

---

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

---

**VORNADO REALTY TRUST**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or Other Jurisdiction of Incorporation or Organization)

**22-1657560**

(I.R.S. Employer Identification Number)

**888 Seventh Avenue**  
**New York, New York 10019**  
**(212) 894-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Michael J. Franco**  
**888 Seventh Avenue**  
**New York, New York 10019**  
**(212) 894-7000**

(Name address, including zip code, and telephone number, including area code, of agent for service)

---

*Copies to:*

**William G. Farrar, Esq.**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, New York 10004**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act (check one).

Large Accelerated Filer

Non-Accelerated Filer (Do not check if smaller reporting company)

Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected to not use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

| <b>Title of Shares to be Registered</b>                          | <b>Amount to be Registered(1)</b> | <b>Proposed<br/>Maximum Aggregate Price Per<br/>Share(2)</b> | <b>Proposed<br/>Maximum Aggregate Offering<br/>Price(2)</b> | <b>Amount of Registration Fee</b> |
|--|-----------------------------------|--|---|-----------------------------------|
| Common shares of beneficial interest, par value \$0.04 per share | 200,000                           | \$43.95  | \$8,790,000   | \$958.99                          |

(1) Plus such additional shares as may be issued by reason of stock splits, stock dividends and similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) based on the average of the high and low reported sales prices on the New York Stock Exchange on August 2, 2021.

PROSPECTUS

**VORNADO REALTY TRUST**  
Amended and Restated Dividend Reinvestment Plan  
200,000 Common Shares of Beneficial Interest  
(par value \$.04 per share)

---

This prospectus relates to 200,000 common shares of beneficial interest, par value \$.04 per share (“Common Shares”), reserved for issuance under our Amended and Restated Dividend Reinvestment Plan (amending and supplementing our 1998 Dividend Reinvestment Plan, and as further amended, modified or supplemented from time to time in accordance with its terms, the “Plan”). The Plan is designed to provide participants with a convenient and economical method to reinvest all or a portion of their cash distributions in Common Shares. The Plan will be administered by American Stock Transfer and Trust Company LLC, New York, New York, or any successor bank or trust company as may from time to time be designated by us (the “Agent”).

The Plan provides holders of record of our Common Shares and the limited partners other than us (“Limited Partners”) of Vornado Realty L.P., a Delaware limited partnership and a subsidiary of ours, an opportunity to automatically reinvest all or a portion of their cash distributions received on Common Shares and units of limited partnership interest (“Units”) in Vornado Realty L.P., respectively, in Common Shares.

The Agent will buy, at our option, newly issued Common Shares directly from us or Common Shares in the open market or in negotiated transactions with third parties. Common Shares purchased by the Agent directly from us under the Plan may be purchased at the average of the high and low sale prices of the Common Shares as reported on the New York Stock Exchange (the “NYSE”) on the relevant distribution payment date. We have the ability under the Plan to sell Common Shares purchased directly from us at a discount ranging from 0% to 5% from the otherwise applicable purchase price. We are currently not offering any discount for Common Shares purchased directly from us under the Plan. The price of Common Shares purchased in the open market or in negotiated transactions with third parties with reinvested dividends will be the weighted-average cost (excluding any brokerage commissions or mark-ups, and any other fees or expenses charged by the broker-dealer or broker-dealers involved) for all Common Shares purchased under the Plan in connection with the relevant distribution payment date.

The Common Shares are listed on the NYSE under the symbol “VNO.” In order to maintain our qualification as a real estate investment trust (“REIT”) for federal income tax purposes and for other purposes, generally no person may own more than 6.7% of the outstanding Common Shares. Common Shares owned in excess of this limit will be deemed “excess shares” under our declaration of trust. The holder of any excess shares will lose some ownership rights with respect to these Common Shares, and we will have the right to purchase them from the holder. See “Description of Common Shares — Restriction on Ownership of Common Shares.”

**Investing in our Common Shares involves a high degree of risk. See “Risk Factors” on page 6 and in our Securities and Exchange Commission filings incorporated by reference into this prospectus for certain factors relevant to an investment in the Common Shares.**

**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

Prospectus dated August 3, 2021

[Table of contents](#)

We have provided you only with the information contained in this prospectus and incorporated by reference herein. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained or incorporated by reference in this prospectus. We do not take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the securities offered by these documents, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of the date on the front of this document.

TABLE OF CONTENTS

|   | Page<br>Number |
|---|----------------|
| Available Information   | 3              |
| Cautionary Statement Concerning Forward-Looking Statements                    | 4              |
| Risk Factors  | 6              |
| Vornado Realty Trust  | 7              |
| Use of Proceeds   | 8              |
| Description of the Plan   | 9              |
| Description of Common Shares  | 16             |
| Certain Provisions of Maryland Law and of our Declaration of Trust and Bylaws | 20             |
| Federal Income Tax Considerations   | 24             |
| Plan of Distribution  | 41             |
| Experts   | 41             |
| Validity of the Common Shares   | 41             |

## AVAILABLE INFORMATION

We are required to file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (“SEC”). Our filings with the SEC are available to the public through the SEC’s Internet site at <http://www.sec.gov>.

We have filed a registration statement on Form S-3 with the SEC relating to the securities covered by this prospectus. This prospectus is a part of the registration statement and does not contain all of the information in the registration statement. Whenever a reference is made in this prospectus to a contract or other document, please be aware that the reference is only a summary and that you should refer to the exhibits that are a part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement through the SEC’s Internet site.

The SEC’s rules allow us to “incorporate by reference” information into this prospectus. This means that we can disclose important information to you by referring you to another document. Any information referred to in this way is considered part of this prospectus from the date we file that document. Any reports filed by us with the SEC after the date of this prospectus and before the date that the offering of the securities by means of this prospectus is terminated will automatically update and, where applicable, supersede any information contained in this prospectus or incorporated by reference in this prospectus.

We incorporate by reference into this prospectus the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (1) Annual report of Vornado Realty Trust on [Form 10-K](#) for the fiscal year ended December 31, 2020 (File No. 001-11954), filed with the SEC on February 16, 2021;
- (2) Quarterly reports of Vornado Realty Trust on Form 10-Q for the quarters ended [March 31, 2021](#) and [June 30, 2021](#) (File No. 001-11954), filed with the SEC on May 3, 2021 and August 2, 2021, respectively;
- (3) Current reports of Vornado Realty Trust (File No. 001-11954) filed with the SEC on [May 21, 2021](#) and [May 24, 2021](#);
- (4) The description of Vornado Realty Trust’s Common Shares contained in Vornado Realty Trust’s registration statement on Form 8-B (File No. 001-11954), filed with the SEC on May 10, 1993, including any amendments and reports filed for the purpose of updating such description, as updated by Exhibit 4.3 to Vornado Realty Trust’s Annual Report on [Form 10-K](#) for the year ended December 31, 2020, filed on February 16, 2021; and
- (5) All documents filed by Vornado Realty Trust under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this prospectus and before the termination of this offering.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into this prospectus, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. You can request those documents from our corporate secretary, 888 Seventh Avenue, New York, New York 10019, telephone (212) 894-7000. Alternatively, copies of these documents may be available on our website ([www.vno.com](http://www.vno.com)). Any other documents available on our website are not incorporated by reference into this prospectus.

## CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained herein or incorporated herein by reference constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act. Forward-looking statements are not guarantees of performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar expressions in this prospectus or the documents incorporated by reference. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see “Item 1A. Risk Factors” in the Annual Report on Form 10-K of Vornado Realty Trust, which is incorporated by reference in this prospectus, and, to the extent applicable, the Quarterly Reports on Form 10-Q of Vornado Realty Trust. Unless the context otherwise requires or as otherwise specified, references in this prospectus to “Vornado,” “we,” “us” or “our” refer to Vornado Realty Trust and its subsidiaries, including Vornado Realty L.P., except where we make clear that we mean only the parent company, Vornado Realty Trust. In addition, we sometimes refer to Vornado Realty L.P. as the “Operating Partnership.”

Factors that may cause actual results to differ materially from those contemplated by the forward-looking statements include, among others, the following:

- the adverse effect of the COVID-19 pandemic on our business, financial condition, results of operations, cash flows, operating performance and the effect it has had and may continue to have on our tenants, the global, national, regional and local economies and financial markets and the real estate market in general;
- global, national, regional and local economic conditions;
- competition from other available space, including co-working space and sub-leases;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- how well we manage our properties;
- the development and/or redevelopment of our properties;
- changes in market rental rates;
- the impact on our retail tenants and demand for retail space at our properties due to increased competition from online shopping;
- the timing and costs associated with property improvements and rentals;
- whether we are able to pass all or portions of any increases in operating costs through to tenants;
- changes in real estate taxes and other expenses;
- the ability of state and local governments to operate within their budgets;
- whether tenants and users such as customers and shoppers consider a property attractive;
- changes in consumer preferences adversely affecting retailers and retail store values;
- changes in space utilization by our tenants due to technology, economic conditions and business environment;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- consequences of any armed conflict involving, or terrorist attacks against, the United States or individual acts of violence in public spaces;
- trends in office real estate;
- availability of financing on acceptable terms or at all;

## [Table of contents](#)

- inflation or deflation;
- fluctuations in interest rates;
- our ability to obtain adequate insurance;
- changes in zoning laws and taxation;
- government regulation;
- potential liability under environmental or other laws or regulations;
- natural disasters;
- general competitive factors;
- climate changes; and
- pandemics.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this prospectus or, if applicable, the date of the applicable document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of the applicable forward-looking statement.

## RISK FACTORS

An investment in our Common Shares involves certain risks. See “Risk Factors” beginning on page 10 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, which is incorporated by reference herein, and in our filings with the SEC that are incorporated by reference into this prospectus. In addition, you should consider the risks summarized below as well as the information relating to us identified herein in “Cautionary Statement Concerning Forward-Looking Statements”, before making an investment decision. Although we discuss material risks in our discussion of risk factors, new risks may emerge in the future, which may prove to be material. Our subsequent filings with the SEC may contain amended and updated discussions of material risks. We cannot predict future risks or estimate the extent to which they may affect our financial performance.

**You will not know the price of our Common Shares at the time you make an investment decision.**

Although we describe generally in this prospectus how the price of any Common Shares you purchase will be determined, you will not know the price of the Common Shares you are purchasing under the Plan at the time you authorize the investment or elect to have your dividends reinvested.

**The price of our Common Shares may fluctuate between the time you make an investment decision and the time our Common Shares are purchased or sold by you.**

The price of our Common Shares may fluctuate between the time you decide to purchase Common Shares under the Plan and the time of actual purchase. In addition, during this time period, you may become aware of additional information that might affect your investment decision.

If you instruct the Agent to sell Common Shares under the Plan, you will not be able to direct the time or price at which your Common Shares are sold. The price of our Common Shares may decline between the time you decide to sell Common Shares and the time of actual sale.

If you decide to withdraw from the Plan and request that your whole shares be credited to you under the Plan, the price of our Common Shares may decline between the time you decide to withdraw and the time you receive your whole shares.



## VORNADO REALTY TRUST

Vornado Realty Trust is a fully integrated real estate investment trust organized under the laws of Maryland. Vornado conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership. Vornado Realty Trust is the sole general partner of, and owned approximately 92.7% of the common limited partnership interest in, Vornado Realty L.P. as of June 30, 2021.

Vornado Realty Trust, through Vornado Realty L.P., currently owns directly or indirectly, all or portions of:

### New York:

- 20.6 million square feet of Manhattan office space in 33 properties;
- 2.7 million square feet of Manhattan street retail space in 65 properties;
- 1,994 units in 10 Manhattan residential properties;
- The former Hotel Pennsylvania located on Seventh Avenue at 33rd Street in the heart of the Penn Plaza district (which is permanently closed);
- A 32.4% interest in Alexander's, Inc. (NYSE: ALX), which owns seven properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.1 million square foot Bloomberg, L.P. headquarters building;
- Signage throughout the Penn District and Times Square; and
- Building Maintenance Services LLC, a wholly owned subsidiary, which provides cleaning and security services for our buildings and third parties.

### Other Real Estate and Related Investments:

- The 3.7 million square foot theMART in Chicago;
- A 70% controlling interest in 555 California Street, a three-building office complex in San Francisco's financial district aggregating 1.8 million square feet;
- A 25.0% interest in Vornado Capital Partners, our real estate fund. We are the general partner and investment manager of the fund. The fund is in wind down; and
- Other real estate and related investments.

Our principal executive offices are located at 888 Seventh Avenue, New York, New York 10019, and our telephone number is (212) 894-7000.

## **USE OF PROCEEDS**

Vornado Realty Trust will receive the net proceeds from any sale of Common Shares purchased by the Agent directly from Vornado Realty Trust. Vornado Realty Trust is required by the terms of the limited partnership agreement of Vornado Realty L.P. to contribute the net proceeds from any sale of Common Shares to Vornado Realty L.P. in exchange for Class A Units in Vornado Realty L.P. Vornado Realty Trust and Vornado Realty L.P. intend to use the net proceeds from the sale of any Common Shares purchased by the Agent directly from Vornado Realty Trust for general trust or partnership purposes or other uses. These other uses may include, among others, the funding of an acquisition or the repayment of indebtedness.

Vornado Realty Trust will not receive any proceeds from purchases of Common Shares by the Agent in the open market or in negotiated transactions with third parties.

## DESCRIPTION OF THE PLAN

The following, in question-and-answer form, are the provisions of the Plan. Those shareholders and holders of limited partnership units of Vornado Realty L.P. who are not participants in the Plan will continue to receive cash or other distributions, if and when authorized and declared, as usual.

### Purposes, Advantages and Disadvantages

#### 1. *What is the purpose of the Plan?*

The purpose of the Plan is to provide participants with a simple and convenient method of investing in Common Shares without payment of any brokerage commissions, service charges or other expenses. To the extent that Common Shares are purchased directly from Vornado Realty Trust under the Plan, Vornado Realty Trust will receive additional funds for general trust or partnership purposes, or other uses. See "Use of Proceeds." Vornado Realty Trust will not receive any proceeds from purchases of Common Shares by the Agent in the open market or in negotiated transactions with third parties.

#### 2. *How may shareholders and Limited Partners purchase Common Shares under the Plan?*

Shareholders and Limited Partners may have cash distributions received on all or a portion of the Common Shares and Units registered in their name automatically reinvested in Common Shares. Beneficial owners of Common Shares and Units ("Beneficial Owners") registered in the name of a broker, bank or other nominee or trustee may participate in the Plan either by having their Common Shares or Units transferred into their own names or by making appropriate arrangements with their record holder to participate on their behalf, as described in Question 6.

#### 3. *What are some of the advantages and disadvantages of participation in the Plan?*

Participants in the Plan receive full investment of their cash distributions because they are not required to pay brokerage commissions, service charges or other expenses in connection with the purchase of Common Shares under the Plan and because the Plan permits fractional Common Shares as well as whole Common Shares to be purchased. In addition, cash distributions on all whole and fractional Common Shares purchased and held under the Plan are automatically reinvested in additional Common Shares. Participants also avoid the necessity for safe-keeping certificates evidencing the Common Shares purchased pursuant to the Plan and have increased protection against loss, theft or destruction of those certificates. Furthermore, certificates for underlying Common Shares may be deposited for safe-keeping as described in Question 17. A regular statement for each account provides the participant with a record of each transaction.

The Plan has certain disadvantages as compared to purchases of Common Shares through brokers or otherwise. ***No interest will be paid by Vornado Realty Trust, the Operating Partnership or the Agent on distributions held pending reinvestment.*** The Agent, not the participant, determines the timing of investments, as described in Question 11. Accordingly, the purchase price for the Common Shares may vary from that which would otherwise have been obtained by directing a purchase through a broker or in a negotiated transaction, and the actual number of shares acquired by the participant will not be known until after the Common Shares are purchased by the Agent, as described in Question 12. For a discussion of U.S. Federal income tax consequences in connection with participation in the Plan, see "Federal Income Tax Considerations."

### Eligibility and Participation

#### 4. *Who is eligible to become a participant?*

Any shareholder or Limited Partner who has reached the age of majority may elect to participate in the Plan. If a Beneficial Owner has Common Shares or Units registered in a name other than his or her own, such as that of a broker, bank or other nominee or trustee, the Beneficial Owner may participate in the Plan either by having the Common Shares or Units transferred into his or her own name or by making appropriate arrangements with the record holder to participate on his or her behalf, as described in Question 6. Beneficial Owners should consult directly with the entity holding their Common Shares or Units to determine if they can enroll in the Plan. If not, the Beneficial Owner should request his or her broker, bank or other nominee or trustee to transfer some or all of the Common Shares or Units into the Beneficial Owner's own name in order to participate directly.

Shareholders and Limited Partners who are citizens or residents of a country other than the United States, its territories and possessions should make certain that their participation does not violate local laws governing such things as taxes, currency and exchange controls, share registration, foreign investments and related matters.

**5. What do existing participants in Vornado Realty Trust's Plan need to do?**

Vornado Realty Trust is filing the registration statement, of which this prospectus is a part, to register additional Common Shares for issuance under the Plan. As a participant in the Plan, you will continue to be enrolled in the current Plan, according to the terms and conditions laid out in this prospectus, with no need to fill out a new Authorization Form. You may change your reinvestment option or withdraw from the Plan just like any other participant. See Questions 20, 21 and 22 for more details.

**6. How does an eligible person become a participant?**

An eligible person may elect to become a participant in the Plan at any time, subject to Vornado Realty Trust's right to modify, suspend, terminate or refuse participation in the Plan. To become a participant, complete an Authorization Form and mail it to the Agent in care of American Stock Transfer & Trust Company LLC ("AST"), P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Authorization Forms may be requested by calling, toll free, 1-866-673-8056. The "Submission Deadline" for Authorization Forms and Beneficial Owner Authorization Forms is 5:00 p.m. on the Trading Day immediately preceding the record date for the relevant distribution payment. A "Trading Day" means a day on which the NYSE is open for business. Existing shareholders and Limited Partners may enroll online at [www.amstock.com](http://www.amstock.com). You only need to know your AST ten (10) digit account number and your social security number to gain access to your account.

In addition to the foregoing, a broker, bank or other nominee or trustee, all of whose Common Shares are beneficially owned by others, who desires to participate in the Plan on behalf of such Beneficial Owners, may participate in the Plan, subject to Vornado Realty Trust's right to modify, suspend, terminate or refuse participation in the Plan, by signing and returning a Beneficial Owner Authorization Form listing such Beneficial Owners and their social security numbers or federal tax identification numbers to the Agent in care of American Stock Transfer & Trust Company LLC, P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Beneficial Owner Authorization Forms may be requested by calling, toll free, 1-866-673-8056. A separate Beneficial Owner Authorization Form must be submitted each time the participant desires to participate in the Plan on behalf of such Beneficial Owners. Such Beneficial Owner Authorization Form must be submitted prior to each Submission Deadline.

