

NEW PLAN EXCEL REALTY TRUST INC
Form 8-K
May 19, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 14, 2003**

NEW PLAN EXCEL REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other
jurisdiction of incorporation)

1-12244
(Commission
File Number)

33-0160389
(IRS Employer
Identification Number)

1120 Avenue of the Americas, 12th Floor
New York, New York
(Address of principal executive offices)

10036
(Zip Code)

Registrant's telephone number, including area code:

(212) 869-3000

Not applicable

(Former name or former address, if changed since last report)

Item 5. Other Events

On May 14, 2003, New Plan Excel Realty Trust, Inc. (the Company) entered into an underwriting agreement with Banc of America Securities LLC (the Underwriter) in connection with a proposed public offering of \$100,000,000 of its 3.75% Convertible Senior Notes due 2023. The notes mature on June 1, 2023, with interest payable semi-annually on December 1 and June 1 of each year outstanding, beginning December 1, 2003. The Company may not redeem the notes prior to June 9, 2008. The closing of the offering is expected to occur on May 19, 2003. A copy of the underwriting agreement is filed as an exhibit to this report.

Item 7. Exhibits

The following exhibits are filed as part of this report and are expressly incorporated herein by reference:

- 1.1 Underwriting Agreement, dated as of May 14, 2003, by and among the Company and the Underwriter (the Underwriting Agreement).
- 4.1 Indenture, dated as of February 3, 1999, by and among the Company, New Plan Realty Trust and State Street Bank and Trust Company, as Trustee, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 3, 1999.
- 4.2 Form of Officers' Certificate relating to the terms of the Company's 3.75% Convertible Senior Notes due 2023.
- 4.3 Form of 3.75% Convertible Senior Note due 2023 (included as Exhibit A to Officers' Certificate filed as Exhibit 4.2).
- 5.1 Opinion of Hogan & Hartson L.L.P. regarding the legality of the securities related to the Underwriting Agreement.
- 8.1 Opinion of Hogan & Hartson L.L.P. regarding certain tax matters.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Hogan & Hartson L.L.P. (included in its opinion filed as Exhibit 5.1).
- 23.2 Consent of Hogan & Hartson L.L.P. (included in its opinion filed as Exhibit 8.1).
- 25.1 Statement of Eligibility of the Trustee on Form T-1, filed as Exhibit 25.1 to the Company's Current Report on Form 8-K filed on February 3, 1999.

SIGNATURE

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

NEW PLAN EXCEL REALTY TRUST, INC.

Date: May 19, 2003

By: /s/ Steven F. Siegel
Steven F. Siegel
Executive Vice President, General Counsel
and Secretary

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