

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
June 1, 2018

VORNADO REALTY TRUST
(Exact Name of Registrant as Specified in Charter)

Maryland

(State or Other
Jurisdiction of Incorporation)

No. 001-11954

(Commission
File Number)

No. 22-1657560

(IRS Employer
Identification No.)

VORNADO REALTY L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other
Jurisdiction of Incorporation)

No. 001-34482

(Commission
File Number)

No. 13-3925979

(IRS Employer
Identification No.)

888 Seventh Avenue
New York, New York

(Address of Principal Executive offices)

10019

(Zip Code)

Registrant's telephone number, including area code: (212) 894-7000
Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On June 4, 2018, Vornado Realty Trust, the general partner of Vornado Realty L.P., posted an investor presentation to its website at www.vno.com on the “Investor Relations” page. A copy of the investor presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein solely for purposes of this Item 7.01 disclosure.

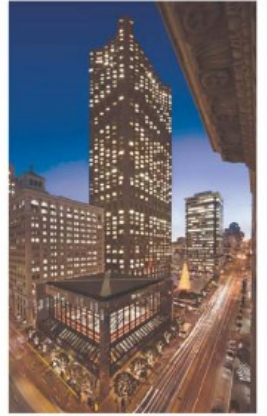
Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Vornado Realty Trust or Vornado Realty L.P. under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being furnished as part of this Current Report on Form 8-K:

[99.1](#) Vornado Realty Trust investor presentation.



VORNADO

REALTY TRUST

JUNE 2018

FORWARD LOOKING STATEMENTS

Certain statements contained in this investor presentation constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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. Consequently, the future results, financial condition and business of Vornado Realty Trust ("Vornado") 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 similar expressions in this presentation. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost, incremental rent, incremental revenue and NOI, yields, value created and cost to complete; and stabilized yields, estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. 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. These factors include, among others: the timing of and costs associated with property improvements, financing commitments, and general competitive factors. For further discussion of factors that could materially affect the outcome of our forward-looking statements and other risks and uncertainties, see "Risk Factors" in Vornado's Annual Report on Form 10-K for the year ended December 31, 2017.

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. 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 this presentation.

Market Data

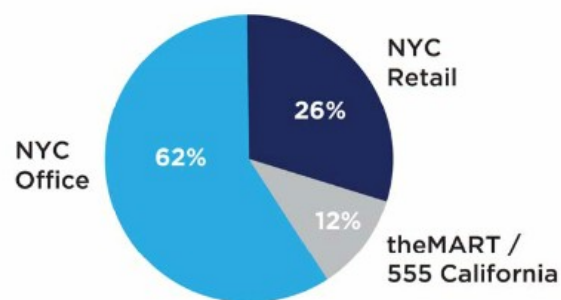
Market data and industry forecasts are used in this presentation, including data obtained from publicly available sources. These sources generally state that the information they provide has been obtained from sources believed to be reliable but the accuracy and completeness of the information are not assured. Vornado has not independently verified any of such information.



Peerless NYC focused real estate company with premier office and street retail assets

- Vornado RemainCo 5 and 10-year same-store NOI growth is the best among blue chip REITs
- Vornado's portfolio consists of 39.5MM SF (30.2MM SF at share)
- New York focused company, with an irreplaceable NYC portfolio generating 88% of the Company's NOI - cash basis
- NYC office includes trophy assets in best submarkets with blue chip tenant roster
 - Well positioned with over 50% of SF in fast growing west side of Manhattan
- NYC street retail is among the scarcest and most valuable real estate in the world
 - Over 50% of NOI - cash basis comes from Upper Fifth Avenue and Times Square (the two premier submarkets), leased for term with high quality tenants
- theMART and 555 California Street — the best assets in Chicago and San Francisco