Beneficial Owners desiring to participate in the Plan should (i) contact the holder of record who holds the Common Shares or Units on behalf of such Beneficial Owners, (ii) have such holder of record become a participant in the Plan by completing an Authorization Form and returning it to the Agent, and (iii) have such holder of record sign and return a Beneficial Owner Authorization Form, as described above. Vornado Realty Trust may in its sole discretion establish other or additional requirements that apply to participants who desire to participate in the Plan on behalf of Beneficial Owners.

**7. What does the Authorization Form provide?**

The Authorization Form authorizes the Agent to apply any cash distributions received on Common Shares and Units registered in the participant's name, less applicable fees, to the purchase of Common Shares for the participant's account under the Plan. The Authorization Form offers the following investment options:

- Full cash distribution reinvestment. To reinvest automatically all cash distributions received on all Common Shares and all Units registered under the Plan in the participant's name.
- Partial cash distribution reinvestment. (i) To reinvest automatically only the cash distributions received on a specified number of Common Shares or Units registered under the Plan in the participant's name and (ii) to receive distributions on any remaining Common Shares or Units in cash.

A participant may change his or her election by completing and signing a new Authorization Form and returning it to the Agent. Any election or change of election concerning the reinvestment of distributions must be received by the Agent by the applicable Submission Deadline in order for the election or change to become effective with that distribution. If a participant signs and returns an Authorization Form without checking a desired option, or checks a partial cash distribution reinvestment option without specifying a number of shares, the participant will be deemed to have selected the full cash distribution reinvestment option.

***Regardless of which method of participation is selected, all cash distributions paid on whole or fractional Common Shares purchased and held pursuant to the Plan will be reinvested automatically.***

## **Reinvestment of Distributions**

### **8. *When will distributions be reinvested?***

If a properly completed Authorization Form specifying “full cash distribution reinvestment” or “partial cash distribution reinvestment” is received by the Agent by the Submission Deadline established for a particular cash distribution payment, reinvestment of cash distributions will begin with that cash distribution payment. If the Authorization Form is received after the Submission Deadline established for a particular cash distribution payment and before the Submission Deadline for the next succeeding cash distribution payment, that cash distribution will be paid in cash and reinvestment of cash distributions will not begin until the next succeeding cash distribution payment.

Inquiries regarding upcoming quarterly distribution record and payment dates for the Common Shares and Units should be directed to the Agent at American Stock Transfer & Trust Company LLC, 6201 15th Avenue, Brooklyn, New York 11219, Attention: Shareholder Relations Department.

### **9. *What limitations apply to reinvestment of distributions?***

Generally, for Vornado Realty Trust to maintain its qualification as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”), not more than 50% in value of the outstanding shares of beneficial interest of Vornado Realty Trust may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of Vornado Realty Trust’s taxable year (other than the first taxable year for which the election to be treated as a REIT has been made). Our declaration of trust, subject to certain exceptions, provides that no person may own more than 6.7% of the outstanding Common Shares or 9.9% of the outstanding preferred shares of beneficial interest, no par value per share. See “Description of Common Shares — Restrictions on Ownership.”

## **Purchases**

### **10. *What is the source of Common Shares purchased under the Plan?***

Purchases of Common Shares by the Agent for the Plan may be made, at Vornado Realty Trust’s option, either (i) directly from Vornado Realty Trust out of its authorized but unissued Common Shares or (ii) in the open market or in negotiated transactions with third parties. Currently, Vornado Realty Trust anticipates that the Common Shares will be purchased by the Agent for the Plan directly from Vornado Realty Trust, but this may change from time to time at Vornado Realty Trust’s election.

### **11. *When will Common Shares be purchased for a participant’s account?***

Purchases of Common Shares directly from Vornado Realty Trust will be made on the relevant distribution payment date. Purchases in the open market will begin on the relevant distribution payment date and will be completed no later than 30 days after that date, except where completion at a later date is necessary or advisable under any applicable securities laws or regulations. The exact timing of open market purchases, including determining the number of Common Shares, if any, to be purchased on any day or at any time on that day, the prices paid for those Common Shares, the markets on which the purchases are made and the persons (including brokers and dealers) from or through which the purchases are made, will be determined by the Agent or the broker selected by it for that purpose. Neither Vornado Realty Trust nor the Agent will be liable when conditions, including compliance with the rules and regulations of the Commission, prevent the purchase of Common Shares or interfere with the timing of the purchases. The Agent may purchase Common Shares in advance of a distribution payment date for settlement on or after that date.

Notwithstanding the above, funds will be distributed, without interest, to participants if not used to purchase Common Shares within 30 days of the distribution payment date for distribution reinvestments, except where completion at a later date is necessary or advisable under any applicable securities laws or regulations.

In making purchases for a participant’s account, the Agent may commingle the participant’s funds with those of other participants in the Plan.

**12. What is the purchase price of Common Shares purchased by participants under the Plan?**

Common Shares purchased by the Agent directly from Vornado Realty Trust under the Plan in connection with the reinvestment of cash distributions may be purchased at the average of the high and low sale prices of the Common Shares on the NYSE on the relevant distribution payment date. Vornado Realty Trust has the ability under the Plan to sell Common Shares purchased directly from Vornado Realty Trust at a discount ranging from 0% to 5% from the otherwise applicable purchase price. Vornado Realty Trust is currently not offering any discount for Common Shares purchased by the Agent directly from Vornado Realty Trust under the Plan in connection with the reinvestment of cash distributions.

Vornado Realty Trust may change its determination that Common Shares will be purchased by the Agent directly from Vornado Realty Trust and instead determine that Common Shares will be purchased by the Agent in the open market or in negotiated transactions, without prior notice to participants. The price of Common Shares purchased in the open market or in negotiated transactions with third parties with reinvested cash distributions will be the weighted-average cost (excluding any brokerage commissions or mark-ups, and any other fees or expenses charged by the broker-dealer or broker-dealers involved) for all Common Shares purchased under the Plan in connection with the relevant distribution payment date.

**13. How many Common Shares will be purchased for a participant?**

The number of Common Shares to be purchased for a participant's account as of any cash distribution payment date will be equal to the total dollar amount to be invested for the participant, less any applicable fees, divided by the applicable purchase price computed to the fourth decimal place. For a participant who has elected to reinvest distributions received on Common Shares or Units registered in his or her name, the total dollar amount to be invested as of any distribution payment date will be the sum of all or the specified portion of the cash distributions received on Common Shares or Units registered in the participant's own name and all cash distributions received on Common Shares previously purchased and held under the Plan by the participant.

The amount to be invested for a participant with reinvested cash distributions will also be reduced by any amount Vornado is required to deduct for Federal tax withholding purposes.

**Plan Administration**

**14. Who administers the Plan?**

AST, as Agent for the participants, administers the Plan, keeps records, sends statements of account to participants and performs other duties relating to the Plan. All costs of administering the Plan are paid by Vornado Realty Trust, except as provided in this prospectus.

The following address may be used to obtain information about the Plan or if you have any questions regarding the Plan: American Stock Transfer and Trust Company LLC, 6201 15th Avenue, Brooklyn, New York 11219. You may also visit AST's website at [www.amstock.com](http://www.amstock.com) or call 1-866-673-8056. If you wish to process a transaction or request Authorization Forms please send your request to American Stock Transfer and Trust Company LLC, P.O. Box 922, Wall Street Station, New York, New York 10269-0560 or visit AST's website [www.amstock.com](http://www.amstock.com) or call 1-866-673-8056.

**15. What reports are sent to participants in the Plan?**

After an investment is made for a participant's Plan account, the participant will be sent a year-to-date summary statement which will provide a record of the costs of the Common Shares purchased for that account, the purchase date and the number of Common Shares in that account. These statements should be retained for income tax purposes. In addition, each participant will be sent information sent to every holder of Common Shares, including Vornado Realty Trust's annual report, notice of annual meeting and proxy statement and income tax information for reporting distributions received.

All reports and notices from the Agent to a participant will be addressed to the participant's last known address. Participants should notify the Agent promptly in writing of any change of address.

**16. What is the responsibility of Vornado Realty Trust and the Agent under the Plan?**

Vornado Realty Trust and the Agent, in administering the Plan, are not liable for any act done in good faith or for any good faith omission to act, including, without limitation, any claim of liability (i) with respect to the prices and times at which Common Shares are purchased or sold for a participant, (ii) with respect to any fluctuation in market value before or after any purchase or sale of Common Shares or (iii) arising out of any failure to terminate a participant's account upon that participant's death prior to receipt by the Agent of notice in writing of the death. Neither Vornado Realty Trust nor the Agent can provide any assurance of a profit, or protect a participant from a loss, on Common Shares purchased under the Plan. These limitations of liability do not affect any liabilities arising under the Federal securities laws, including the Securities Act.

The Agent may resign as administrator of the Plan at any time, in which case Vornado Realty Trust will appoint a successor administrator or determine to terminate the Plan. In addition, Vornado Realty Trust may replace the Agent with a successor administrator or determine to terminate the Plan at any time.

**Common Share Certificates**

**17. Are certificates issued to participants for Common Shares purchased under the Plan?**

Unless otherwise requested, Common Shares will be held in book-entry form in your Plan account. A certificate evidencing any number of whole Common Shares purchased by a participant under the Plan or deposited with the Agent for safe-keeping will be issued to the participant only upon written request by the participant to the Agent. These requests will be handled by the Agent, normally within two weeks, at no charge to the participant. Any remaining whole Common Shares and any fractional Common Shares will continue to be held in book-entry form in the participant's Plan account. Certificates for fractional Common Shares will not be issued under any circumstances.

**18. What is the effect on a participant's Plan account if a participant requests a certificate for whole Common Shares held in the account?**

If a participant requests a certificate evidencing whole Common Shares held in his or her account, cash distributions on those Common Shares will continue to be reinvested under the Plan in the same manner as prior to the request so long as the Common Shares remain registered in the participant's name.

**19. May Common Shares held in certificate form be deposited in a participant's Plan account?**

Yes, whether or not the participant has previously authorized reinvestment of cash distributions, certificates registered in the participant's name may be surrendered to the Agent for deposit in the participant's Plan account. All cash distributions on any Common Shares evidenced by certificates deposited in accordance with the Plan will automatically be reinvested. The participant should contact the Agent for the proper procedure to deposit certificates.

**Withdrawal From the Plan**

**20. May a participant withdraw from the Plan?**

Yes, by providing written notice instructing the Agent to terminate the participant's Plan account.

**21. What happens when a participant terminates an account?**

If a participant's notice of termination is received by the Agent at least three Trading Days prior to the cash distribution payment date, reinvestment of cash distributions will cease as of the date the notice of termination is received by the Agent and that distribution will be paid to the participant in cash. If the notice of termination is received later than three Trading Days prior to the cash distribution payment date, then that distribution will be reinvested. However, all subsequent cash distributions will be paid to the participant in cash on all balances.

As soon as practicable after notice of termination is received, the Agent will send to the participant (i) a statement (or, if requested, a certificate) evidencing all whole Common Shares held in the account and (ii) a check representing the value of any fractional Common Shares held in the account. After an account is terminated, all distributions for the terminated account will be paid to the participant unless the participant re-elects to participate in the Plan.

When terminating an account, the participant may request that all Common Shares, both whole and fractional, held in the Plan account be sold, or that certain of the Common Shares be sold and a statement or certificate be issued for the remaining

Common Shares. The Agent will remit to the participant the proceeds of any sale of Common Shares, less any related trading fees, transfer tax or other fees incurred by the Agent allocable to the sale of those Common Shares.

**22. *When may a former participant re-elect to participate in the Plan?***

Generally, any former participant may re-elect to participate at any time. However, the Agent reserves the right to reject any Authorization Form on the grounds of excessive joining and withdrawing. This reservation is intended to minimize unnecessary administrative expense and to encourage use of the Plan as a long-term investment service.

**Sale of Common Shares**

**23. *May a participant request that Common Shares held in a Plan account be sold?***

Yes, a participant may request that all or any number of Common Shares held in a Plan account be sold, either when an account is being terminated, as described in Question 21, or without terminating the account. However, fractional Common Shares will not be sold unless all Common Shares held in the account are sold.

Within five days after receipt of a participant's written request to sell Common Shares held in a Plan account, the Agent will place a sell order through a broker or dealer designated by the Agent. The participant will receive the proceeds of the sale, less any trading fees, transfer tax or other fees incurred by the Agent allocable to the sale of those Common Shares. No participant will have the authority or power to direct the date or price at which Common Shares may be sold. Proceeds of the sale will be forwarded by the Agent to the participant within 30 days after receipt of the participant's request to sell. Participants may also call the toll free number 1-866-673-8056 or access their account online at [www.amstock.com](http://www.amstock.com).

**Other Information**

**24. *May Common Shares or Units held in the Plan be pledged or assigned?***

Common Shares or Units held in the Plan may not be pledged or assigned, and any such purported pledge or assignment will be void. A participant who wishes to pledge or assign Common Shares must request that a certificate for those Common Shares first be issued in the participant's name.

**25. *What happens if Vornado Realty Trust authorizes a distribution of shares or splits its shares?***

If there is a distribution payable in Common Shares or a Common Share split, the Agent will receive and credit to the participant's Plan account the applicable number of whole and/or fractional Common Shares based on the number of Common Shares held in the participant's Plan account.

Participants should recognize that transaction processing may either be curtailed or suspended until the completion of any distribution payable in Common Shares, share split or corporate action.

**26. *What happens if Vornado Realty Trust has a rights offering?***

If Vornado Realty Trust has a rights offering in which separately tradable and exercisable rights are issued to registered holders of Common Shares, the rights attributable to whole Common Shares held in a participant's Plan account will be transferred to the Plan participant as promptly as practicable after the rights are issued.

**27. *How are the participant's Common Shares voted at shareholder meetings?***

Common Shares held for a participant in the Plan will be voted at shareholder meetings as that participant directs by proxy. Direct participants in the Plan will receive proxy materials from Vornado Realty Trust. Common Shares held in a participant's Plan account may also be voted in person at the meeting.

**28. *May the Plan be suspended or terminated?***

While Vornado Realty Trust expects to continue the Plan indefinitely, Vornado Realty Trust may suspend or terminate the Plan at any time, upon 20 days notice to shareholders and Limited Partners. Vornado Realty Trust also reserves the right to modify, suspend, terminate or refuse participation in the Plan to any person at any time. Vornado Realty Trust may modify, suspend, terminate or refuse participation in the Plan to any person at any time, if participation, or any increase in the number of Common Shares held by that person, would, in the opinion of the Board of Trustees of Vornado Realty Trust, jeopardize the status of Vornado Realty Trust as a REIT.



**29. *May the Plan be amended?***

The Plan may be amended or supplemented by Vornado Realty Trust at any time. Any amendment or supplement will only be effective upon mailing appropriate written notice at least 20 days prior to the effective date thereof to each participant. Written notice is not required when an amendment or supplement is necessary or appropriate to comply with the rules or policies of the Commission, the Internal Revenue Service or other regulatory authority or law, or when an amendment or supplement does not materially affect the rights of participants. The amendment or supplement will be deemed to be accepted by a participant unless, prior to the effective date thereof, the Agent receives written notice of the termination of a participant's Plan account. Any amendment may include an appointment by the Agent or by Vornado Realty Trust of a successor bank or agent, in which event Vornado Realty Trust is authorized to pay that successor bank or agent for the account of the participant all distributions and distributions payable on Common Shares held by the participant for application by that successor bank or agent as provided in the Plan.

**30. *What happens if the Plan is terminated?***

If the Plan is terminated, each participant will receive (i) a statement or certificate evidencing all whole Common Shares held in the participant's Plan account and (ii) a check representing the value of any fractional Common Shares held in the participant's Plan account and any uninvested distributions held in the account.

**31. *Who interprets and regulates the Plan?***

Vornado Realty Trust is authorized to issue such interpretations, adopt such regulations and take such action as it may deem reasonably necessary to effectuate the Plan. Any action to effectuate the Plan taken by Vornado Realty Trust or the Agent in the good faith exercise of its judgment will be binding on participants.

**32. *What law governs the Plan?***

The terms and conditions of the Plan and its operation will be governed by the laws of the State of Maryland, Vornado Realty Trust's state of formation.

## DESCRIPTION OF COMMON SHARES

*The following description of the material terms of the Common Shares is only a summary and is subject to, and qualified in its entirety by reference to, the more complete descriptions of the shares in the following documents: (a) Vornado Realty Trust's amended and restated declaration of trust, including the applicable articles supplementary, and (b) Vornado Realty Trust's amended and restated bylaws, copies of which are exhibits to the registration statement of which this prospectus is a part. See "Available Information" for information about how to obtain copies of the declaration of trust and bylaws. Please note that in this section entitled "Description of Common Shares," references to "Vornado," "we," "our" and "us" refer only to Vornado Realty Trust and not to its subsidiaries or Vornado Realty L.P. unless the context requires otherwise.*

The declaration of trust authorizes the issuance of up to 720,000,000 shares, consisting of 250,000,000 common shares of beneficial interest, \$0.04 par value per share, 110,000,000 preferred shares of beneficial interest, no par value per share, and 360,000,000 excess shares of beneficial interest, \$0.04 par value per share. In addition, our declaration of trust, as permitted by Maryland law, contains a provision that permits our Board, without a shareholder vote, to amend the declaration of trust to increase or decrease the aggregate number of authorized shares of beneficial interest or the number of shares of any class of beneficial interest that we are authorized to issue.

As of June 30, 2021, 191,560,756 Common Shares were issued and outstanding. No excess shares were issued and outstanding as of June 30, 2021. The Common Shares of Vornado Realty Trust are listed on the NYSE under the symbol "VNO."

As of June 30, 2021, the declaration of trust authorizes the issuance of 110,000,000 preferred shares. Of the authorized 110,000,000 preferred shares, Vornado has designated:

- 13,402 as \$3.25 Series A Convertible Preferred Shares;
- 3,200,000 as Series D-10 7.00% Cumulative Redeemable Preferred Shares;
- 1,400,000 as Series D-11 7.20% Cumulative Redeemable Preferred Shares;
- 800,000 as Series D-12 6.55% Cumulative Redeemable Preferred Shares;
- 4,000,000 as Series D-14 6.75% Cumulative Redeemable Preferred Shares;
- 1,800,000 as Series D-15 6.875% Cumulative Redeemable Preferred Shares;
- 12,000,000 as 5.70% Series K Cumulative Redeemable Preferred Shares;
- 13,800,000 as 5.40% Series L Cumulative Redeemable Preferred Shares;
- 13,800,000 as 5.25% Series M Cumulative Redeemable Preferred Shares; and
- 12,000,000 as 5.25% Series N Cumulative Redeemable Preferred Shares.

