

SPIRIT FINANCE CORP  
Form 8-K  
January 31, 2006

**UNITED STATES  
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: **January 26, 2006**

**SPIRIT FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**01-32386**  
(Commission  
File Number)

**20-0175773**  
(IRS Employer  
Identification Number)

**14631 N. Scottsdale Road, Suite 200**

**Scottsdale, Arizona 85254**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(480) 606-0820**

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**None**

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

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:

- o Written communications pursuant to Rule 425 under the Securities Act
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 8.01. Other Events.**

On January 26, 2006, Spirit Finance Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc. and Banc of America Securities LLC as representatives of the several underwriters named therein (collectively, the Underwriters ). In accordance with the terms and conditions of the Underwriting Agreement, the Company has agreed to sell to the Underwriters 12,000,000 shares of its common stock, par value \$.01 per share (the Common Stock ), and grant the Underwriters an option to purchase up to an additional 1,800,000 shares of common stock to cover over-allotments. The Underwriters may exercise the option at any time in whole or part from time to time within 30 days after the date of the Underwriting Agreement. The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. The Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement among Spirit Finance Corporation and Citigroup Global Markets Inc. and Banc of America Securities LLC, as representatives of the several underwriters, dated January 26, 2006.

5.1 Opinion of Kutak Rock LLP

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 hereunto duly authorized.

SPIRIT FINANCE CORPORATION

Date: January 31, 2006

By: /s/ Catherine Long  
Catherine Long  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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5.1	Opinion of Kutak Rock LLP