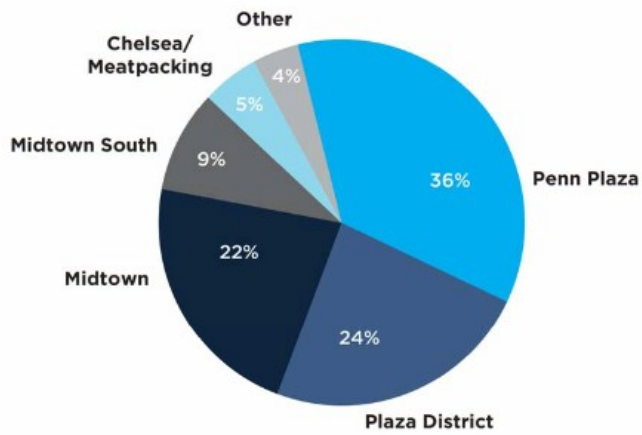
Components of NOI - cash basis⁽¹⁾



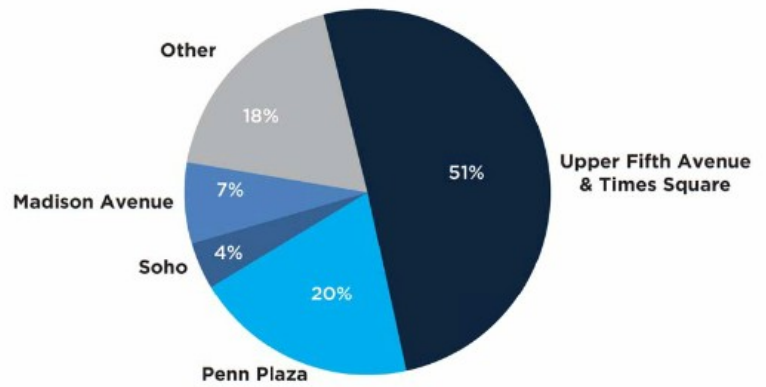
1. For the trailing twelve months ended March 31, 2018 excluding other investments (see page 35 for non-GAAP reconciliation)

NEW YORK OFFICE & STREET RETAIL PORTFOLIOS BY SUBMARKET

NYC Office Submarket by Square Footage
As of 3/31/2018

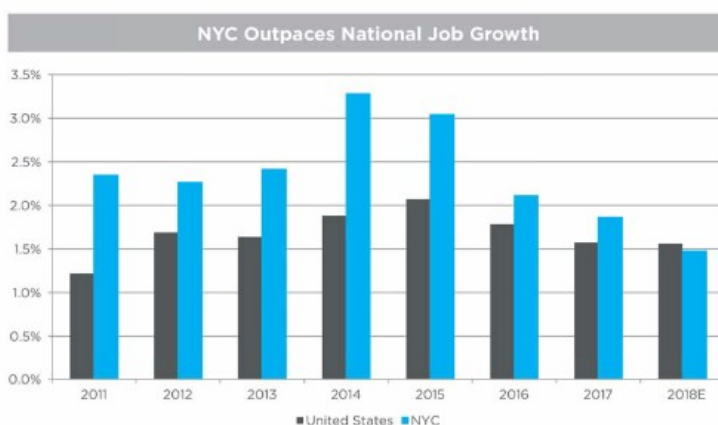


NYC Retail Submarket by NOI - cash basis
for the Trailing Twelve Months Ended 3/31/2018



NYC CONTINUES TO BE A MAGNET FOR TALENT/ NYC JOB GROWTH OUTPACES THE NATION

- New York is the gateway city with the strongest projected population growth
 - Population projected to increase on average 23,700 annually for the next three decades, surpassing 9 million by 2040 (NYC.gov)
- Diversified employment base
 - In 1990, 1 in 2 New York City jobs were in the financial services industry - today the ratio is 1 in 4
 - Today, 1 in 4 office jobs are TAMI, and half of office jobs are in professional business services
 - Second largest tech center outside of Silicon Valley
 - Growing footprint of healthcare systems and emergence of life sciences industry
- Resurgence of financial services sector
- Continuing corporate investment in New York
 - J.P. Morgan Chase building new 2.5 million SF corporate headquarters at 270 Park Avenue
 - Google acquisition of 1.2 million SF Chelsea Market building