As of June 30, 2021, 13,402 \$3.25 Series A Convertible Preferred Shares, 12,000,000 5.70% Series K Cumulative Redeemable Preferred Shares, 12,000,000 5.40% Series L Cumulative Redeemable Preferred Shares, 12,780,000 5.25% Series M Cumulative Redeemable Preferred Shares and 12,000,000 5.25% Series N Cumulative Redeemable Preferred Shares were issued and outstanding. No Series D-10 7.00% Cumulative Redeemable Preferred Shares, Series D-11 7.20% Cumulative Redeemable Preferred Shares, Series D-12 6.55% Cumulative Redeemable Preferred Shares, Series D-14 6.75% Cumulative Redeemable Preferred Shares or Series D-15 6.875% Cumulative Redeemable Preferred Shares were issued and outstanding as of June 30, 2021. Shares of each of the series referenced in the preceding sentence may be issued upon the future issuance and subsequent redemption of preferred units of limited partnership interest of Vornado Realty L.P. of a corresponding series.

### **Dividend and Voting Rights of Holders of Common Shares**

The holders of Common Shares are entitled to receive dividends when, if and as authorized by the board of trustees and declared by Vornado out of assets legally available to pay dividends, if receipt of the dividends is in compliance with the provisions in the declaration of trust restricting the ownership and transfer of shares of beneficial interest. However, the terms of Vornado's issued and outstanding preferred shares provide that Vornado may only pay dividends or other distributions on Common Shares or purchase Common Shares if full cumulative dividends have been paid or set apart for payment on

outstanding preferred shares. The terms of the series of preferred shares that are now issued and outstanding do not provide for any mandatory sinking fund.

Subject to the provisions of the declaration of trust regarding the restrictions on ownership and transfer of Common Shares, the holders of Common Shares are entitled to one vote for each share on all matters on which shareholders are entitled to vote, including elections of trustees. There is no cumulative voting in the election of trustees, which means that the holders of a majority of the outstanding Common Shares are entitled to elect all of the trustees then standing for election. The holders of Common Shares do not have any conversion, redemption or preemptive rights to subscribe to any securities of Vornado. If Vornado is dissolved, liquidated or wound up, holders of Common Shares are entitled to share proportionally in any assets remaining after the prior rights of creditors, including holders of Vornado's indebtedness, and the aggregate liquidation preference of any preferred shares then outstanding are satisfied in full.

Subject to the provisions of the declaration of trust regarding the restrictions on ownership and transfer of Common Shares, the Common Shares have equal dividend, distribution, liquidation and other rights and have no preference, appraisal or exchange rights. All outstanding Common Shares are duly authorized, validly issued, fully paid and nonassessable.

The transfer agent for the Common Shares is American Stock Transfer & Trust Company LLC, New York, New York.

### **Restrictions on Ownership of Common Shares**

***The Common Shares Beneficial Ownership Limit.*** For Vornado to maintain its qualification as a REIT under the Code, not more than 50% of the value of its outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of a taxable year and the shares of beneficial interest must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months, or during a proportionate part of a shorter taxable year. The Code defines "individuals" to include some entities for purposes of the preceding sentence. All references to a shareholder's ownership of Common Shares in this section " — The Common Shares Beneficial Ownership Limit" assume application of the applicable attribution rules of the Code under which, for example, a shareholder is deemed to own shares owned by his or her spouse.

The declaration of trust contains a number of provisions that restrict the ownership and transfer of shares and are designed to safeguard Vornado against an inadvertent loss of its REIT status. These provisions also seek to deter non-negotiated acquisitions of, and proxy fights for, us by third parties. The declaration of trust contains a limitation that restricts, with some exceptions, shareholders from owning more than a specified percentage of the outstanding Common Shares. We call this percentage the "Common Shares beneficial ownership limit." The Common Shares beneficial ownership limit was initially set at 2.0% of the outstanding Common Shares. Our board of trustees subsequently adopted a resolution raising the Common Shares beneficial ownership limit from 2.0% to 6.7% of the outstanding Common Shares and has the authority to grant exemptions from the Common Shares beneficial ownership limit. The shareholders who owned more than 6.7% of the Common Shares immediately after the merger of Vornado, Inc. into Vornado in May 1993 may continue to do so and may acquire additional Common Shares through stock option and similar plans or from other shareholders who owned more than 6.7% of the Common Shares immediately after that merger. However, Common Shares cannot be transferred if, as a result, more than 50% in value of the outstanding shares of Vornado would be owned by five or fewer individuals. While the shareholders who owned more than 6.7% of the Common Shares immediately after the merger of Vornado, Inc. into Vornado in May 1993 are not generally permitted to acquire additional Common Shares from any other source, these shareholders may acquire additional Common Shares from any source if Vornado issues additional Common Shares, up to the percentage held by them immediately before Vornado issues the additional shares.

Shareholders should be aware that events other than a purchase or other transfer of Common Shares can result in ownership, under the applicable attribution rules of the Code, of Common Shares in excess of the Common Shares beneficial ownership limit. For instance, if two shareholders, each of whom owns 3.5% of the outstanding Common Shares, were to marry, then after their marriage both shareholders would be deemed to own 7.0% of the outstanding Common Shares, which is in excess of the Common Shares beneficial ownership limit. Similarly, if a shareholder who owns 4.9% of the outstanding Common Shares were to purchase a 50% interest in a corporation which owns 4.8% of the outstanding Common Shares, then the shareholder would be deemed to own 7.3% of the outstanding Common Shares. You should consult your own tax advisors concerning the application of the attribution rules of the Code in your particular circumstances.

***The Constructive Ownership Limit.*** Under the Code, rental income received by a REIT from persons in which the REIT is treated, under the applicable attribution rules of the Code, as owning a 10% or greater interest does not constitute qualifying income for purposes of the income requirements that REITs must satisfy. For these purposes, a REIT is treated as owning any stock owned, under the applicable attribution rules of the Code, by a person that owns 10% or more of the value of

the outstanding shares of the REIT. The attribution rules of the Code applicable for these purposes are different from those applicable with respect to the Common Shares beneficial ownership limit. All references to a shareholder's ownership of Common Shares in this section "— The Constructive Ownership Limit" assume application of the applicable attribution rules of the Code.

In order to ensure that rental income of Vornado will not be treated as nonqualifying income under the rule described in the preceding paragraph, and thus to ensure that Vornado will not inadvertently lose its REIT status as a result of the ownership of shares by a tenant, or a person that holds an interest in a tenant, the declaration of trust contains an ownership limit that restricts, with some exceptions, shareholders from owning more than 9.9% of the outstanding shares of any class. We refer to this 9.9% ownership limit as the "constructive ownership limit." The shareholders who owned shares in excess of the constructive ownership limit immediately after the merger of Vornado, Inc. into Vornado in May 1993 generally are not subject to the constructive ownership limit. The declaration of trust also contains restrictions that are designed to ensure that the shareholders who owned shares in excess of the constructive ownership limit immediately after the merger of Vornado, Inc. into Vornado in May 1993 will not, in the aggregate, own a large enough interest in a tenant or subtenant of the REIT to cause rental income received, directly or indirectly, by the REIT from that tenant or subtenant to be treated as nonqualifying income for purposes of the income requirements that REITs must satisfy. The restrictions described in the preceding sentence have an exception for tenants and subtenants from whom the REIT receives, directly or indirectly, rental income that is not in excess of a specified threshold.

Shareholders should be aware that events other than a purchase or other transfer of shares can result in ownership, under the applicable attribution rules of the Code, of shares in excess of the constructive ownership limit. As the attribution rules that apply with respect to the constructive ownership limit differ from those that apply with respect to the Common Shares beneficial ownership limit, the events other than a purchase or other transfer of shares which can result in share ownership in excess of the constructive ownership limit can differ from those which can result in share ownership in excess of the Common Shares beneficial ownership limit. You should consult your own tax advisors concerning the application of the attribution rules of the Code in your particular circumstances.

**DREIT Ownership Limit.** Under the Code, a domestically controlled qualified investment entity includes a REIT in which, at all times during the relevant testing period, less than 50% in value of the REIT's shares was held directly or indirectly by foreign persons, as such term is used in the provision of the Code defining a domestically controlled qualified investment entity. Our qualification as a domestically controlled qualified investment entity (which, in our case, would mean that we would be a domestically controlled REIT) would mean that foreign investors that enter into joint venture structures with us that utilize subsidiary REITs may be able to treat Vornado's interest in such subsidiary REITs as being held entirely by U.S. persons for purposes of determining whether the subsidiary REIT is itself a domestically controlled qualified investment entity (and, therefore, a domestically controlled REIT), thereby enabling such foreign investors to avail themselves of certain tax benefits under the Foreign Investment in Real Property Tax Act of 1980 that may not otherwise be available.

The declaration of trust contains provisions that restrict the ownership and transfer of shares that are designed to assist us in qualifying as a domestically controlled qualified investment entity. Specifically, if any transfer or non-transfer event involving our capital shares would result in Vornado failing to qualify as a domestically controlled qualified investment entity, the purported transfer will be void as to the transfer of the shares which would cause such failure and the purported transferee or the affected holder will not acquire any right or interest in those shares.

**Issuance of Excess Shares If the Ownership Limits Are Violated.** The declaration of trust provides that a transfer of Common Shares that would otherwise result in ownership, under the applicable attribution rules of the Code, of co Common Shares shares in excess of the Common Shares beneficial ownership limit or the constructive ownership limit, or which would cause the shares of beneficial interest of Vornado to be beneficially owned by fewer than 100 persons, will be void and the purported transferee will acquire no rights or economic interest in the Common Shares. In addition, the declaration of trust provides that Common Shares that would otherwise be owned, under the applicable attribution rules of the Code, in excess of the Common Shares beneficial ownership limit or the constructive ownership limit will be automatically exchanged for excess shares. These excess shares will be transferred, by operation of law, to Vornado as trustee of a trust for the exclusive benefit of a beneficiary designated by the purported transferee or purported holder. While so held in trust, excess shares are not entitled to vote and are not entitled to participate in any dividends or distributions made by Vornado. Any dividends or distributions received by the purported transferee or other purported holder of the excess shares before Vornado discovers the automatic exchange for excess shares must be repaid to Vornado upon demand.

If the purported transferee or purported holder elects to designate a beneficiary of an interest in the trust with respect to the excess shares, he or she may designate only a person whose ownership of the shares will not violate the Common Shares

beneficial ownership limit or the constructive ownership limit. When the designation is made, the excess shares will be automatically exchanged for Common Shares. The declaration of trust contains provisions designed to ensure that the purported transferee or other purported holder of the excess shares may not receive, in return for transferring an interest in the trust with respect to the excess shares, an amount that reflects any appreciation in the Common Shares for which the excess shares were exchanged during the period that the excess shares were outstanding but will bear the burden of any decline in value during that period. If a purported transferee or other holder receives an amount for designating a beneficiary that is in excess of the amount permitted to be received, such excess must be paid to Vornado. The declaration of trust provides that Vornado, or its designee, may purchase any excess shares that have been automatically exchanged for Common Shares as a result of a purported transfer or other event. The price at which Vornado, or its designee, may purchase the excess shares will be equal to the lesser of:

- in the case of excess shares resulting from a purported transfer for value, the price per share in the purported transfer that resulted in the automatic exchange for excess shares, or in the case of excess shares resulting from some other event, the market price of the Common Shares exchanged on the date of the automatic exchange for excess shares; and
- the market price of the Common Shares exchanged for the excess shares on the date that Vornado accepts the deemed offer to sell the excess shares.

Vornado's right to buy the excess shares will exist for 90 days, beginning on the date that the automatic exchange for excess shares occurred or, if Vornado did not receive a notice concerning the purported transfer that resulted in the automatic exchange for excess shares, the date that the board of trustees determines in good faith that an exchange for excess shares has occurred.

**Other Provisions Concerning the Restrictions on Ownership.** Our board of trustees may exempt persons from the Common Shares beneficial ownership limit or the constructive ownership limit, including the limitations applicable to holders who owned in excess of 6.7% of the Common Shares immediately after the merger of Vornado, Inc. into Vornado in May 1993, if evidence satisfactory to the board of trustees is presented showing that the exemption will not jeopardize Vornado's status as a REIT under the Code. No exemption to a person that is an individual for purposes of Section 542(a)(2) of the Code, however, may permit the individual to have beneficial ownership in excess of 9.9% of the outstanding shares of the class. Before granting an exemption of this kind, the board of trustees is required to obtain a ruling from the IRS or an opinion of counsel satisfactory to it and representations and undertakings, including representations, from the applicant that demonstrate, to the reasonable satisfaction of the board of trustees that such ownership would not jeopardize the REIT status of Vornado.

The foregoing restrictions on transfer and ownership will not apply if the board of trustees determines that it is no longer in the best interests of Vornado to attempt to qualify, or to continue to qualify, as a REIT.

All persons who own, directly or by virtue of the applicable attribution rules of the Code, more than 2.0% of the outstanding Common Shares must give a written notice to Vornado containing the information specified in the declaration of trust by January 31 of each year. In addition, each shareholder will be required to disclose to Vornado upon demand any information that Vornado may request, in good faith, to determine Vornado's status as a REIT or to comply with Treasury regulations promulgated under the REIT provisions of the Code.

The ownership restrictions described above may have the effect of precluding acquisition of control of Vornado unless the Vornado board determines that maintenance of REIT status is no longer in the best interests of Vornado.

## **CERTAIN PROVISIONS OF MARYLAND LAW AND OF OUR DECLARATION OF TRUST AND BYLAWS**

The following description of certain provisions of Maryland law relating to real estate investment trusts formed, as Vornado is, under Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland and of our declaration of trust and bylaws is only a summary. For a complete description, we refer you to Maryland law, our declaration of trust and our bylaws.

### **Board of Trustees**

Our declaration of trust provides that the number of our trustees will not be more than fifteen and may be increased or decreased by the vote of the trustees then in office. Our bylaws provide that any vacancy on the board may be filled only by a majority of the remaining trustees, even if the remaining trustees do not constitute a quorum. Any trustee elected to fill a vacancy will hold office until the next annual meeting of shareholders and until a successor is duly elected and qualified.

Pursuant to our declaration of trust and bylaws, each member of our board of trustees is elected by our shareholders to serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualified. Holders of Common Shares have no right to cumulative voting in the election of trustees and trustees will be elected by a plurality of the votes cast in the election of trustees.

### **Removal of Trustees**

Our declaration of trust provides that a trustee may be removed only for cause and only by the affirmative vote of at least two-thirds of the votes entitled to be cast in the election of trustees. This provision, when coupled with the provision in our bylaws authorizing the board of trustees to fill vacant trustee positions, precludes shareholders from removing incumbent trustees except for cause and by a substantial affirmative vote and filling the vacancies created by the removal with their own nominees.

### **Business Combinations**

Under Maryland law, "business combinations" between a Maryland real estate investment trust and an interested shareholder or an affiliate of an interested shareholder are prohibited for five years after the most recent date on which the interested shareholder becomes an interested shareholder. These business combinations include a merger, consolidation, share exchange, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested shareholder is defined as:

- any person who beneficially owns, directly or indirectly, ten percent or more of the voting power of the trust's outstanding shares; or
- an affiliate or associate of the trust who, at any time within the two-year period prior to the date in question, was the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the then-outstanding voting shares of the trust.

A person is not an interested shareholder under the statute if the board of trustees approved in advance the transaction by which he otherwise would have become an interested shareholder. However, in approving a transaction, the board of trustees may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board.

After the five-year prohibition, any business combination between the Maryland trust and an interested shareholder generally must be recommended by the board of trustees of the trust and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding voting shares of the trust; and
- two-thirds of the votes entitled to be cast by holders of voting shares of the trust other than shares held by the interested shareholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested shareholder.

These super-majority vote requirements do not apply if the trust's common shareholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested shareholder for shares of the same class or series previously acquired by it.

The statute permits various exemptions from its provisions, including business combinations that are exempted by the board of trustees before the time that the interested shareholder becomes an interested shareholder.

Our board of trustees has adopted a resolution exempting any business combination between any trustee or officer of Vornado, or their affiliates, and Vornado. Consequently, the five-year prohibition and the super-majority vote requirements will not apply to business combinations between us and any of them. As a result, the trustees and officers of Vornado and their affiliates may be able to enter into business combinations with us without compliance with the super-majority vote requirements and the other provisions of the statute. With respect to business combinations with other persons, the business combination provisions of Maryland law may have the effect of delaying, deferring or preventing a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of the shareholders. The business combination statute may discourage others from trying to acquire control of Vornado and increase the difficulty of consummating any offer.

### **Control Share Acquisitions**

Maryland law provides that control shares of a Maryland real estate investment trust acquired in a control share acquisition have no voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter. Shares owned by the acquiror, by officers or by employees who are trustees of the trust are excluded from shares entitled to vote on the matter. Control shares are voting shares which, if aggregated with all other shares owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing trustees within one of the following ranges of voting power:

- one-tenth or more but less than one-third,
- one-third or more but less than a majority, or
- a majority or more of all voting power.

Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained shareholder approval, or shares acquired directly from the trust. A control share acquisition means the acquisition of control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition may compel the board of trustees of the trust to call a special meeting of shareholders to be held within 50 days of demand to consider the voting rights of the shares. The right to compel the calling of a special meeting is subject to the satisfaction of certain conditions, including an undertaking to pay the expenses of the meeting. If no request for a meeting is made, the trust may itself present the question at any shareholders meeting.

If voting rights are not approved at the meeting or if the acquiring person does not deliver an acquiring person statement as required by the statute, then the trust may redeem for fair value any or all of the control shares, except those for which voting rights have previously been approved. The right of the trust to redeem control shares is subject to certain conditions and limitations. Fair value is determined, without regard to the absence of voting rights for the control shares, as of the date of the last acquisition of control shares in a control share acquisition by the acquiror or of any meeting of shareholders at which the voting rights of the shares are considered and not approved. If voting rights for control shares are approved at a shareholders meeting and the acquiror becomes entitled to exercise or direct the exercise of a majority or more of all voting power, all other shareholders may exercise appraisal rights. The fair value of the shares as determined for purposes of appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition.

