. No further changes have been made to the Form 10-Q.

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PART I. FINANCIAL INFORMATION

ITEM 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Also, we have investments in certain unconsolidated entities. As we do not control these entities, our disclosure controls and procedures with respect to such entities are necessarily substantially more limited than those we maintain with respect to our consolidated subsidiaries.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There have been no significant changes in our internal controls that could significantly affect the internal controls subsequent to the date we completed our evaluation.

PART II OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

We held our annual meeting of stockholders on May 7, 2003, at which the following matters were voted upon:

1. To elect two Class III directors of the Company to serve until the 2006 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

2. To ratify the selection of Ernst & Young LLP as the independent auditors of the Company for the fiscal year ending December 31, 2003.

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The results of the meeting were as follows:

| | For | Against | Abstain |
|------------------------|------------|----------------|----------------|
| Proposal 1: | | | |
| John H. Alschuler, Jr. | 25,040,002 | | 1,345,738 |
| Stephen Green | 26,028,218 | | 357,522 |
| Proposal 2: | 24,715,112 | 1,443,006 | 227,622 |

Directors whose term of office continued after the annual meeting of stockholders are as follows:

Edwin Thomas Burton, III (2004)

Marc Holliday (2005)

John S. Levy (2005)

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

- | | |
|-------|---|
| 10.1* | 2003 Long-Term OutPerformance Compensation Program dated April 1, 2003. |
| 10.2* | First Amendment to Amended and Restated Revolving Credit and Guaranty Agreement dated June 5, 2003. |
| 31.1 | Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

* Incorporated by reference from our Form 10-Q filed on August 12, 2003.

(b) Reports on Form 8-K:

The Registrant filed a Current Report on Form 8-K on April 23, 2003 in connection with its first quarter 2003 earnings release.

The Registrant filed a Current Report on Form 8-K/A on May 16, 2003 in connection with its first quarter 2003 earnings release and supplemental information package.

SIGNATURES

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

SL GREEN REALTY CORP.

By: */s/ Thomas E. Wirth*
Thomas E. Wirth
Executive Vice President,
Chief Financial Officer

Date: December 3, 2003