
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
THE SECURITIES EXCHANGE ACT OF 1934

VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State of Incorporation or Organization)

888 Seventh Avenue

New York, New York

(Address of Principal Executive Offices)

22-1657560

(IRS Employer Identification Number)

10019

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

*Name of Each Exchange on Which Each Class is
to be Registered*

**5.25% Series N Cumulative Redeemable Preferred
Shares of Beneficial Interest, liquidation
preference \$25.00 per share, no par value per
share**

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering Statement file number to which this form relates: **333-224104**

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

A description of the 5.25% Series N Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, which are to be registered under this registration statement, is contained under the caption "Description of the Series N Preferred Shares" in the Prospectus Supplement, dated November 19, 2020, to the Prospectus, dated April 3, 2018, constituting a part of the Registration Statement on Form S-3 (File No. 333-224104) of Vornado Realty Trust, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. This description and the related information contained under the caption "Description of Shares of Beneficial Interest of Vornado Realty Trust -- Description of Preferred Shares of Vornado Realty Trust" in the Prospectus, dated April 3, 2018, are incorporated by reference into this registration statement, and any description included in a form of prospectus supplement subsequently filed by Vornado under Rule 424(b) under the Securities Act will be deemed to be incorporated by reference into this registration statement.

ITEM 2. EXHIBITS

The exhibits to this registration statement are listed in the Exhibit Index below.

Exhibit Index

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
3.1	Articles of Restatement of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on July 30, 2007 – Incorporated by reference to Exhibit 3.75 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-11954), filed on July 31, 2007.
3.2	Articles Supplementary Classifying Vornado Realty Trust's 5.70% Series K Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 3.5 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on July 18, 2012.
3.3	Articles Supplementary Classifying Vornado Realty Trust's 5.40% Series L Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 3.6 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on January 25, 2013.
3.4	Articles Supplementary Classifying Vornado Realty Trust's 5.25% Series M Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 3.7 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on December 13, 2017.

EXHIBIT NO.	DESCRIPTION
3.5	<u>Articles Supplementary Classifying Vornado Realty Trust's 5.25% Series N Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Vornado Realty Trust's Current Report on Form 8-K, dated November 23, 2020 (File No. 001-11954), filed on November 24, 2020.</u>
3.6	<u>Amended and Restated Bylaws of Vornado Realty Trust, as amended on July 25, 2018 – Incorporated by reference to Exhibit 3.55 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018.</u>
3.7	<u>Articles of Amendment to Declaration of Trust, dated June 13, 2018 – Incorporated by reference to Exhibit 3.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018.</u>
3.8	<u>Articles of Amendment to Declaration of Trust, dated August 7, 2019 – Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K, dated August 7, 2019 (File No. 001-11954), filed on August 8, 2019.</u>
4.1	<u>Specimen certificate evidencing Vornado Realty Trust's Common Shares of Beneficial Interest, par value \$0.04 per share – Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 33-62395), filed on October 26, 1995.</u>
4.2	<u>Specimen certificate evidencing Vornado Realty Trust's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share – Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997.</u>
4.3	<u>Specimen certificate evidencing Vornado Realty Trust's Series B 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on March 15, 1999.</u>
4.4	<u>Specimen certificate evidencing Vornado Realty Trust's Series C 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on May 19, 1999.</u>
4.5	<u>Specimen certificate evidencing Vornado Realty Trust's Series E 7.00% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 4.5 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 20, 2004.</u>
4.6	<u>Specimen certificate evidencing Vornado Realty Trust's Series F 6.75% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 4.6 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on November 17, 2004.</u>

EXHIBIT
NO.

DESCRIPTION

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- [4.7](#) [Specimen certificate evidencing Vornado Realty Trust's Series G 6.625% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.7 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on December 21, 2004.](#)
- [4.8](#) [Specimen certificate evidencing Vornado Realty Trust's Series H 6.750% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.8 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on June 16, 2005.](#)
- [4.9](#) [Specimen certificate evidencing Vornado Realty Trust's Series I 6.625% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.9 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on August 30, 2005.](#)
- [4.10](#) [Specimen certificate evidencing Vornado Realty Trust's Series J 6.875% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.10 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on April 21, 2011.](#)
- [4.11](#) [Specimen certificate evidencing Vornado Realty Trust's Series K 5.70% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.11 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on July 18, 2012.](#)
- [4.12](#) [Specimen certificate evidencing Vornado Realty Trust's Series L 5.40% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.12 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on January 25, 2013.](#)
- [4.13](#) [Specimen certificate evidencing Vornado Realty Trust's Series M 5.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – Incorporated by reference to Exhibit 4.13 to Vornado Realty Trust's Registration Statement on Form 8-A \(File No. 001-11954\), filed on December 13, 2017.](#)
- [4.14](#) [Specimen certificate evidencing Vornado Realty Trust's Series N 5.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \\$25.00 per share, no par value – filed herewith.](#)
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