The control share acquisition statute does not apply (a) to shares acquired in a merger, consolidation or share exchange if the trust is a party to the transaction, or (b) to acquisitions approved or exempted by the declaration of trust or bylaws of the trust.

Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of our shares. There can be no assurance that this provision will not be amended or eliminated at any time in the future.

## **Subtitle 8**

Subtitle 8 of Title 3 of the MGCL (“Subtitle 8”) permits a Maryland real estate investment trust with a class of equity securities registered under the Exchange Act and at least three independent trustees to elect to be subject, by provision in its declaration of trust or bylaws or a resolution of its board of trustees and notwithstanding any contrary provision in the declaration of trust or bylaws, to any or all of five provisions:

- a classified board;
- a two-thirds vote requirement for removing a trustee;
- a requirement that the number of trustees be fixed only by vote of the trustees;
- a requirement that a vacancy on the board be filled only by the remaining trustees and for the remainder of the full term of the class of trustees in which the vacancy occurred; and
- a majority requirement for the calling of a special shareholder-requested meeting of shareholders.

Through provisions in our declaration of trust and bylaws unrelated to Subtitle 8, we already (1) require the affirmative vote of the shareholders entitled to cast at least two-thirds of all of the votes entitled to be cast generally in the election of trustees to remove any trustee from the board, which removal will be allowed only for cause and (2) vest in the board the exclusive power to fix the number of trusteeships. In the future, our board of trustees may elect, without shareholder approval, to be subject to one or more of the other provisions of Subtitle 8, including classification of our board of trustees.

### **Approval of Extraordinary Trust Action; Amendment of Declaration of Trust and Bylaws**

Under Maryland law, a Maryland real estate investment trust generally is not entitled to amend its declaration of trust, dissolve, merge or consolidate with or convert into another entity, sell all or substantially all of its assets or engage in a statutory share exchange, unless approved by the affirmative vote of shareholders holding at least two-thirds of the shares entitled to vote on the matter. However, a Maryland real estate investment trust may provide in its declaration of trust for approval of these matters by a lesser percentage, but not less than a majority of all of the votes entitled to be cast on the matter. Vornado may take any of these actions if approved by the board of trustees and by the affirmative vote of not less than a majority of all of the votes entitled to be cast on the matter. Similarly, our declaration of trust provides for approval of amendments by the affirmative vote of a majority of the votes entitled to be cast on the matter. Some limited exceptions (including amendments to the provisions of our declaration of trust related to the removal of trustees, ownership and transfer restrictions and amendments) require the affirmative vote of shareholders holding at least two-thirds of the shares entitled to vote on the matter.

Under Maryland law, the declaration of trust of a Maryland real estate investment trust may permit the trustees, by a two-thirds vote, to amend the declaration of trust from time to time to qualify as a REIT under the Code or the Maryland REIT Law, without the affirmative vote or written consent of the shareholders. Our declaration of trust permits such action by the board of trustees. In addition, our declaration of trust, as permitted by Maryland law, contains a provision that permits our board of trustees, without a shareholder vote, to amend the declaration of trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of any class of beneficial interest that we are authorized to issue. Our bylaws provide that our board of trustees is vested with the power to adopt, alter or repeal any bylaw. To the extent permitted by law, our shareholders may adopt, alter or repeal any bylaw with the approval of the affirmative vote of a majority of the votes entitled to be cast on the matter.

### **Advance Notice of Trustee Nominations and New Business**

Our bylaws provide that with respect to an annual meeting of shareholders, nominations of persons for election to the board of trustees and the proposal of business to be considered by shareholders may be made only (i) pursuant to our notice of the meeting, (ii) by the board of trustees or (iii) by a shareholder or record who is entitled to vote at the meeting and who has complied with the advance notice procedures of our bylaws. With respect to special meetings of shareholders, only the business specified in our notice of the meeting may be brought before the meeting. Nominations of persons for election to the board of trustees at a special meeting may be made only (i) by the board of trustees, or (ii) pursuant to our notice of the meeting, provided that the board of trustees has determined that trustees will be elected at the meeting, by a shareholder of record who is entitled to vote at the meeting and who has complied with the advance notice provisions of our bylaws.



**Proxy Access Procedures for Qualifying Shareholders.**

Our bylaws permit a shareholder, or a group of up to 20 shareholders, that owns 3% or more of the our outstanding Common Shares, continuously for at least three years, to nominate and include in our proxy statement for an annual meeting of shareholders, trustee nominees constituting up to the greater of two nominees or 20% of our board of trustees, provided that the shareholder(s) and the trustee nominee(s) satisfy the requirements specified in our bylaws.

**Anti-takeover Effect of Certain Provisions of Maryland Law and of the Declaration of Trust and Bylaws**

The business combination provisions and, if the applicable provision in our bylaws is rescinded, the control share acquisition provisions of Maryland law, any provision of Subtitle 8 that we elect to be subject to in the future and removal of trustees and the advance notice provisions of our bylaws could delay, defer or prevent a transaction or a change in control of Vornado that might involve a premium price for holders of Common Shares or otherwise be in their best interest.

## FEDERAL INCOME TAX CONSIDERATIONS

The following discussion summarizes the taxation of Vornado Realty Trust and the material Federal income tax consequences to holders of the Common Shares for your general information only. It is not tax advice. The tax treatment of a holder of Common Shares will vary depending upon the holder's particular situation, and this discussion addresses only holders that hold Common Shares as capital assets and does not deal with all aspects of taxation that may be relevant to particular holders in light of their personal investment or tax circumstances. This section also does not deal with all aspects of taxation that may be relevant to certain types of holders to which special provisions of the Federal income tax laws apply, including:

- dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;
- banks;
- life insurance companies;
- tax-exempt organizations;
- certain insurance companies;
- persons liable for the alternative minimum tax;
- persons that hold securities that are a hedge, that are hedged against interest rate or currency risks or that are part of a straddle or conversion transaction;
- persons that purchase or sell shares as part of a wash sale for tax purposes; and
- U.S. shareholders whose functional currency is not the U.S. dollar.

This summary is based on the Code, its legislative history, existing and proposed regulations under the Code, published rulings and court decisions. This summary describes the provisions of these sources of law only as they are currently in effect. All of these sources of law may change at any time, and any change in the law may apply retroactively. Changes in U.S. federal, state and local tax laws or regulations, with or without retroactive application, could have a negative effect on us. New legislation, U.S. Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify to be taxed as a REIT and/or the U.S. federal income tax consequences to holders of our securities and to us of such qualification. In addition, recent events and the shortfall in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such tax law changes. In recent years, numerous significant legislative, judicial and administrative tax law changes have been made. Even changes that do not impose greater taxes on Vornado could potentially result in adverse consequences to holders of our shares. For example, the legislation includes a decrease in corporate tax rates, which could decrease the attractiveness of REITs relative to companies that are not organized as REITs. The legislation does, however, permit noncorporate U.S. holders of shares to deduct an amount equal to 20 percent of certain REIT dividends (see below under “—Taxation of Holders of Common Stock—U.S. Shareholders—Dividends”).

If a partnership holds shares, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding shares should consult its tax advisor with regard to the United States federal income tax treatment of an investment in the shares.

**We urge you to consult with your own tax advisors regarding the tax consequences to you of acquiring, owning and selling Common Shares, including the Federal, state, local and foreign tax consequences of acquiring, owning and selling Common Shares in your particular circumstances and potential changes in applicable laws.**

### TAXATION OF VORNADO REALTY TRUST AS A REIT

In the opinion of Sullivan & Cromwell LLP, commencing with its taxable year ended December 31, 1993, Vornado Realty Trust has been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code for taxable years ending prior to the date hereof, and Vornado Realty Trust's proposed method of operation will enable it to continue to meet the requirements for qualification and taxation as a REIT under the Code for subsequent taxable years. Investors should be aware, however, that opinions of counsel are not binding upon the IRS or any court.

In providing its opinion, Sullivan & Cromwell LLP is relying, without independent investigation,

- as to certain factual matters upon the statements and representations contained in a certificate provided to Sullivan & Cromwell LLP with respect to Vornado;
- as to certain factual matters upon the statements and representations contained in certificates provided to Sullivan & Cromwell LLP with respect to certain other REITs in which Vornado has held or holds an interest (the “REIT Subsidiaries”);
- upon the opinion of Shearman & Sterling LLP concerning the qualification of Alexander’s as a REIT for each taxable year commencing with its taxable year ended December 31, 1995; and
- upon the opinion of Paul, Hastings, Janofsky & Walker LLP concerning the qualification of Lexington Realty Trust as a REIT for each taxable year commencing with its taxable year ended December 31, 1993 and ending with its taxable year ended December 31, 2012.

In providing its opinion regarding the qualification of Alexander’s as a REIT for Federal income tax purposes, Shearman & Sterling LLP is relying, as to certain factual matters, upon representations received from Alexander’s.

In providing its opinion regarding the qualification of Lexington Realty Trust as a REIT for Federal income tax purposes, Paul, Hastings, Janofsky & Walker LLP is relying, as to certain factual matters, upon representations received from Lexington Realty Trust.

Vornado’s qualification as a REIT will depend upon the continuing satisfaction by Vornado and, given Vornado’s current and previous ownership interests in its REIT Subsidiaries and Alexander’s, by the REIT Subsidiaries and Alexander’s, of the requirements of the Code relating to qualification for REIT status. Some of these requirements depend upon actual operating results, distribution levels, diversity of stock ownership, asset composition, source of income and record keeping. Accordingly, while Vornado intends to continue to qualify to be taxed as a REIT, the actual results of Vornado or any of the REIT Subsidiaries or Alexander’s for any particular year might not satisfy these requirements. Neither Sullivan & Cromwell LLP nor any other such law firm will monitor the compliance of Vornado or any REIT Subsidiary or Alexander’s with the requirements for REIT qualification on an ongoing basis.

The sections of the Code applicable to REITs are highly technical and complex. The following discussion summarizes material aspects of these sections of the Code.

As a REIT, Vornado generally will not have to pay Federal corporate income taxes on its net income that it currently distributes to shareholders. This treatment substantially eliminates the “double taxation” at the corporate and shareholder levels that generally results from investment in a regular corporation. Vornado’s dividends, however, generally will not be eligible for (i) the corporate dividends received deduction and (ii) the reduced rates of tax applicable to dividends received by noncorporate U.S. shareholders, although, as described below under “Taxation of Holders of Common Shares or Preferred Shares—U.S. Shareholders—Taxation of Dividends”, noncorporate holders of Vornado shares would generally be entitled to a deduction equal to 20 percent of certain dividends paid by Vornado.

Notwithstanding the above, Vornado will have to pay Federal income tax as follows:

- First, Vornado will have to pay tax at the regular corporate rate on any undistributed real estate investment trust taxable income, including undistributed net capital gains.
- Second, if Vornado has (a) net income from the sale or other disposition of “foreclosure property”, as defined in the Code, which is held primarily for sale to customers in the ordinary course of business or (b) other non-qualifying income from foreclosure property, it will have to pay tax at the corporate rate on that income.
- Third, if Vornado has net income from “prohibited transactions”, as defined in the Code, Vornado will have to pay a 100% tax on that income. Prohibited transactions are, in general, certain sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business.
- Fourth, if Vornado should fail to satisfy the 75% gross income test or the 95% gross income test, as discussed below under “— Requirements for Qualification — Income Tests”, but has nonetheless maintained its qualification as a REIT because Vornado has satisfied some other requirements, it will have to pay a 100% tax on an amount equal to (a) the gross income attributable to the greater of (i) 75% of Vornado’s gross income over the amount of gross income that is

## [Table of contents](#)

- qualifying income for purposes of the 75% test, and (ii) 95% of Vornado's gross income over the amount of gross income that is qualifying income for purposes of the 95% test, multiplied by (b) a fraction intended to reflect Vornado's profitability.
- Fifth, if Vornado should fail to distribute during each calendar year at least the sum of (1) 85% of its real estate investment trust ordinary income for that year, (2) 95% of its real estate investment trust capital gain net income for that year and (3) any undistributed taxable income from prior periods, Vornado would have to pay a 4% excise tax on the excess of that required distribution over the sum of the amounts actually distributed and retained amounts on which income tax is paid at the corporate-level.
- Sixth, if Vornado acquires any asset from a C corporation in certain transactions in which Vornado must adopt the basis of the asset or any other property in the hands of the C corporation as the basis of the asset in the hands of Vornado, and Vornado recognizes gain on the disposition of that asset during the 5-year period beginning on the date on which Vornado acquired that asset, then Vornado will have to pay tax on the built-in gain at the regular corporate rate.
- Seventh, if Vornado derives "excess inclusion income" from a residual interest in a real estate mortgage investment conduit, or "REMIC", or certain interests in a taxable mortgage pool, or "TMP", Vornado could be subject to corporate level Federal income tax at the corporate rate to the extent that such income is allocable to certain types of tax-exempt shareholders that are not subject to unrelated business income tax, such as government entities.
- Eighth, if Vornado receives non-arm's-length income from a taxable REIT subsidiary (as defined under "— Requirements for Qualification — Asset Tests"), or as a result of services provided by a taxable REIT subsidiary to tenants of Vornado, Vornado will be subject to a 100% tax on the amount of Vornado's non-arm's-length income.
- Ninth, if Vornado fails to satisfy a REIT asset test, as described below, due to reasonable cause and Vornado nonetheless maintains its REIT qualification because of specified cure provisions, Vornado will generally be required to pay a tax equal to the greater of \$50,000 or the corporate tax rate multiplied by the net income generated by the nonqualifying assets that caused Vornado to fail such test.
- Tenth, if Vornado fails to satisfy any provision of the Code that would result in its failure to qualify as a REIT (other than a violation of the REIT gross income tests or a violation of the asset tests described below) and the violation is due to reasonable cause, Vornado may retain its REIT qualification but will be required to pay a penalty of \$50,000 for each such failure.

### **Requirements for Qualification**

The Code defines a REIT as a corporation, trust or association

- which is managed by one or more trustees or directors;
- the beneficial ownership of which is evidenced by transferable shares, or by transferable certificates of beneficial interest;
- that would otherwise be taxable as a domestic corporation, but for Sections 856 through 859 of the Code;
- that is neither a financial institution nor an insurance company to which certain provisions of the Code apply;
- the beneficial ownership of which is held by 100 or more persons;
- during the last half of each taxable year, not more than 50% in value of the outstanding stock of which is owned, directly or constructively, by five or fewer individuals, as defined in the Code to include certain entities (the "not closely held requirement"); and
- that meets certain other tests, including tests described below regarding the nature of its income and assets.

The Code provides that the conditions described in the first through fourth bullet points above must be met during the entire taxable year and that the condition described in the fifth bullet point above must be met during at least 335 days of a taxable year of 12 months, or during a proportionate part of a taxable year of less than 12 months.

Vornado has satisfied the conditions described in the first through fifth bullet points of the preceding paragraph and believes that it has also satisfied the condition described in the sixth bullet point of the preceding paragraph. In addition, Vornado's declaration of trust provides for restrictions regarding the ownership and transfer of Vornado's shares of beneficial interest. These restrictions are intended to assist Vornado in continuing to satisfy the share ownership requirements described in the fifth and sixth bullet points of the preceding paragraph. The ownership and transfer restrictions pertaining to the Common Shares are described in this prospectus under the heading "Description of Shares of Beneficial Interest of Vornado Realty Trust—Description of Common Shares of Vornado Realty Trust—Restrictions on Ownership of Common Shares."

**Qualified REIT Subsidiaries.** Vornado owns a number of wholly-owned corporate subsidiaries. Section 856(i) of the Code provides that unless a REIT makes an election to treat the corporation as a taxable REIT subsidiary, a corporation which is a "qualified REIT subsidiary", as defined in the Code, will not be treated as a separate corporation, and all assets, liabilities and items of income, deduction and credit of a qualified REIT subsidiary will be treated as assets, liabilities and items of these kinds of the REIT. Thus, in applying the requirements described in this section, Vornado's qualified REIT subsidiaries will be ignored, and all assets, liabilities and items of income, deduction and credit of these subsidiaries will be treated as assets, liabilities and items of these kinds of Vornado.

**Investments in Partnerships.** If a REIT is a partner in a partnership, Treasury regulations provide that the REIT will be deemed to own its proportionate share of the assets of the partnership and will be deemed to be entitled to the income of the partnership attributable to that share. In addition, the character of the assets and gross income of the partnership will retain the same character in the hands of the REIT for purposes of Section 856 of the Code, including satisfying the gross income tests and the asset tests. Thus, Vornado's proportionate share of the assets, liabilities and items of income of any partnership in which Vornado is a partner, including the Operating Partnership, will be treated as assets, liabilities and items of income of Vornado for purposes of applying the requirements described in this section. Thus, actions taken by partnerships in which Vornado owns an interest, either directly or through one or more tiers of partnerships or qualified REIT subsidiaries, can affect Vornado's ability to satisfy the REIT income and assets tests and the determination of whether Vornado has net income from prohibited transactions. See the third bullet on page 25 for a brief description of prohibited transactions.

The Protecting Americans From Tax Hikes Act of 2015 (the "PATH Act") may alter who bears the liability in the event any subsidiary partnership is audited and an adjustment is assessed. Congress revised the rules applicable to federal income tax audits of partnerships (such as certain of our subsidiaries) and the collection of any tax resulting from any such audits or other tax proceedings, generally for taxable years beginning after December 31, 2017. Under the new rules, the partnership itself may be liable for a hypothetical increase in partner-level taxes (including interest and penalties) resulting from an adjustment of partnership tax items on audit, regardless of changes in the composition of the partners (or their relative ownership) between the year under audit and the year of the adjustment. The new rules also include an elective alternative method under which the additional taxes resulting from the adjustment are assessed from the affected partners, subject to a higher rate of interest than otherwise would apply. These changes could increase the federal income tax, interest, and/or penalties otherwise borne by Vornado in the event of a federal income tax audit of a subsidiary partnership.

**Taxable REIT Subsidiaries.** A taxable REIT subsidiary is any corporation in which a REIT directly or indirectly owns stock, provided that the REIT and that corporation make a joint election to treat that corporation as a taxable REIT subsidiary. The election can be revoked at any time as long as the REIT and the taxable REIT subsidiary revoke such election jointly. In addition, if a taxable REIT subsidiary holds, directly or indirectly, more than 35% of the securities of any other corporation other than a REIT (by vote or by value), then that other corporation is also treated as a taxable REIT subsidiary. A corporation can be a taxable REIT subsidiary with respect to more than one REIT.

