

REALTY INCOME CORP  
Form 8-K  
February 23, 2015

**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: **February 23, 2015**

**REALTY INCOME CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of

**1-13374**  
(Commission File Number)

**33-0580106**  
(IRS Employer Identification No.)

Incorporation or Organization)

**11995 El Camino Real, San Diego, California 92130**

(Address of principal executive offices)

**(858) 284-5000**

(Registrant's telephone number, including area code)

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N/A

(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:

☐ 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))

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**Item 8.01                      Other Events**

On February 23, 2015, Realty Income Corporation (the "Company") filed a prospectus supplement to the prospectus included in its registration statement on Form S-3 (File No. 333-186788) with the Securities and Exchange Commission. The prospectus supplement was filed in connection with the Company's Dividend Reinvestment and Stock Purchase Plan under which it is offering 5,887,465 shares of the Company's common stock, par value \$0.01 per share.

In connection with the filing of the prospectus supplement, the Company is filing as Exhibit 5.1 hereto an opinion of its counsel, Venable LLP, regarding the validity of the securities being registered. Additionally, in connection with the filing of the prospectus supplement, the Company is filing as Exhibit 8.1 hereto an opinion of its counsel, Latham & Watkins LLP, with respect to tax matters.

**Item 9.01                      Financial Statements and Exhibits**

(d) Exhibits

5.1                      Opinion of Venable LLP.

8.1                      Opinion of Latham & Watkins LLP.

**SIGNATURE**

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.

Dated: February 23, 2015

REALTY INCOME CORPORATION

By:

/s/ MICHAEL R. PFEIFFER

Michael R. Pfeiffer  
Executive Vice President, General Counsel and  
Secretary

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**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Venable LLP.
8.1	Opinion of Latham & Watkins LLP.

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