Sources: U.S. Bureau of Labor Statistics, NYS Department of Labor, Non-Farm Employment, Seasonally Adjusted

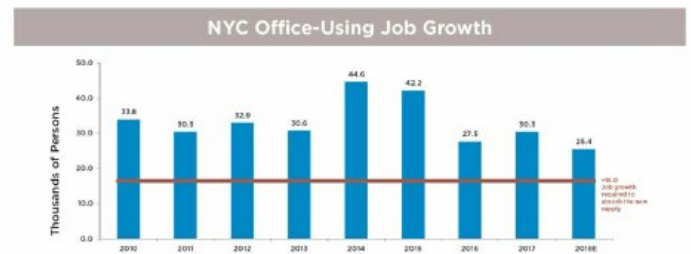
MANHATTAN IS WELL-POSITIONED TO ABSORB UPCOMING OFFICE SUPPLY

- Manhattan has benefited from negligible net new supply over the past 20 years
- New York City office-using jobs have grown at an average of 31,000 per year over the past 8 years
- Average job growth of 16,000 per year will absorb the new supply

	SF in Millions
Under Development (2018-2022)	21.4
Less: Pre-Leased to Date	8.7
Available to be Leased	12.7
Future vacancy in Midtown due to relocations to new construction	7.5
Total Required New Leasing	20.2
Years to Complete	5
Estimated SF Per Person	250
Average Annual Job Growth Required to Absorb	16,000



Source: Cushman & Wakefield



Source: Cushman & Wakefield

CONSISTENT NYC TOURISM GROWTH SUPPORTS RETAIL SALES



Source: NYC +Co

- Trading at a significant discount to NAV
- Only significant way to invest in fast growing West Side of Manhattan
- Growth from creative-class new developments (950,000 SF at share)
 - 61 Ninth Avenue
 - 512 West 22nd Street
 - Farley Office Building
 - 260 Eleventh Avenue
 - 606 Broadway
- Penn Plaza Redevelopment – over 9 million SF existing portfolio with significant NOI upside and value creation
 - 6.7 million SF of office with average in-place rents of \$62 PSF
 - PENN1 Redevelopment to commence 2H18
 - Hotel Pennsylvania (2.8 million rentable SF of development)
 - Other development sites
- Internal growth over time from highly sought-after existing assets
- Fortress balance sheet with substantial cash and available liquidity (-\$4 billion) to take advantage of market opportunities
 - Sale of \$1 billion of non-core assets and sellout of 220 Central Park South luxury condominiums will generate significant additional dry powder
- Attractive common dividend yield of 3.6% - highest among peers

For each \$1 Billion invested at an assumed incremental return of 4% above cash yield

- Earnings increase by \$40MM
- FFO per share increases by \$0.20
- FFO Multiple decreases by 1.0x
- Dividends per share increase by \$0.20

IMPLIED CAP RATE

(Amounts in millions, except square feet and per share amounts)

VNO Share Price (05/31/18)	\$ 69.71
Shares outstanding	204.0
Equity Market Capitalization	\$ 14,221
Plus: Debt and preferred at share ¹	10,578
Other liabilities	722
Gross Market Capitalization	\$ 25,521
Less:	
theMART ²	1,980
555 California Street ²	1,260
New York - Residential ²	629
Hotel Pennsylvania ²	500
Cash, restricted cash and marketable securities	1,568
Incremental value from 220 Central Park South	810
ALX (1,654,000 units at \$387.5/share (at 05/31/18))	641
BMS (TTM NOI of \$25 at a 7.0x multiple)	175
Real estate fund investments (VNO's share at fair value)	95
UE (5,717,000 units at \$21.87/share (at 05/31/18))	125
PEI (6,250,000 units at \$11.01/share (at 05/31/18))	69
Other assets	885
Other construction in progress (at 110% of book value)	144
Total - Other	\$ 8,881
NYC Office and Street Retail Business	\$ 16,640
NYC Office and Street Retail Pro-Forma Cash NOI³	\$ 990
Implied Cap Rate	5.9%