A taxable REIT subsidiary is subject to Federal income tax at the regular corporate rate (currently a maximum rate of 21%), and may also be subject to state and local taxation. Any dividends paid or deemed paid by any one of Vornado's taxable REIT subsidiaries will also be taxable, either (1) to Vornado to the extent the dividend is retained by Vornado, or (2) to Vornado's shareholders to the extent the dividends received from the taxable REIT subsidiary are paid to Vornado's shareholders. Vornado may hold more than 10% of the stock of a taxable REIT subsidiary without jeopardizing its qualification as a REIT notwithstanding the rule described below under "—Asset Tests" that generally precludes ownership of more than 10% of any issuer's securities. However, as noted below, in order for Vornado to qualify as a REIT, the securities of all of the taxable REIT subsidiaries in which it has invested either directly or indirectly may not represent more than 20% of the total value of its assets (25% with respect to Vornado's taxable years beginning on or after January 1, 2009 and ending on or before December 31, 2017). Vornado believes that the aggregate value of all of its interests in taxable REIT subsidiaries has represented and will continue to represent less than 20% (less than 25% for its taxable years beginning on or after January 1, 2009 and ending on or before December 31, 2017) of the total value of its assets; however, Vornado cannot assure that this will

always be true. Other than certain activities related to operating or managing a lodging or health care facility, a taxable REIT subsidiary may generally engage in any business including the provision of customary or non-customary services to tenants of the parent REIT.

**Income Tests.** In order to maintain its qualification as a REIT, Vornado annually must satisfy two gross income requirements.

- First, Vornado must derive at least 75% of its gross income, excluding gross income from prohibited transactions, for each taxable year directly or indirectly from investments relating to real property, mortgages on real property or investments in REIT equity securities, including “rents from real property”, as defined in the Code, or from certain types of temporary investments. Rents from real property generally include expenses of Vornado that are paid or reimbursed by tenants.
- Second, at least 95% of Vornado’s gross income, excluding gross income from prohibited transactions, for each taxable year must be derived from real property investments as described in the preceding bullet point, dividends, interest and gain from the sale or disposition of stock or securities, or from any combination of these types of sources.

Rents that Vornado receives will qualify as rents from real property in satisfying the gross income requirements for a REIT described above only if the rents satisfy several conditions.

- First, the amount of rent must not be based in whole or in part on the income or profits of any person. However, an amount received or accrued generally will not be excluded from rents from real property solely because it is based on a fixed percentage or percentages of receipts or sales.
- Second, the Code provides that rents received from a tenant will not qualify as rents from real property in satisfying the gross income tests if the REIT, directly or under the applicable attribution rules, owns a 10% or greater interest in that tenant; except that rents received from a taxable REIT subsidiary under certain circumstances qualify as rents from real property even if Vornado owns more than a 10% interest in the subsidiary. We refer to a tenant in which Vornado owns a 10% or greater interest as a “related party tenant.”
- Third, if rent attributable to personal property leased in connection with a lease of real property is greater than 15% of the total rent received under the lease, then the portion of rent attributable to the personal property will not qualify as rents from real property.
- Finally, for rents received to qualify as rents from real property, the REIT generally must not operate or manage the property or furnish or render services to the tenants of the property, other than through an independent contractor from whom the REIT derives no revenue or through a taxable REIT subsidiary. However, Vornado may directly perform certain services that landlords usually or customarily render when renting space for occupancy only or that are not considered rendered to the occupant of the property.

Vornado does not derive material rents from related party tenants. Vornado also does not and will not derive rental income attributable to personal property, other than personal property leased in connection with the lease of real property, the amount of which is less than 15% of the total rent received under the lease.

Vornado directly performs services for some of its tenants. Vornado does not believe that the provision of these services will cause its gross income attributable to these tenants to fail to be treated as rents from real property. If Vornado were to provide services to a tenant that are other than those landlords usually or customarily provide when renting space for occupancy only, amounts received or accrued by Vornado for any of these services will not be treated as rents from real property for purposes of the REIT gross income tests. However, the amounts received or accrued for these services will not cause other amounts received with respect to the property to fail to be treated as rents from real property unless the amounts treated as received in respect of the services, together with amounts received for certain management services, exceed 1% of all amounts received or accrued by Vornado during the taxable year with respect to the property. If the sum of the amounts received in respect of the services to tenants and management services described in the preceding sentence exceeds the 1% threshold, then all amounts received or accrued by Vornado with respect to the property will not qualify as rents from real property, even if Vornado provides the impermissible services to some, but not all, of the tenants of the property.

The term “interest” generally does not include any amount received or accrued, directly or indirectly, if the determination of that amount depends in whole or in part on the income or profits of any person. However, an amount received or accrued generally will not be excluded from the term interest solely because it is based on a fixed percentage or percentages of receipts or sales.

From time to time, Vornado may enter into hedging transactions with respect to one or more of its assets or liabilities. Vornado's hedging activities may include entering into interest rate swaps, caps, and floors, options to purchase these items, and futures and forward contracts. Except to the extent provided by U.S. Treasury regulations, any income Vornado derives from a hedging transaction that is clearly identified as such as specified in the Code, including gain from the sale or disposition of such a transaction, will not constitute gross income for purposes of the 75% or 95% gross income tests, and therefore will be excluded for purposes of these tests, but only to the extent that the transaction hedges indebtedness incurred or to be incurred by us to acquire or carry real estate. Income from any hedging transaction is, however, nonqualifying for purposes of the 75% gross income test with respect to transactions entered into on or prior to July 30, 2008. The term "hedging transaction," as used above, generally means any transaction Vornado enters into in the normal course of its business primarily to manage risk of interest rate or price changes or currency fluctuations with respect to borrowings made or to be made, or ordinary obligations incurred or to be incurred, by Vornado. For transactions entered into after July 30, 2008, "hedging transaction" also includes any transaction entered into primarily to manage the risk of currency fluctuations with respect to any item of income or gain that would be qualifying income under the 75% or 95% gross income test (or any property which generates such income or gain), including gain from the termination of such a transaction. Effective for taxable years beginning after December 31, 2015, the PATH Act expands the treatment of REIT hedging transactions to provide that gross income also excludes the income from clearly identified hedging transactions that are entered into with respect to previously-acquired hedging transactions that a REIT entered into to manage interest rate or currency fluctuation risks when the previously hedged indebtedness is extinguished or the property is disposed of. Vornado intends to structure any hedging transactions in a manner that does not jeopardize its status as a REIT.

Effective for taxable years beginning after December 31, 2015, interest income and gain from the sale of a debt instrument issued by a "publicly offered REIT," unless the debt instrument is secured by real property or an interest in real property, is not treated as qualifying income for purposes of the 75% gross income test (even though such instruments are treated as "real estate assets," as discussed below) but is treated as qualifying income for purposes of the 95% gross income test. A "publicly offered REIT" means a REIT that is required to file annual and periodic reports with the SEC under the Exchange Act.

As a general matter, certain foreign currency gains recognized after July 30, 2008 will be excluded from gross income for purposes of one or both of the gross income tests, as follows.

"Real estate foreign exchange gain" will be excluded from gross income for purposes of both the 75% and 95% gross income test. Real estate foreign exchange gain generally includes foreign currency gain attributable to any item of income or gain that is qualifying income for purposes of the 75% gross income test, foreign currency gain attributable to the acquisition or ownership of (or becoming or being the obligor under) obligations secured by mortgages on real property or on interests in real property and certain foreign currency gain attributable to certain qualified business units of a REIT.

"Passive foreign exchange gain" will be excluded from gross income for purposes of the 95% gross income test. Passive foreign exchange gain generally includes real estate foreign exchange gain as described above, and also includes foreign currency gain attributable to any item of income or gain that is qualifying income for purposes of the 95% gross income test and foreign currency gain attributable to the acquisition or ownership of (or becoming or being the obligor under) obligations that would not fall within the scope of the definition of real estate foreign exchange gain. If Vornado fails to satisfy one or both of the 75% or 95% gross income tests for any taxable year, it may nevertheless qualify as a REIT for that year if it satisfies the requirements of other provisions of the Code that allow relief from disqualification as a REIT. These relief provisions will generally be available if:

- Vornado's failure to meet the income tests was due to reasonable cause and not due to willful neglect; and
- Vornado files a schedule of each item of income in excess of the limitations described above in accordance with regulations to be prescribed by the IRS.

Vornado might not be entitled to the benefit of these relief provisions, however. Even if these relief provisions apply, Vornado would have to pay a tax on the excess income. The tax will be a 100% tax on an amount equal to (a) the gross income attributable to the greater of (i) 75% of Vornado's gross income over the amount of gross income that is qualifying income for purposes of the 75% test, and (ii) 95% of Vornado's gross income over the amount of gross income that is qualifying income for purposes of the 95% test, multiplied by (b) a fraction intended to reflect Vornado's profitability.

**Asset Tests.** Vornado, at the close of each quarter of its taxable year, must also satisfy four tests relating to the nature of its assets.

- First, at least 75% of the value of Vornado's total assets must be represented by real estate assets, including (a) real estate assets held by Vornado's qualified REIT subsidiaries, Vornado's allocable share of real estate assets held by partnerships in which Vornado owns an interest and stock issued by another REIT, (b) for a period of one year from the date of Vornado's receipt of proceeds of an offering of its shares of beneficial interest or publicly offered debt with a term of at least five years, stock or debt instruments purchased with these proceeds, (c) cash, cash items and government securities, and (d) effective for taxable years beginning after December 31, 2015, certain debt instruments of publicly offered REITs (as defined above), interests in mortgages on interests in real property, personal property to the extent that rents attributable to the property are treated as rents from real property under the applicable Code section, and a mortgage secured by real property and personal property, provided that the fair market value of the personal property does not exceed 15% of the total fair market value of all property securing such mortgage.
- Second, not more than 25% of Vornado's total assets may be represented by securities other than those in the 75% asset class (except effective for taxable years beginning after December 31, 2015, that not more than 25% of the REIT's total assets may be represented by "nonqualified" debt instruments issued by publicly offered REITs). For this purpose, a "nonqualified" debt instrument issued by a publicly offered REIT is any real estate asset that would cease to be a real estate asset if the definition of a real estate asset was applied without regard to the reference to debt instruments issued by publicly offered REITs.
- Third, not more than 20% of Vornado's total assets may constitute securities issued by taxable REIT subsidiaries (25% with respect to Vornado's taxable years beginning on or after January 1, 2009 and ending on or before December 31, 2017) and of the investments included in the 20% asset class, the value of any one issuer's securities, other than equity securities issued by another REIT or securities issued by a taxable REIT subsidiary, owned by Vornado may not exceed 5% of the value of Vornado's total assets.
- Fourth, Vornado may not own more than 10% of the vote or value of the outstanding securities of any one issuer, except for issuers that are REITs, qualified REIT subsidiaries or taxable REIT subsidiaries, or certain securities that qualify under a safe harbor provision of the Code (such as so-called "straight-debt" securities).

Solely for the purposes of the 10% value test described above, the determination of Vornado's interest in the assets of any partnership or limited liability company in which it owns an interest will be based on Vornado's proportionate interest in any securities issued by the partnership or limited liability company, excluding for this purpose certain securities described in the Code.

If the IRS successfully challenges the partnership status of any of the partnerships in which Vornado maintains a more than 10% vote or value interest, and the partnership is reclassified as a corporation or a publicly traded partnership taxable as a corporation, Vornado could lose its REIT status. In addition, in the case of such a successful challenge, Vornado could lose its REIT status if such recharacterization results in Vornado otherwise failing one of the asset tests described above.

Since March 2, 1995, Vornado has owned, through the Operating Partnership, more than 10% of the voting securities and value of Alexander's. Since April of 1997, Vornado's ownership of Alexander's has been through the Operating Partnership rather than direct. Vornado's ownership interest in Alexander's will not cause Vornado to fail to satisfy the asset tests for REIT status so long as Alexander's qualified as a REIT for each of the taxable years beginning with its taxable year ended December 31, 1995 and continues to so qualify. In the opinion of Shearman & Sterling LLP, commencing with Alexander's taxable year ended December 31, 1995, Alexander's has been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and its proposed method of operation will enable it to continue to meet the requirements for qualification and taxation as a REIT under the Code. In providing its opinion, Shearman & Sterling LLP is relying upon representations received from Alexander's.

Beginning on November 3, 2008, Vornado owned, through the Operating Partnership, more than 10% of the voting securities and value of Lexington Realty Trust. Since March 31, 2013, Vornado has owned less than 10% of the voting securities and value of Lexington Realty Trust. Vornado's ownership interest in Lexington Realty Trust did not cause Vornado to fail to satisfy the asset tests for REIT status so long as Lexington Realty Trust qualified as a REIT for each of the taxable years beginning with its taxable year ended December 31, 2008 and ending with its taxable year ended December 31, 2012. In the opinion of Paul Hastings LLP, commencing with Lexington Realty Trust's taxable year ended December 31, 1993 and ending with its taxable year ended December 31, 2012, Lexington Realty Trust was organized and operated in conformity with



the requirements for qualification and taxation as a REIT under the Code. In providing its opinion, Paul Hastings LLP relied upon representations received from Lexington Realty Trust.

Vornado has also owned and currently owns, through the Operating Partnership, more than 10% of the vote or value of certain other REIT Subsidiaries. Vornado's prior or current indirect ownership interest in such REIT Subsidiaries will not cause Vornado to fail to satisfy the asset tests for REIT status so long as each such REIT Subsidiary qualifies as a REIT for its first taxable year and each subsequent taxable year during the periods relevant to Vornado's qualification as a REIT. Vornado believes that each such REIT Subsidiary will qualify (or qualified, as the case may be) as a REIT with respect to such period.

Certain relief provisions may be available to Vornado if it fails to satisfy the asset tests described above after a 30-day cure period. Under these provisions, Vornado will be deemed to have met the 5% and 10% REIT asset tests if the value of its nonqualifying assets (i) does not exceed the lesser of (a) 1% of the total value of its assets at the end of the applicable quarter and (b) \$10,000,000, and (ii) Vornado disposes of the nonqualifying assets within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) the period of time prescribed by Treasury regulations to be issued. For violations due to reasonable cause and not willful neglect that are not described in the preceding sentence, Vornado may avoid disqualification as a REIT under any of the asset tests, after the 30 day cure period, by taking steps including (i) the disposition of the nonqualifying assets to meet the asset test within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) the period of time prescribed by Treasury regulations to be issued, (ii) paying a tax equal to the greater of (a) \$50,000 or (b) the corporate tax rate multiplied by the net income generated by the nonqualifying assets, and (iii) disclosing certain information to the IRS.

**Annual Distribution Requirements.** Vornado, in order to qualify as a REIT, is required to distribute dividends, other than capital gain dividends, to its shareholders in an amount at least equal to (1) the sum of (a) 90% of Vornado's "real estate investment trust taxable income", computed without regard to the dividends paid deduction and Vornado's net capital gain, and (b) 90% of the net after-tax income, if any, from foreclosure property minus (2) the sum of certain items of non-cash income. Under the law in effect prior to January 1, 2015, a "preferential dividend" was not eligible for a dividends paid deduction and, therefore, was not counted toward this distribution requirement. Effective for distributions in Vornado's taxable year that began on January 1, 2015 and all future taxable years, preferential dividends may be taken into account for purposes of determining Vornado's dividends paid deduction so long as it qualifies as a publicly offered REIT (as defined above).

In addition, if Vornado acquired an asset from a C corporation in a carryover basis transaction and disposes of such asset within 5 years of acquiring it, Vornado may be required to distribute at least 90% of the after-tax built-in gain, if any, recognized on the disposition of the asset.

These distributions must be paid in the taxable year to which they relate, or in the following taxable year if declared before Vornado timely files its tax return for the year to which they relate and if paid on or before the first regular dividend payment after the declaration. However, for Federal income tax purposes, these distributions that are declared in October, November or December as of a record date in such month and actually paid in January of the following year will be treated as if they were paid on December 31 of the year declared.

To the extent that Vornado does not distribute all of its net capital gain or distributes at least 90%, but less than 100%, of its real estate investment trust taxable income, as adjusted, it will have to pay tax on the undistributed amounts at regular ordinary and capital gain corporate tax rates. Furthermore, if Vornado fails to distribute during each calendar year at least the sum of (a) 85% of its ordinary income for that year, (b) 95% of its capital gain net income for that year and (c) any undistributed taxable income from prior periods, Vornado would have to pay a 4% excise tax on the excess of the required distribution over the sum of the amounts actually distributed and retained amounts on which income tax is paid at the corporate level.

Vornado intends to satisfy the annual distribution requirements.

From time to time, Vornado may not have sufficient cash or other liquid assets to meet the 90% distribution requirement due to timing differences between (a) when Vornado actually receives income and when it actually pays deductible expenses and (b) when Vornado includes the income and deducts the expenses in arriving at its taxable income. If timing differences of this kind occur, in order to meet the 90% distribution requirement, Vornado may find it necessary to arrange for short-term, or possibly long-term, borrowings or to pay dividends in the form of taxable stock dividends.

Under certain circumstances, Vornado may be able to rectify a failure to meet the distribution requirement for a year by paying "deficiency dividends" to shareholders in a later year, which may be included in Vornado's deduction for dividends

paid for the earlier year. Thus, Vornado may be able to avoid being taxed on amounts distributed as deficiency dividends; however, Vornado will be required to pay interest based upon the amount of any deduction taken for deficiency dividends.

### **New Interest Deduction Limitation**

Commencing in taxable years beginning after December 31, 2017, Section 163(j) of the Code limits the deductibility of net interest expense paid or accrued on debt properly allocable to a trade or business to 30% of “adjusted taxable income,” subject to certain exceptions. Any deduction in excess of the limitation is carried forward and may be used in a subsequent year, subject to the 30% limitation. Adjusted taxable income is determined without regard to certain deductions, including those for net interest expense, net operating loss carryforwards and, for taxable years beginning before January 1, 2022, depreciation, amortization and depletion. Provided the taxpayer makes a timely election (which is irrevocable), the 30% limitation does not apply to an electing real property trade or business. If this election is made, depreciable real property (including certain improvements) held by the relevant trade or business must be depreciated under the alternative depreciation system under the Code, which is generally less favorable than the generally applicable system of depreciation under the Code. Because our operations qualify as a real property trade or business, we may elect not to have the interest deduction limitation apply to us. If we do not make the election, the new interest deduction limitation could result in us having more REIT taxable income and thus increase the amount of distributions we must make to comply with the REIT requirements and avoid incurring corporate level tax. Similarly, the limitation could cause our taxable REIT subsidiaries to have greater taxable income and thus potentially greater corporate tax liability.