VORNADO REALTY TRUST

By: /s/ Joseph Macnow

Joseph Macnow,

Executive Vice President - Chief Financial Officer and Chief
Administrative Officer

Dated: November 30, 2020

THIS CERTIFICATE IS
TRANSFERABLE
IN THE CITY OF NEW YORK, N.Y.

SEE REVERSE FOR
IMPORTANT NOTICE
ON TRANSFER RESTRICTIONS
AND OTHER INFORMATION

CUSIP 929042810
ISIN US US9290428104

VORNADO REALTY TRUST

a Real Estate Investment Trust
Formed Under the Laws of the State of Maryland

THIS CERTIFIES THAT _____
****SPECIMEN****

is the owner of _____
****(ZERO)****

fully paid and nonassessable 5.25% Series N Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, of no par value, of

VORNADO REALTY TRUST

(the "Trust"), transferable on the books of the Trust by the holder hereof in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Declaration of Trust and Bylaws of the Trust and any amendments thereto. This Certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal and the facsimile signatures of the duly authorized officers of the Trust.

DATED _____
****SPECIMEN****

Countersigned and Registered:

[SEAL]

AMERICAN STOCK TRANSFER
& TRUST COMPANY, LLC
(New York, New York)

Transfer Agent and Registrar

Executive Vice President – Chief Financial
Officer and Chief Administration Officer

By: _____
Authorized signature

President

VORNADO REALTY TRUST
IMPORTANT NOTICE

The Trust will furnish to any shareholder, on request and without charge, a full statement of the information required by Section 8-203(d) of the Corporations and Associations Article of the Annotated Code of Maryland with respect to the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption of the shares of each class of beneficial interest which the Trust has authority to issue and, if the Trust is authorized to issue any preferred or special class in series, (i) the differences in the relative rights and preferences between the shares of each series to the extent set, and (ii) the authority of the Board of Trustees to set such rights and preferences of subsequent series. The foregoing summary does not purport to be complete and is subject to and qualified in its entirety by reference to the Declaration of Trust (the "Declaration of Trust"), of the Trust, a copy of which will be sent without charge to each shareholder who so requests. Such request must be made to the Secretary of the Trust at its principal office or to the Transfer Agent.

The shares of Preferred Stock represented by this certificate are subject to restrictions on ownership and transfer for the purpose of the Trust's maintenance of its status as a real estate investment trust under the Internal Revenue Code of 1986, as amended (the "Code"). No Person may Beneficially Own shares of Preferred Stock of any class in excess of 9.9% of the outstanding Preferred Equity Stock of such class and no Person may Constructively Own Preferred Stock of any class in excess of 9.9% of the outstanding Preferred Equity Stock of such class (unless such person is an Existing Constructive Holder). Any Person who attempts to Beneficially Own or Constructively Own Shares in excess of the above limitations must immediately notify the Trust. All capitalized terms used in this legend have the meanings set forth in the Declaration of Trust, a copy of which, including the restrictions on ownership and transfer, will be sent without charge to each stockholder who so requests. Such request must be made to the Secretary of the Trust at its principal office or to the Transfer Agent. If the restrictions on ownership and transfer are violated, the shares of Preferred Stock represented hereby will be automatically exchanged for shares of Excess Stock which will be held in trust by the Trust.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN OR DESTROYED, THE TRUST WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common
TEN ENT – as tenants by the entirety
JT TEN – as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT _____ Custodian _____
(Cust) (Minor)

Under Uniform Gifts to Minors Act of

(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ HEREBY SELLS, ASSIGNS AND TRANSFERS UNTO

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

(PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE)

_____ shares of the shares represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said shares on the books of the within named Trust with full power of substitution in the premises.

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.