### **Penalty Tax**

As a REIT, we are subject to a 100% penalty tax with respect to certain transactions with taxable REIT subsidiaries. Effective for taxable years beginning after December 31, 2015, the PATH Act imposes an excise tax of 100% on a REIT with respect to the gross income of a taxable REIT subsidiary that is attributable to services provided to, or on behalf of, the REIT (and not to services provided to tenants), less properly allocable deductions, to the extent that the reported amount of such income is adjusted by the IRS by reason of such reported amount being less than the amount that would have been paid to a party in an arm's-length transaction.

### **Failure to Qualify as a REIT**

If Vornado would otherwise fail to qualify as a REIT because of a violation of one of the requirements described above, its qualification as a REIT will not be terminated if the violation is due to reasonable cause and not willful neglect and Vornado pays a penalty tax of \$50,000 for the violation. The immediately preceding sentence does not apply to violations of the income tests described above or a violation of the asset tests described above, each of which have specific relief provisions that are described above.

If Vornado fails to qualify for taxation as a REIT in any taxable year, and the relief provisions do not apply, Vornado will have to pay tax on its taxable income at regular corporate rates. Vornado will not be able to deduct distributions to shareholders in any year in which it fails to qualify, nor will Vornado be required to make distributions to shareholders. In this event, to the extent of current and accumulated earnings and profits, all distributions to shareholders will be taxable to the shareholders as dividend income (which may be subject to tax at preferential rates) and corporate distributees may be eligible for the dividends received deduction if they satisfy the relevant provisions of the Code. In addition, a noncorporate shareholder would not be eligible for the 20% deduction in respect of certain REIT dividends. Unless entitled to relief under specific statutory provisions, Vornado will also be disqualified from taxation as a REIT for the four taxable years following the year during which qualification was lost. Vornado might not be entitled to the statutory relief described above in all circumstances.

### **Excess Inclusion Income**

If Vornado holds a residual interest in a REMIC or certain interests in a TMP from which Vornado derives “excess inclusion income,” Vornado may be required to allocate such income among its shareholders in proportion to the dividends received by its shareholders, even though Vornado may not receive such income in cash. To the extent that excess inclusion income is allocable to a particular shareholder, the income (1) would not be allowed to be offset by any net operating losses otherwise available to the shareholder, (2) would be subject to tax as unrelated business taxable income in the hands of most types of shareholders that are otherwise generally exempt from Federal income tax, and (3) would result in the application of U.S. Federal income tax withholding at the maximum rate (30%), without reduction pursuant to any otherwise applicable income tax treaty, to the extent allocable to most types of foreign shareholders.

## TAXATION OF HOLDERS OF COMMON SHARES

### *U.S. Shareholders*

As used in this section, the term “U.S. shareholder” means a holder of Common Shares who, for U.S. Federal income tax purposes, is:

- a citizen or resident of the United States;
- a domestic corporation;
- an estate whose income is subject to U.S. Federal income taxation regardless of its source; or
- a trust if a United States court can exercise primary supervision over the trust’s administration and one or more United States persons have authority to control all substantial decisions of the trust.

**Taxation of Dividends.** As long as Vornado qualifies as a REIT, distributions made by Vornado out of its current or accumulated earnings and profits, and not designated as capital gain dividends, will constitute dividends taxable to its taxable U.S. shareholders as ordinary income. Noncorporate U.S. shareholders will generally not be entitled to the tax rate applicable to certain types of dividends (giving rise to “qualified dividend income”) except with respect to the portion of any distribution (a) that represents income from dividends Vornado received from a corporation in which it owns shares (but only if such dividends would be eligible for the lower rate on dividends if paid by the corporation to its individual shareholders), (b) that is equal to the sum of Vornado’s real estate investment trust taxable income (taking into account the dividends paid deduction available to Vornado) and certain net built-in gain with respect to property acquired from a C corporation in certain transactions in which Vornado must adopt the basis of the asset in the hands of the C corporation for Vornado’s previous taxable year and less any taxes paid by Vornado during its previous taxable year, or (c) that represents earnings and profits that were accumulated by Vornado in a prior non-REIT taxable year, in each case, provided that certain holding period and other requirements are satisfied at both the REIT and individual shareholder level.

For taxable years beginning after December 31, 2017 and on or before December 31, 2025, noncorporate U.S. holders of shares in a REIT such as Vornado are entitled to a deduction equal to 20% of any “qualified REIT dividends”. Qualified REIT dividends are defined as any dividend from a REIT that is not a capital gain dividend or a dividend attributable to dividend income from U.S. corporations or certain non-U.S. corporations. A noncorporate U.S. shareholder’s ability to claim a deduction equal to 20% of qualified REIT dividends received may be limited by the shareholder’s particular circumstances. In addition, for any noncorporate U.S. shareholder that claims a deduction in respect of qualified REIT dividends, the maximum threshold for the accuracy-related penalty with respect to substantial understatements of income tax could be reduced from 10% to 5%.

Noncorporate U.S. shareholders should consult their own tax advisors to determine the tax rates on dividends received from Vornado and the ability to claim a deduction in respect of such dividends.

Distributions made by Vornado that Vornado properly designates as capital gain dividends will be taxable to U.S. shareholders as gain from the sale of a capital asset held for more than one year, to the extent that they do not exceed our actual net capital gain for the taxable year, without regard to the period for which a U.S. shareholder has held his common stock or preferred stock. Thus, with certain limitations, capital gain dividends received by an individual U.S. shareholder may be eligible for preferential rates of taxation. U.S. shareholders that are corporations may, however, be required to treat up to 20% of certain capital gain dividends as ordinary income. Effective for taxable years beginning after December 31, 2015, the maximum amount of dividends that may be designated by Vornado as capital gain dividends and as “qualified dividend income” with respect to any taxable year may not exceed the dividends paid by Vornado with respect to such year, including dividends paid by it in the succeeding taxable year that relate back to the prior taxable year for purposes of determining its dividends paid deduction. In addition, the IRS has been granted authority to prescribe regulations or other guidance requiring the proportionality of the designation for particular types of dividends (for example, capital gain dividends) among REIT shares.

To the extent that Vornado makes distributions, not designated as capital gain dividends, in excess of its current and accumulated earnings and profits, these distributions will be treated first as a tax-free return of capital to each U.S. shareholder. Thus, these distributions will reduce the adjusted basis which the U.S. shareholder has in his shares for tax purposes by the amount of the distribution, but not below zero. Distributions in excess of a U.S. shareholder’s adjusted basis in his shares will

be taxable as capital gains, provided that the shares have been held as a capital asset. For purposes of determining the portion of distributions on separate classes of shares that will be treated as dividends for Federal income tax purposes, current and accumulated earnings and profits will be allocated to distributions resulting from priority rights of preferred shares before being allocated to other distributions.

Dividends authorized by Vornado in October, November, or December of any year and payable to a shareholder of record on a specified date in any of these months will be treated as both paid by Vornado and received by the shareholder on December 31 of that year, provided that Vornado actually pays the dividend on or before January 31 of the following calendar year. Shareholders may not include in their own income tax returns any net operating losses or capital losses of Vornado.

Vornado may make distributions to holders of its Common Shares that are paid in Common Shares that are intended to be taxable as dividends for U.S. Federal income tax purposes and a U.S. shareholder would, therefore, generally have taxable income with respect to such distributions of Common Shares and may have a tax liability on account of such distribution in excess of the cash (if any) that is received.

U.S. shareholders holding shares at the close of Vornado's taxable year will be required to include, in computing their long-term capital gains for the taxable year in which the last day of Vornado's taxable year falls, the amount of Vornado's undistributed net capital gain that Vornado designates in a written notice mailed to its shareholders. Vornado may not designate amounts in excess of Vornado's undistributed net capital gain for the taxable year. Each U.S. shareholder required to include the designated amount in determining the shareholder's long-term capital gains will be deemed to have paid, in the taxable year of the inclusion, the tax paid by Vornado in respect of the undistributed net capital gains. U.S. shareholders to whom these rules apply will be allowed a credit or a refund, as the case may be, for the tax they are deemed to have paid. U.S. shareholders will increase their basis in their shares by the difference between the amount of the includible gains and the tax deemed paid by the shareholder in respect of these gains.

Distributions made by Vornado and gain arising from a U.S. shareholder's sale or exchange of shares will not be treated as passive activity income. As a result, U.S. shareholders generally will not be able to apply any passive losses against that income or gain.

**Sale or Exchange of Shares.** When a U.S. shareholder sells or otherwise disposes of shares, the shareholder will recognize gain or loss for Federal income tax purposes in an amount equal to the difference between (a) the amount of cash and the fair market value of any property received on the sale or other disposition, and (b) the holder's adjusted basis in the shares for tax purposes. This gain or loss will be capital gain or loss if the U.S. shareholder has held the shares as a capital asset. The gain or loss will be long-term gain or loss if the U.S. shareholder has held the shares for more than one-year. Long-term capital gain of an individual U.S. shareholder is generally taxed at preferential rates. In general, any loss recognized by a U.S. shareholder when the shareholder sells or otherwise disposes of shares of Vornado that the shareholder has held for six months or less, after applying certain holding period rules, will be treated as a long-term capital loss, to the extent of distributions received by the shareholder from Vornado which were required to be treated as long-term capital gains.

**Taxation of Tax-Exempt Shareholders.** The IRS has ruled that amounts distributed as dividends by a REIT generally do not constitute unrelated business taxable income when received by a tax-exempt entity. Based on that ruling, provided that a tax-exempt shareholder is not one of the types of entity described below and has not held its shares as "debt financed property" within the meaning of the Code, and the shares are not otherwise used in a trade or business, the dividend income from shares will not be unrelated business taxable income to a tax-exempt shareholder. Similarly, income from the sale of shares will not constitute unrelated business taxable income unless the tax-exempt shareholder has held the shares as "debt financed property" within the meaning of the Code or has used the shares in a trade or business.

Notwithstanding the above paragraph, tax-exempt shareholders will be required to treat as unrelated business taxable income any dividends paid by Vornado that are allocable to Vornado's "excess inclusion" income, if any.

Income from an investment in Vornado's shares will constitute unrelated business taxable income for tax-exempt shareholders that are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts, and qualified group legal services plans exempt from Federal income taxation under the applicable subsections of Section 501(c) of the Code, unless the organization is able to properly deduct amounts set aside or placed in reserve for certain purposes so as to offset the income generated by its shares. Prospective investors of the types described in the preceding sentence should consult their own tax advisors concerning these "set aside" and reserve requirements.

Notwithstanding the foregoing, however, a portion of the dividends paid by a “pension-held REIT” will be treated as unrelated business taxable income to any trust which

- is described in Section 401(a) of the Code;
- is tax-exempt under Section 501(a) of the Code; and
- holds more than 10% (by value) of the equity interests in the REIT.

Tax-exempt pension, profit-sharing and stock bonus funds that are described in Section 401(a) of the Code are referred to below as “qualified trusts.” A REIT is a “pension-held REIT” if:

- it would not have qualified as a REIT but for the fact that Section 856(h)(3) of the Code provides that stock owned by qualified trusts will be treated, for purposes of the “not closely held” requirement, as owned by the beneficiaries of the trust (rather than by the trust itself); and
- either (a) at least one qualified trust holds more than 25% by value of the interests in the REIT or (b) one or more qualified trusts, each of which owns more than 10% by value of the interests in the REIT, hold in the aggregate more than 50% by value of the interests in the REIT.

The percentage of any REIT dividend treated as unrelated business taxable income to a qualifying trust is equal to the ratio of (a) the gross income of the REIT from unrelated trades or businesses, determined as though the REIT were a qualified trust, less direct expenses related to this gross income, to (b) the total gross income of the REIT, less direct expenses related to the total gross income. A de minimis exception applies where this percentage is less than 5% for any year. Vornado does not expect to be classified as a pension-held REIT.

The rules described above under the heading “U.S. Shareholders” concerning the inclusion of Vornado’s designated undistributed net capital gains in the income of its shareholders will apply to tax-exempt entities. Thus, tax-exempt entities will be allowed a credit or refund of the tax deemed paid by these entities in respect of the includible gains.

#### **Non-U.S. Shareholders**

The rules governing U.S. Federal income taxation of nonresident alien individuals, foreign corporations, foreign partnerships and estates or trusts that in either case are not subject to U.S. Federal income tax on a net income basis who own Common Shares, which we call “non-U.S. shareholders”, are complex. The following discussion is only a limited summary of these rules. Prospective non-U.S. shareholders should consult with their own tax advisors to determine the impact of U.S. Federal, state and local income tax laws with regard to an investment in Common Shares, including any reporting requirements.

**Ordinary Dividends.** Distributions, other than distributions that are treated as attributable to gain from sales or exchanges by Vornado of U.S. real property interests, as discussed below, and other than distributions designated by Vornado as capital gain dividends, will be treated as ordinary income to the extent that they are made out of current or accumulated earnings and profits of Vornado. A withholding tax equal to 30% of the gross amount of the distribution will ordinarily apply to distributions of this kind to non-U.S. shareholders, unless an applicable tax treaty reduces that tax. However, if income from the investment in the shares is treated as effectively connected with the non-U.S. shareholder’s conduct of a U.S. trade or business or is attributable to a permanent establishment that the non-U.S. shareholder maintains in the United States if that is required by an applicable income tax treaty as a condition for subjecting the non-U.S. shareholder to U.S. taxation on a net income basis, tax at graduated rates will generally apply to the non-U.S. shareholder in the same manner as U.S. shareholders are taxed with respect to dividends, and the 30% branch profits tax may also apply if the shareholder is a foreign corporation. Vornado expects to withhold U.S. tax at the rate of 30% on the gross amount of any dividends, other than dividends treated as attributable to gain from sales or exchanges of U.S. real property interests and capital gain dividends, paid to a non-U.S. shareholder, unless (a) a lower treaty rate applies and the required form evidencing eligibility for that reduced rate is filed with Vornado or the appropriate withholding agent or (b) the non-U.S. shareholder files an IRS Form W-8 ECI or a successor form with Vornado or the appropriate withholding agent claiming that the distributions are effectively connected with the non-U.S. shareholder’s conduct of a U.S. trade or business and in either case other applicable requirements were met.

Distributions to a non-U.S. shareholder that are designated by Vornado at the time of distribution as capital gain dividends which are not attributable to or treated as attributable to the disposition by Vornado of a U.S. real property interest generally will not be subject to U.S. Federal income taxation, except as described below.

If a non-U.S. shareholder receives an allocation of “excess inclusion income” with respect to a REMIC residual interest or an interest in a TMP owned by Vornado, the non-U.S. shareholder will be subject to U.S. Federal income tax withholding at the maximum rate of 30% with respect to such allocation, without reduction pursuant to any otherwise applicable income tax treaty.

**Return of Capital.** Distributions in excess of Vornado’s current and accumulated earnings and profits, which are not treated as attributable to the gain from Vornado’s disposition of a U.S. real property interest, will not be taxable to a non-U.S. shareholder to the extent that they do not exceed the adjusted basis of the non-U.S. shareholder’s shares. Distributions of this kind will instead reduce the adjusted basis of the shares. To the extent that distributions of this kind exceed the adjusted basis of a non-U.S. shareholder’s shares, they will give rise to tax liability if the non-U.S. shareholder otherwise would have to pay tax on any gain from the sale or disposition of its shares, as described below. If it cannot be determined at the time a distribution is made whether the distribution will be in excess of current and accumulated earnings and profits, withholding will apply to the distribution at the rate applicable to dividends. However, the non-U.S. shareholder may seek a refund of these amounts from the IRS if it is subsequently determined that the distribution was, in fact, in excess of current accumulated earnings and profits of Vornado.

Also, Vornado could potentially be required to withhold at least 15% of any distribution in excess of Vornado’s current and accumulated earnings and profits, even if the non-U.S. shareholder is not liable for U.S. tax on the receipt of that distribution. However, a non-U.S. shareholder may seek a refund of these amounts from the IRS if the non-U.S. shareholder’s tax liability with respect to the distribution is less than the amount withheld. Such withholding should generally not be required if a non-U.S. shareholder would not be taxed under the Foreign Investment in Real Property Tax Act of 1980, as amended (“FIRPTA”), upon a sale or exchange of Common Shares. See discussion below under “—Sales of Shares.”

**Capital Gain Dividends.** Distributions that are attributable to gain from sales or exchanges by Vornado of U.S. real property interests that are paid with respect to any class of stock which is regularly traded on an established securities market located in the United States and held by a non-U.S. shareholder who does not own more than 10% of such class of stock at any time during the one year period ending on the date of distribution will be treated as a normal distribution by Vornado, and such distributions will be taxed as described above in “—Ordinary Dividends”.

Distributions that are not described in the preceding paragraph that are attributable to gain from sales or exchanges by Vornado of U.S. real property interests will be taxed to a non-U.S. shareholder under the provisions of FIRPTA. Under this statute, these distributions are taxed to a non-U.S. shareholder as if the gain were effectively connected with a U.S. business. Thus, non-U.S. shareholders will be taxed on the distributions at the normal capital gain rates applicable to U.S. shareholders, subject to any applicable alternative minimum tax in the case of individuals. Vornado is required by applicable Treasury regulations under this statute to withhold 21% of any distribution that Vornado could designate as a capital gain dividend. However, if Vornado designates as a capital gain dividend a distribution made before the day Vornado actually effects the designation, then although the distribution may be taxable to a non-U.S. shareholder, withholding does not apply to the distribution under this statute. Rather, Vornado must effect the 21% withholding from distributions made on and after the date of the designation, until the distributions so withheld equal the amount of the prior distribution designated as a capital gain dividend. The non-U.S. shareholder may credit the amount withheld against its U.S. tax liability.

**Share Distributions.** Vornado has made, and in the future may make, distributions to holders of its Common Shares that are paid in Common Shares that are intended to be treated as dividends for U.S. Federal income tax purposes and, accordingly, would be treated in a manner consistent with the discussion above under “Ordinary Dividends” and “Capital Gains Dividends.” If Vornado is required to withhold an amount in excess of any cash distributed along with the Common Shares, Vornado will retain and sell some of the Common Shares that would otherwise be distributed in order to satisfy Vornado’s withholding obligations.

**Sales of Shares.** Gain recognized by a non-U.S. shareholder upon a sale or exchange of Common Shares generally will not be taxed under FIRPTA if Vornado is a “domestically controlled REIT”, defined generally as a REIT, less than 50% in value of whose stock is and was held directly or indirectly by foreign persons at all times during a specified testing period (provided that, effective December 18, 2015, if any class of a REIT’s stock is regularly traded on an established securities market in the United States, a person holding less than 5% of such class during the testing period is presumed not to be a foreign person, unless the REIT has actual knowledge otherwise). Vornado believes that it is currently a domestically controlled REIT, but because its common stock is publicly traded, there can be no assurance that it in fact is qualified or will continue to qualify as a domestically controlled REIT. Assuming that Vornado is and continues to be a domestically controlled REIT, taxation under FIRPTA generally will not apply to a sale of Vornado shares. However, gain to which FIRPTA does not

apply will be taxable to a non-U.S. shareholder if investment in the shares is treated as effectively connected with the non-U.S. shareholder's U.S. trade or business or is attributable to a permanent establishment that the non-U.S. shareholder maintains in the United States if that is required by an applicable income tax treaty as a condition for subjecting the non-U.S. shareholder to U.S. taxation on a net income basis. In this case, the same treatment will apply to the non-U.S. shareholder as to U.S. shareholders with respect to the gain. In addition, gain to which FIRPTA does not apply will be taxable to a non-U.S. shareholder if the non-U.S. shareholder is a nonresident alien individual who was present in the United States for 183 days or more during the taxable year and has a "tax home" in the United States, or maintains an office or a fixed place of business in the United States to which the gain is attributable. In this case, a 30% tax will apply to the nonresident alien individual's capital gains. A similar rule will apply to capital gain dividends to which this statute does not apply.

If Vornado does not qualify as a domestically controlled REIT, the tax consequences to a non-U.S. shareholder of a sale of shares depends upon whether such stock is regularly traded on an established securities market and the amount of such stock that is held by the non-U.S. shareholder. Specifically, effective for dispositions on or after December 31, 2015, a non-U.S. shareholder that holds a class of shares that is traded on an established securities market will only be subject to FIRPTA in respect of a sale of such shares if the shareholder owned more than 10% of the shares of such class at any time during a specified period (5% of the shares if disposed before December 31, 2015). A non-U.S. shareholder that holds a class of Vornado's shares that is not traded on an established securities market will only be subject to FIRPTA in respect of a sale of such shares if on the date the stock was acquired by the shareholder it had a fair market value greater than the fair market value on that date of 5% of the regularly traded class of Vornado's outstanding shares with the lowest fair market value. If a non-U.S. shareholder holds a class of Vornado's shares that is not regularly traded on an established securities market, and subsequently acquires additional interests of the same class, then all such interests must be aggregated and valued as of the date of the subsequent acquisition for purposes of the 5% test that is described in the preceding sentence. If tax under FIRPTA applies to the gain on the sale of shares, the same treatment would apply to the non-U.S. shareholder as to U.S. shareholders with respect to the gain, subject to any applicable alternative minimum tax in the case of nonresident alien individuals. For purposes of determining the amount of shares owned by a shareholder, complex constructive ownership rules apply. You should consult your tax advisors regarding such rules in order to determine your ownership in the relevant period.

**Qualified Shareholders and Qualified Foreign Pension Funds.** Effective December 18, 2015, stock of a REIT will not be treated as a United States Real Property Interest ("USRPI") subject to FIRPTA if the stock is held directly (or indirectly through one or more partnerships) by a "qualified shareholder", as defined below, or "qualified foreign pension fund", as defined below. Similarly, any distribution made to a "qualified shareholder" or "qualified foreign pension fund" with respect to REIT stock will not be treated as gain from the sale or exchange of a USRPI to the extent the stock of the REIT held by such qualified shareholder or qualified foreign pension fund is not treated as a USRPI.

**Qualified Shareholders.** A "qualified shareholder" generally means a foreign person which (i) (x) is eligible for certain income tax treaty benefits and the principal class of interests of which is listed and regularly traded on at least one recognized stock exchange or (y) a foreign limited partnership that has an agreement with the United States for the exchange of information with respect to taxes, has a class of limited partnership units which is regularly traded on the NYSE or the Nasdaq Stock Market, and such units' value is greater than 50% of the value of all the partnership's units; (ii) is a "qualified collective investment vehicle;" and (iii) maintains certain records with respect to certain of its owners. A "qualified collective investment vehicle" is a foreign person which (i) is entitled, under a comprehensive income tax treaty, to certain reduced withholding rates with respect to ordinary dividends paid by a REIT even if such person holds more than 10% of the stock of the REIT; (ii) (x) is a publicly traded partnership that is not treated as a corporation, (y) is a withholding foreign partnership for purposes of chapters 3, 4 and 61 of the Code, and (z) if the foreign partnership were a United States corporation, it would be a U.S. real property holding corporation, at any time during the 5-year period ending on the date of disposition of, or distribution with respect to, such partnership's interest in a REIT; or (iii) is designated as a qualified collective investment vehicle by the Secretary of the Treasury and is either fiscally transparent within the meaning of Section 894 of the Code or is required to include dividends in its gross income, but is entitled to a deduction for distribution to a person holding interests (other than interests solely as a creditor) in such foreign person.

Notwithstanding the foregoing, if a foreign investor in a qualified shareholder directly or indirectly, whether or not by reason of such investor's ownership interest in the qualified shareholder, holds more than 10% of the stock of the REIT, then a portion of the REIT stock held by the qualified shareholder (based on the foreign investor's percentage ownership of the qualified shareholder) will be treated as a USRPI in the hands of the qualified shareholder and will be subject to FIRPTA.

**Qualified Foreign Pension Funds.** A "qualified foreign pension fund" is any trust, corporation, or other organization or arrangement (A) which is created or organized under the law of a country other than the United States, (B) which is established to provide retirement or pension benefits to participants or beneficiaries that are current or former employees (or persons

designated by such employees) of one or more employers in consideration for services rendered, (C) which does not have a single participant or beneficiary with a right to more than 5% of its assets or income, (D) which is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which it is established or operates, and (E) with respect to which, under the laws of the country in which it is established or operates, (i) contributions to such organization or arrangement that would otherwise be subject to tax under such laws are deductible or excluded from the gross income of such entity or taxed at a reduced rate, or (ii) taxation of any investment income of such organization or arrangement is deferred or such income is taxed at a reduced rate.

**Medicare Tax.** A United States holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, is subject to a 3.8% tax on the lesser of (1) the United States holder's "net investment income" (or "undistributed net investment income" in the case of an estate or trust) for the relevant taxable year and (2) the excess of the United States holder's modified adjusted gross income for the taxable year over a certain threshold. A holder's net investment income generally includes its dividend income and its net gains from the disposition of shares, unless such dividends or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). If you are a United States holder that is an individual, estate or trust, you are urged to consult your tax advisors regarding the applicability of the Medicare tax to your income and gains in respect of your investment in Vornado's shares.

#### **Withholdable Payments to Foreign Financial Entities and Other Foreign Entities**

Pursuant to sections 1471 through 1474 of the Code, commonly known as the Foreign Account Tax Compliance Act ("FATCA"), a 30% withholding tax ("FATCA withholding") may be imposed on certain payments to you or to certain foreign financial institutions, investment funds and other non-U.S. persons receiving payments on your behalf if you or such persons fail to comply with information reporting requirements. Such payments will include U.S.-source dividends and the gross proceeds from the sale or other disposition of stock that can produce U.S.-source dividends. Payments of dividends that you receive in respect of the shares could be affected by this withholding if you are subject to the FATCA information reporting requirements and fail to comply with them or if you hold shares through a non-U.S. person (e.g. a foreign bank or broker) that fails to comply with these requirements (even if payments to you would not otherwise have been subject to FATCA withholding). While, beginning on January 1, 2019, withholding under FATCA would have applied also to payments of gross proceeds from a sale or other disposition of shares, recently proposed Treasury Regulations eliminate FATCA withholding on payments of gross proceeds entirely. You should consult your own tax advisors regarding the relevant U.S. law and other official guidance on FATCA withholding.

#### **Federal Estate Taxes**

Common shares held by a non-U.S. shareholder at the time of death will be included in the shareholder's gross estate for U.S. Federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

#### **Backup Withholding and Information Reporting**

In general, if you are a non-corporate U.S. shareholder, we and other payors are required to report to the United States IRS all dividend payments, or other taxable distributions, made on your Common Shares. In addition, we and other payors are required to report to the United States IRS any payment of the proceeds of the sale, repurchase or redemption of your Common Shares before maturity within the United States. Additionally, backup withholding will apply to any payments if you fail to provide an accurate taxpayer identification number, or (in the case of dividends) you are notified by the United States IRS that you have failed to report all interest and dividends required to be shown on your federal income tax returns.

In general, if you are a non-U.S. shareholder, we and other payors are required to report payments of dividends on your Common Shares on IRS Form 1042-S. Payments of dividends or other taxable distributions made by us and other payors to you would otherwise not be subject to information reporting and backup withholding, provided that the certification requirements described above under "— Non-U.S. Shareholders" are satisfied or you otherwise establish an exemption. In addition, payment of the proceeds from the sale of Common Shares effected at a United States office of a broker will not be subject to backup withholding and information reporting if (i) the payor or broker does not have actual knowledge or reason to know that you are a United States person and (ii) you have furnished to the payor or broker an appropriate IRS Form W-8, an acceptable substitute form or other documentation upon which it may rely to treat the payment as made to a non-United States person.



## [Table of contents](#)

In general, payment of the proceeds from the sale of Common Shares effected at a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, a sale effected at a foreign office of a broker could be subject to information reporting in the same manner as a sale within the United States (and in certain cases may be subject to backup withholding as well) if (i) the broker has certain connections to the United States, (ii) the proceeds or confirmation are sent to the United States or (iii) the sale has certain other specified connections with the United States. In addition, certain foreign brokers may be required to report the amount of gross proceeds from the sale or other disposition of Common Shares under FATCA if you are, or are presumed to be, a United States person. You generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed your income tax liability by filing a refund claim with the IRS.

### **Other Tax Consequences**

State or local taxation may apply to Vornado and its shareholders in various state or local jurisdictions, including those in which it or they transact business or reside. The state and local tax treatment of Vornado and its shareholders may not conform to the Federal income tax consequences discussed above. Consequently, prospective shareholders should consult their own tax advisors regarding the effect of state and local tax laws on an investment in Vornado.

### **Considerations Relating to the Plan**

The following is a summary of certain Federal income tax considerations regarding the Plan. This discussion does not purport to deal with all aspects of taxation that may be relevant to you in light of your personal circumstances. If you wish to participate in the Plan, you should consult your tax advisor regarding the specific tax consequences (including the Federal, state, local and foreign tax consequences) that may affect you if you participate in the Plan, and of potential changes in applicable tax laws.

#### ***Tax Consequences of Distribution Reinvestment***

The reinvestment of dividends under the Plan does not relieve a participant of any income tax which may be payable on such dividends. When dividends are reinvested to acquire Common Shares (including any fractional shares) directly from Vornado, the participant will generally be treated for Federal income tax purposes as having received a distribution equal to the fair market value, as of the distribution date, of the Common Shares purchased by the Agent under the Plan with those dividends. Accordingly, any discount which might be provided by Vornado in the future would be included as part of the distribution received. When dividends are used to acquire Common Shares purchased in open market transactions or in negotiated transactions with third parties, the participant will generally be treated as having received a taxable dividend equal to the amount of cash dividends used to make those purchases, plus the amount of any brokerage fees paid by Vornado in connection with those purchases. See "Taxation of Holders of Common Shares," above, regarding the consequences to holders of receiving distributions with respect to the Common Shares.

A participant's tax basis in his or her Common Shares acquired under the Plan will generally equal the total amount of distributions a participant is treated as receiving (as described above). A participant's holding period in his or her Common Shares generally begins on the day following the date on which the Common Shares are credited to the participant's Plan account.

There is no clear legal authority regarding the income tax treatment of a Limited Partner in the Operating Partnership who invests cash distributions from the Operating Partnership in shares of common stock of another entity (such as Vornado Realty Trust) that is a partner in the Operating Partnership. The treatment described above may vary in the case of Limited Partners whose Operating Partnership distributions are being reinvested.

#### ***Administrative Expenses***

While the matter is not free from doubt, Vornado intends to take the position that administrative expenses of the Plan paid by Vornado are not constructive distributions to participants.

***Tax Consequences of Dispositions***

A participant may recognize a gain or loss upon any disposition of Common Shares credited to a Plan account. The amount of any such gain or loss will be the difference between the amount realized (generally the amount of cash received) for the whole or fractional Common Shares and the tax basis of those Common Shares. Generally, gain or loss recognized on the disposition of Common Shares acquired under the Plan will be treated for Federal income tax purposes as a capital gain or loss. For details on the treatment of disposition of shares, see “Taxation of Holders of Common Shares,” above.

***Withholding***

If a participant is subject to withholding on distributions, the amount of tax to be withheld will be deducted from the amount of the distributions and only the reduced amount will be reinvested in Common Shares. For details on backup withholding with respect to the Common Shares, see “U.S. Shareholders—Backup Withholding” and “Non-U.S. Shareholders—Backup Withholding and Information Reporting,” above. For details of other types of withholding relevant to non-U.S. shareholders, see “Non-U.S. Shareholders,” above.

## **PLAN OF DISTRIBUTION**

Subject to the discussion below, newly issued Common Shares sold under the Plan are distributed directly by Vornado Realty Trust rather than through an underwriter, broker or dealer. There are no brokerage commissions or other fees charged to participants in the Plan in connection with their purchases of such newly issued Common Shares under the Plan. To the extent Common Shares are purchased in the open market by the Agent, brokerage commissions or mark-ups, and any other fees or expenses charged by the broker-dealer or broker-dealers involved, will be paid by us.

We may sell shares of our Common Shares through the Plan to persons who, in connection with the resale of such Common Shares, may be considered underwriters. In connection with these types of transactions, compliance with Regulation M under the Exchange Act would be required. We will not give any person any rights or privileges other than those that the person would be entitled to as a participant under the Plan. We will not enter into any agreement with any person regarding the person's purchase, resale or distribution of shares.

Subject to the availability of our Common Shares registered for issuance under the Plan, there is currently no total maximum number of Common Shares that can be issued pursuant to the reinvestment of dividends.

## **EXPERTS**

The consolidated financial statements, and the related financial statement schedules, incorporated in this Prospectus by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2020, and the effectiveness of the Company's internal control over financial reporting, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such financial statements and financial statement schedules have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

With respect to the unaudited interim financial information for the periods ended March 31, 2021 and June 30, 2021 which is incorporated herein by reference, Deloitte & Touche LLP, an independent registered public accounting firm, have applied limited procedures in accordance with the standards of the Public Company Accounting Oversight Board (United States) for a review of such information. However, as stated in their reports included in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2021 and June 30, 2021 and incorporated by reference herein, they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied. Deloitte & Touche LLP are not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their reports on the unaudited interim financial information because those reports are not "reports" or a "part" of the Registration Statement prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Act.

## **VALIDITY OF THE COMMON SHARES**

The validity of the Common Shares issued hereunder will be passed upon for Vornado Realty Trust by Venable LLP, Baltimore, Maryland, Maryland counsel to Vornado Realty Trust.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 14. *Other Expenses of Issuance and Distribution.*

The following is a statement of expenses (all of which are estimated) in connection with the issuance and distribution of the securities being registered:

|  |    |                   |
|--|----|-------------------|
| SEC registration fee                                     | \$ | 958.99            |
| Printing and engraving expenses                          |    | —                 |
| Legal fees and disbursements                             |    | 75,000.00         |
| Accounting fees and disbursements                        |    | 20,000.00         |
| Transfer Agent's and Depository's fees and disbursements |    | 1,500.00          |
| Blue Sky fees and expenses                               |    | —                 |
| Miscellaneous (including listing fees)                   |    | 10,000.00         |
| Total  | \$ | <u>107,458.99</u> |

#### Item 15. *Indemnification of Trustees and Officers.*

Maryland law permits a Maryland real estate investment trust to include in its declaration of trust a provision limiting the liability of its trustees and officers to the trust and its shareholders for money damages except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty that is established by a final judgment and which is material to the cause of action. Vornado Realty Trust's Declaration of Trust includes such a provision eliminating such liability to the maximum extent permitted by Maryland Law.

Vornado Realty Trust's Declaration of Trust authorizes it, to the extent provided in the Bylaws, to indemnify, and to pay or reimburse reasonable expenses to, as such expenses are incurred by, each trustee, officer, employee or agent (including any person who, while a trustee of Vornado Realty Trust, is or was serving at the request of Vornado Realty Trust as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) from all claims and liabilities to which such person may become subject by reason of his being or having been a trustee, officer, employee or agent.

Vornado Realty Trust's Bylaws require it to indemnify (a) any trustee or officer or any former trustee or officer (including and without limitation, any individual who, while a trustee or officer and at the request of Vornado Realty Trust, serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee of such corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) who has been successful, on the merits or otherwise, in the defense of a proceeding to which he was made a party by reason of such status, against reasonable expenses incurred by him in connection with the proceeding and (b) any present or former trustee or officer against any claim or liability to which he may become subject by reason of such status unless it is established that (i) his act or omission was material to the cause of action giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, (ii) he actually received an improper personal benefit in money, property or services or (iii) in the case of a criminal proceeding, he had reasonable cause to believe that his act or omission was unlawful. In addition, Vornado Realty Trust's Bylaws require it to pay or reimburse, in advance of final disposition of a proceeding, reasonable expenses incurred by a present or former trustee or officer made a party to a proceeding by reason of such status upon Vornado Realty Trust's receipt of (i) a written affirmation by the trustee or officer of his good faith belief that he has met the applicable standard of conduct necessary for indemnification by Vornado Realty Trust and (ii) a written undertaking by him or on his behalf to repay the amount paid or reimbursed by Vornado Realty Trust if it shall ultimately be determined that the applicable standard of conduct was not met. Vornado Realty Trust's Bylaws also (i) permit Vornado Realty Trust to provide indemnification and payment or reimbursement of expenses to a present or former trustee or officer who served a predecessor of Vornado Realty Trust in such capacity and to any employee or agent of Vornado Realty Trust or a predecessor of Vornado Realty Trust, (ii) provide that any indemnification or payment or reimbursement of the expenses permitted by the Bylaws shall be furnished in accordance with the procedures provided for indemnification or payment or reimbursement of expenses, as the case may be, under Section 2-418 of the Maryland General Corporation Law (the "MGCL") for directors of Maryland corporations and (iii) permit Vornado Realty Trust to provide such other and further indemnification

or payment or reimbursement of expenses as may be permitted by the MGCL, as in effect from time to time, for directors of Maryland corporations.

The Maryland REIT Law permits a Maryland real estate investment trust to indemnify and advance expenses to its trustees, officers, employees and agents to the same extent as permitted by the MGCL for directors and officers of Maryland corporations. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or threatened to be made a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under the MGCL, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, the MGCL permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or on his behalf to repay the amount paid or reimbursed by the corporation if it shall ultimately be determined that the standard of conduct was not met.

The Second Amended and Restated Agreement of Limited Partnership, dated as of October 20, 1997, as amended (the "Partnership Agreement"), of Vornado Realty L.P. provides, generally, for the indemnification of an "Indemnatee" against losses, claims, damages, liabilities, expenses (including, without limitation, attorneys' fees and other legal fees and expenses), judgments, fines, settlements and other amounts that relate to the operations of Vornado Realty L.P. unless it is established that (i) the act or omission of the Indemnatee was material and either was committed in bad faith or pursuant to active and deliberate dishonesty, (ii) the Indemnatee actually received an improper personal benefit in money, property or services or (iii) in the case of any criminal proceeding, the Indemnatee had reasonable cause to believe that the act or omission was unlawful. For this purpose, the term "Indemnatee" includes (i) any person made a party to a proceeding by reason of its status as (A) the general partner of Vornado Realty L.P., (B) a limited partner of Vornado Realty L.P. or (C) an officer of Vornado Realty L.P. or a trustee, officer or shareholder of Vornado Realty Trust and (ii) such other persons (including affiliates of Vornado Realty Trust or Vornado Realty L.P.) as Vornado Realty Trust may designate from time to time in its discretion. Any such indemnification will be made only out of assets of Vornado Realty L.P., and in no event may an Indemnatee subject the limited partners of Vornado Realty L.P. to personal liability by reason of the indemnification provisions in the Partnership Agreement.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to officers, trustees or controlling persons of the registrant pursuant to the foregoing provisions or otherwise, Vornado Realty Trust has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy and, therefore, unenforceable. In addition, indemnification may be limited by state securities laws. Vornado Realty Trust has purchased liability insurance for the purpose of providing a source of funds to pay the indemnification described above.

**Item 16. Exhibits.**

See the Exhibit Index which is incorporated herein by reference.

**Item 17. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer to sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 3rd day of August, 2021.

VORNADO REALTY TRUST,  
a Maryland real estate investment trust

By: /s/ Matthew Iocco

\_\_\_\_\_

Matthew Iocco

Chief Accounting Officer



## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Steven Roth, Michael J. Franco, Thomas Sanelli and Steven J. Borenstein, and each of them (so long as each such individual is an employee of Vornado Realty Trust or an affiliate of Vornado Realty Trust), his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

|     | <b>Signature</b>  | <b>Title</b>  | <b>Date</b>    |
|-----|---|---|----------------|
| By: | <u>/s/ STEVEN ROTH</u><br>(Steven Roth)                     | Chairman of the Board of Trustees and<br>Chief Executive Officer<br>(Principal Executive Officer) | August 3, 2021 |
| By: | <u>/s/ MICHAEL J. FRANCO</u><br>(Michael J. Franco)         | President and Chief Financial Officer<br>(Principal Financial Officer)                            | August 3, 2021 |
| By: | <u>/s/ MATTHEW IOCCO</u><br>(Matthew Iocco)                 | Chief Accounting Officer<br>(Principal Accounting Officer)  | August 3, 2021 |
| By: | <u>/s/ CANDACE K. BEINECKE</u><br>(Candace K. Beinecke)     | Trustee   | August 3, 2021 |
| By: | <u>/s/ MICHAEL D. FASCITELLI</u><br>(Michael D. Fascitelli) | Trustee   | August 3, 2021 |
| By: | <u>/s/ BEATRICE HAMZA BASSEY</u><br>(Beatrice Hamza Bassey) | Trustee   | August 3, 2021 |
| By: | <u>/s/ WILLIAM W. HELMAN IV</u><br>(William W. Helman IV)   | Trustee   | August 3, 2021 |
| By: | <u>/s/ DAVID MANDELBAUM</u><br>(David Mandelbaum)           | Trustee   | August 3, 2021 |
| By: | <u>/s/ MANDAKINI PURI</u><br>(Mandakini Puri)               | Trustee   | August 3, 2021 |
| By: | <u>/s/ DANIEL R. TISCH</u><br>(Daniel R. Tisch)             | Trustee   | August 3, 2021 |
| By: | <u>/s/ RICHARD R. WEST</u><br>(Richard R. West)             | Trustee   | August 3, 2021 |
| By: | <u>/s/ RUSSELL B. WIGHT, JR.</u><br>(Russell B. Wight, Jr.) | Trustee   | August 3, 2021 |

## EXHIBIT INDEX

### Exhibit No.

|                      |  |   |
|----------------------|--|---|
| <a href="#">3.1</a>  | 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.               |   |
| <a href="#">3.2</a>  | Articles of Amendment to Declaration of Trust, dated September 30, 2016 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-11954), filed on February 16, 2021.   |   |
| <a href="#">3.3</a>  | Articles of Amendment of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on October 4, 2016 - Incorporated by reference to Annex B to Vornado Realty Trust's Definitive Proxy Statement on Schedule 14A (File No. 001-11954), filed on April 8, 2016.   |   |
| <a href="#">3.4</a>  | 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 (File No. 001-11954), filed on July 30, 2018.   |   |
| <a href="#">3.5</a>  | 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 (File No. 001-11954), filed on August 8, 2019  |   |
| <a href="#">3.6</a>  | Articles Supplementary, 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 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on July 18, 2012.                               |   |
| <a href="#">3.7</a>  | Articles Supplementary, 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 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on January 28, 2013.                            |   |
| <a href="#">3.8</a>  | Articles Supplementary, 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 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on December 13, 2017.                           |   |
| <a href="#">3.9</a>  | 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 Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 24, 2020. |   |
| <a href="#">3.10</a> | Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 15, 2017 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K dated March 15, 2017 (File No. 001-11954), filed on March 17, 2017.  |   |
| <a href="#">4.1</a>  | Specimen certificate representing 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.   |   |
| <a href="#">5.1</a>  | Opinion of Venable LLP.  | * |
| <a href="#">8.1</a>  | Tax opinion of Sullivan & Cromwell LLP.  | * |
| <a href="#">8.2</a>  | Tax opinion of Shearman & Sterling LLP.  | * |
| <a href="#">15.1</a> | Letter regarding Unaudited Interim Financial Information of Vornado Realty Trust   | * |
| <a href="#">23.1</a> | Consent of Deloitte & Touche LLP.  | * |
| 23.2                 | Consent of Venable LLP (included in its opinion filed as Exhibit <a href="#">5.1</a> ).  |   |

- 23.3 Consent of Sullivan & Cromwell LLP (included in its opinion filed as Exhibit [8.1](#)).
- 23.4 Consent of Shearman & Sterling LLP (included in its opinion filed as Exhibit [8.2](#)).
- [24.1](#) Powers of Attorney (included on signature page).

---

\* Filed herewith.

August 3, 2021

Vornado Realty Trust  
888 Seventh Avenue  
New York, New York 10019

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have served as Maryland counsel to Vornado Realty Trust, a Maryland real estate investment trust (the "Company"), in connection with certain matters of Maryland law arising out of the registration of 200,000 common shares (the "Shares") of beneficial interest, \$0.04 par value per share, of the Company (the "Common Shares") issuable under the Amended and Restated Dividend Reinvestment Plan of the Company (the "Plan"). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"), on or about the date hereof.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. The Registration Statement and the related form of prospectus included therein;
2. The Declaration of Trust of the Company (the "Declaration of Trust"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company (the "Bylaws"), certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions (the "Resolutions") adopted by the Board of Trustees of the Company, relating to the approval of the Plan and issuance and registration of the Shares, certified as of the date hereof by an officer of the Company;
6. The Plan, certified as of the date hereof by an officer of the Company;

7. A certificate executed by an officer of the Company, dated as of the date hereof; and

8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Upon the issuance of any of the Shares, the total number of Common Shares issued and outstanding will not exceed the total number of Common Shares that the Company is then authorized to issue under the Declaration of Trust.

6. The Shares will not be issued or transferred in violation of any restriction or limitation contained in Article VI of the Declaration of Trust or in the Plan.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

Vornado Realty Trust  
August 3, 2021  
Page 3

1. The Company is a real estate investment trust duly formed and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued in accordance with the Registration Statement, the Resolutions and the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning federal law or the laws of any other state. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers or the laws, codes or regulations of any municipality or other local jurisdiction. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ VENABLE LLP

**SULLIVAN & CROMWELL LLP**

TELEPHONE: 1-212-558-4000  
FACSIMILE: 1-212-558-3588  
WWW.SULLCROM.COM

**125 Broad Street**  
**New York, New York 10004-2498**

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.  
BRUSSELS • FRANKFURT • LONDON • PARIS  
BEIJING • HONG KONG • TOKYO  
MELBOURNE • SYDNEY

August 3, 2021

Vornado Realty Trust,  
888 Seventh Avenue,  
New York, New York 10019.

Dear Sirs:

We have acted as your counsel in connection with the filing of the registration statement on Form S-3, filed on or about August 3, 2021 (the “Registration Statement”), of Vornado Realty Trust (“Vornado”) and Vornado Realty L.P.

In rendering this opinion, we have reviewed such documents as we have considered necessary or appropriate. In addition, in rendering this opinion, we have relied (i) without independent investigation, as to certain factual matters upon the statements and representations contained in a certificate provided to us by Vornado, dated August 3, 2021 (the “Vornado Certificate”), (ii) without independent investigation, as to certain factual matters upon the statements and representations contained in certificates provided to us by each of Two Penn Plaza REIT, Inc., SO Hudson Westside I Corp., VCP One Park Parallel REIT LLC, 280 Park REIT LLC, Going Away LLC, 6M REIT LLC, Shenandoah Parent LLC, Skyline Parent LLC, 7 West 34th Street Sub LLC, 640 Fifth Avenue Holdings LLC, 655 Fifth Avenue Holdings LLC, 666 Fifth Avenue Retail Holdings LLC, 689 Fifth Avenue Holdings LLC, 697 Fifth/2 East 55th Street TIC A

Owner LLC, 1535/1540 Broadway Holdings LLC, and Manhattan High Street REIT Holdings LLC (each, a “REIT Subsidiary”), each dated August 3, 2021 (each such certificate, a “REIT Subsidiary Certificate”), (iii) without independent investigation, as to certain factual matters upon the statements and representations contained in certificates provided to us by and from Americold Realty Trust, dated March 28, 2008 (collectively with the Vornado Certificate and the REIT Subsidiary Certificates, the “Certificates”), (iv) without independent investigation, upon the opinion of Shearman & Sterling LLP, dated August 3, 2021, concerning the qualification of Alexander’s as a real estate investment trust (a “REIT”) for federal income tax purposes for each taxable year commencing with its taxable year ending December 31, 1995 (the “Shearman & Sterling Opinion”), and (v) without independent investigation, upon the opinion of Paul Hastings LLP, dated October 23, 2013, concerning the qualification of Lexington Realty Trust as a REIT for federal income tax purposes for each taxable year commencing with its taxable year ended December 31, 1993 and ending with its taxable year ended December 31, 2012 (the “Paul Hastings Opinion”).

In rendering this opinion, we have also assumed, with your approval, that (i) the statements and representations made in the Certificates are true and correct, (ii) any statements or representations made in the Certificates qualified by knowledge, belief or any similar qualification are true and correct as if made without such or similar qualification, (iii) the Certificates have been executed by appropriate and authorized officers of Vornado, the REIT Subsidiaries, and Americold Realty Trust, (iv) the



assumptions and conditions underlying the Shearman & Sterling Opinion are true and correct, and (v) the assumptions and conditions underlying the Paul Hastings Opinion are true and correct.

Based on the foregoing and in reliance thereon and subject thereto and on an analysis of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations thereunder, judicial authority and current administrative rulings and such other laws and facts as we have deemed relevant and necessary, we hereby confirm our opinion that, commencing with Vornado's taxable year ending December 31, 1993, which was the first taxable year with respect to which Vornado made an election pursuant to Section 856(c)(1) of the Code to be taxed as a REIT, Vornado has been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code, its actual method of operation has enabled Vornado to meet, through the date of this opinion, and its proposed method of operation will enable Vornado to continue to meet, the requirements for qualification and taxation as a REIT under the Code for subsequent taxable years. This opinion represents our legal judgment, but it has no binding effect or official status of any kind, and no assurance can be given that contrary positions may not be taken by the Internal Revenue Service or a court.

Vornado's qualification as a REIT will depend upon (i) the continuing satisfaction by Vornado and, given Vornado's current ownership interests in the REIT Subsidiaries, by each REIT Subsidiary, and (ii) the satisfaction by Lexington Realty Trust of the requirements of the Code relating to qualification for REIT status for relevant

periods, which requirements include those that are dependent upon actual operating results, distribution levels, diversity of stock ownership, asset composition, source of income and record keeping. We have not monitored and do not undertake to monitor whether any of Vornado, the REIT Subsidiaries, Americold Realty Trust or Lexington Realty Trust actually has satisfied or will satisfy the various REIT qualification tests.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading “Federal Income Tax Considerations” in the Prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ Sullivan & Cromwell LLP

SHEARMAN & STERLING LLP

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069  
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

August 3, 2021

Vornado Realty Trust  
888 Seventh Avenue  
New York, NY 10019

Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004

Alexander's REIT Election

Dear Sirs:

In connection with the filing of the Registration Statement on Form S-3, dated on or about August 3, 2021, of Vornado Realty Trust (“Vornado”) and Vornado Realty L.P., you have requested our opinion with regard to the election by Alexander’s, Inc. (“Alexander’s”) to be treated for Federal income tax purposes as a real estate investment trust (a “REIT”), within the meaning of section 856(a) of the Internal Revenue Code of 1986, as amended (the “Code”). We understand that Alexander’s has elected to be treated as a REIT initially for its taxable year ended December 31, 1995, and intends to continue to be so treated for subsequent taxable years.

In rendering this opinion, we have relied as to certain factual matters upon the statements and representations contained in the certificate provided to us by Alexander’s (the “Alexander’s Certificate”) dated as of the date hereof. We have assumed that the statements made in the Alexander’s Certificate are true and correct and that the Alexander’s Certificate has been executed by appropriate and authorized officers of Alexander’s.

In rendering this opinion, with your permission we also have made the following assumptions, which are based on factual representations made by Alexander’s and certified to us:

- (a) Alexander’s has made a valid election to be taxed as a REIT for its taxable year ended December 31, 1995, which election has not been, and will not be, revoked or terminated.
- (b) Since January 1, 1995, the outstanding shares of Alexander’s have been held by at least 100 or more persons, and such shares will continue to be held by 100 or more persons.

ABU DHABI | BEIJING | BRUSSELS | FRANKFURT | HONG KONG | LONDON | MENLO PARK | MILAN | NEW YORK  
PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.

(c) Not more than 50 percent in value of the outstanding shares of Alexander's have been or will be owned directly or indirectly, actually or constructively (within the meaning of section 542(a)(2) of the Code, as modified by section 856(h) of the Code), by five or fewer individuals (or entities treated as individuals for purposes of section 856(h) of the Code) during the second half of every taxable year following the taxable year ended December 31, 1995.

(d) Alexander's and its subsidiaries (the "Company") will not receive or accrue (and since January 1, 1995, has not received or accrued) any amount that would constitute "rents from real property" (within the meaning of section 856(d)(1) of the Code without regard to section 856(d)(2)(B) of the Code) from (i) any corporation in which it owns (or since July 1, 1994, has owned) (a) 10 percent or more of the total combined voting power of all shares of stock entitled to vote, (b) 10 percent or more of the total number of shares of all classes of stock of such corporation or (c) 10 percent or more of the total value of shares of all classes of stock, or (ii) any unincorporated entity in which it owns (or since July 1, 1994, has owned) an interest of 10 percent or more in the assets or net profits of such person, in each case, except for such rents that do not materially adversely affect Alexander's ability to satisfy the relevant REIT income tests set forth in Section 856(c)(2) and Section 856(c)(3) of the Code. For purposes of this assumption, ownership is determined in accordance with section 856(d)(5) of the Code.

(e) Alexander's has requested and maintained, and will continue to request and maintain, records concerning ownership of its outstanding shares in accordance with section 857(f)(1) of the Code and Treasury Regulations promulgated thereunder and predecessor requirements.

(f) Alexander's has made and will make distributions to its stockholders sufficient to meet the distribution requirements of section 857(a)(1) of the Code for the taxable year for which the REIT election was made and every subsequent taxable year.

(g) For its taxable year ended December 31, 1995, Alexander's had a deficit in earnings and profits (as defined in the Code) in excess of its accumulated earnings and profits (if any) as of the close of its taxable year ended December 31, 1994.

Based on the foregoing and in reliance thereon and subject thereto and on an analysis of the Code, Treasury Regulations thereunder, judicial authority and current administrative rulings and such other laws and facts as we have deemed relevant and necessary, we are of the opinion that commencing with its taxable year ended December 31, 1995, Alexander's has been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and its proposed method of operation will enable it to continue to meet the requirements for qualification and taxation as a REIT under the Code.

Qualification of Alexander's as a REIT will depend upon the satisfaction by the Company through actual operating results, distribution levels, diversity of stock ownership and otherwise, of the applicable asset composition, source of income, shareholder diversification,

distribution, recordkeeping and other requirements of the Code necessary for a corporation to qualify as a REIT. No assurance can be given that the actual results of the Company's operations for any one taxable year will satisfy all such requirements. We do not undertake to monitor whether the Company actually has satisfied or actually will satisfy the various qualification tests, and we express no opinion whether the Company actually has satisfied or actually will satisfy these various qualification tests.

This opinion is based on current Federal income tax law, and we do not undertake to advise you as to future changes in Federal income tax law that may affect this opinion unless we are specifically engaged to do so. This opinion relates solely to Federal income tax law, and we do not undertake to render any opinion as to the taxation of the Company under any state or local corporate franchise or income tax law.

We hereby consent to the use of our name and the reference to this opinion letter in the opinion letter given by Sullivan & Cromwell LLP in connection with the filing of the Form S-3. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Shearman & Sterling LLP

August 3, 2021

The Board of Trustees and Shareholders of Vornado Realty Trust  
New York, New York

We are aware that our reports dated May 3, 2021 and August 2, 2021, on our review of interim financial information of Vornado Realty Trust and subsidiaries appearing in Vornado Realty Trust's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2021 and June 30, 2021, respectively, are incorporated by reference in this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated February 16, 2021, relating to the consolidated financial statements and financial statement schedules of Vornado Realty Trust and the effectiveness of Vornado Realty Trust's internal control over financial reporting appearing in the Annual Report on Form 10-K of Vornado Realty Trust for the year ended December 31, 2020. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
August 3, 2021