Vornado Share Price by NYC Office and NYC Street Retail Cap Rate

NYC Office	NYC Street Retail			17.61%
	4.00%	4.50%	5.00%	
4.00%	109	105	102	\$69.71
4.50%	100	96	92	
5.00%	93	89	85	

1. Excludes the following: 220 Central Park South debt of \$1,700MM (which includes the delayed-draw term loan outstanding balance of \$750MM), since 220 Central Park South is for-sale property and the debt will self liquidate from the proceeds of executed sales contracts; our share of ALX, UE, and PEI debt as they are represented on an equity basis; our share of 666 Fifth Avenue Office Condominium debt of \$700MM because 666 Fifth Avenue Office Condominium Cash NOI is excluded from Pro-Forma Cash NOI

2. Values as of 12/31/2017

3. Trailing twelve month Pro-Forma Cash NOI as of 3/31/2018 excluding BMS NOI (see page 35 for non-GAAP reconciliation)

FORTRESS BALANCE SHEET⁽¹⁾

(Amounts in millions)

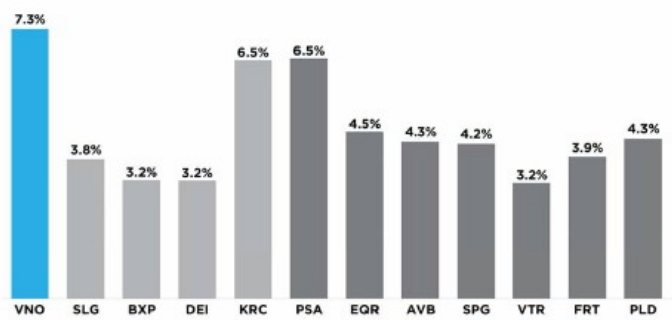
	At 3/31/18
Secured debt	\$ 8,165
Unsecured debt	1,680
Pro rata share of non-consolidated debt (excluding Toys R Us)	3,460
Less: noncontrolling interests' share of consolidated debt	<u>(603)</u>
Total debt	12,702
220 CPS (mortgage + term loan)	(1,700)
666 Fifth Avenue Office debt at share	(700)
Cash, restricted cash and marketable securities	<u>(1,568)</u>
Net Debt	\$ 8,734
EBITDA, as adjusted⁽²⁾	\$ 1,274
Net Debt/EBITDA, as adjusted	6.9x

- Investment grade — Baa2/BBB
- \$2.4 BN in outstanding revolver capacity
- \$1.6 BN in cash
- Weighted average debt maturity — 4.2 years
- -\$11 BN of unencumbered assets

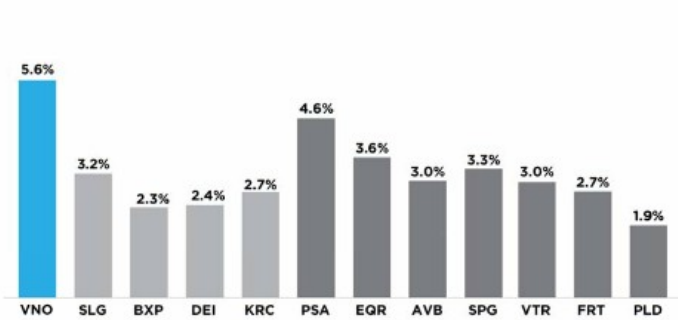
1. Excludes 220 Central Park South, Toys "R" Us and 666 Fifth Avenue
2. See page 36 for non-GAAP reconciliation

Vornado RemainCo has delivered superior same-store NOI - cash basis growth relative to blue chip peers on both a 5-year and 10-year basis

5-Year Same-Store NOI - cash basis CAGR (2012-2017)



10-Year Same-Store NOI - cash basis CAGR (2007-2017)



Source: Green Street Advisors

LEADER IN REPOSITIONING AND MODERNIZING PROPERTIES SELECT CASE STUDIES

(Amounts in thousands)



1290 AVENUE OF THE AMERICAS
2,100,000 SF



770 BROADWAY
1,160,000 SF



330 WEST 34TH STREET
709,000 SF

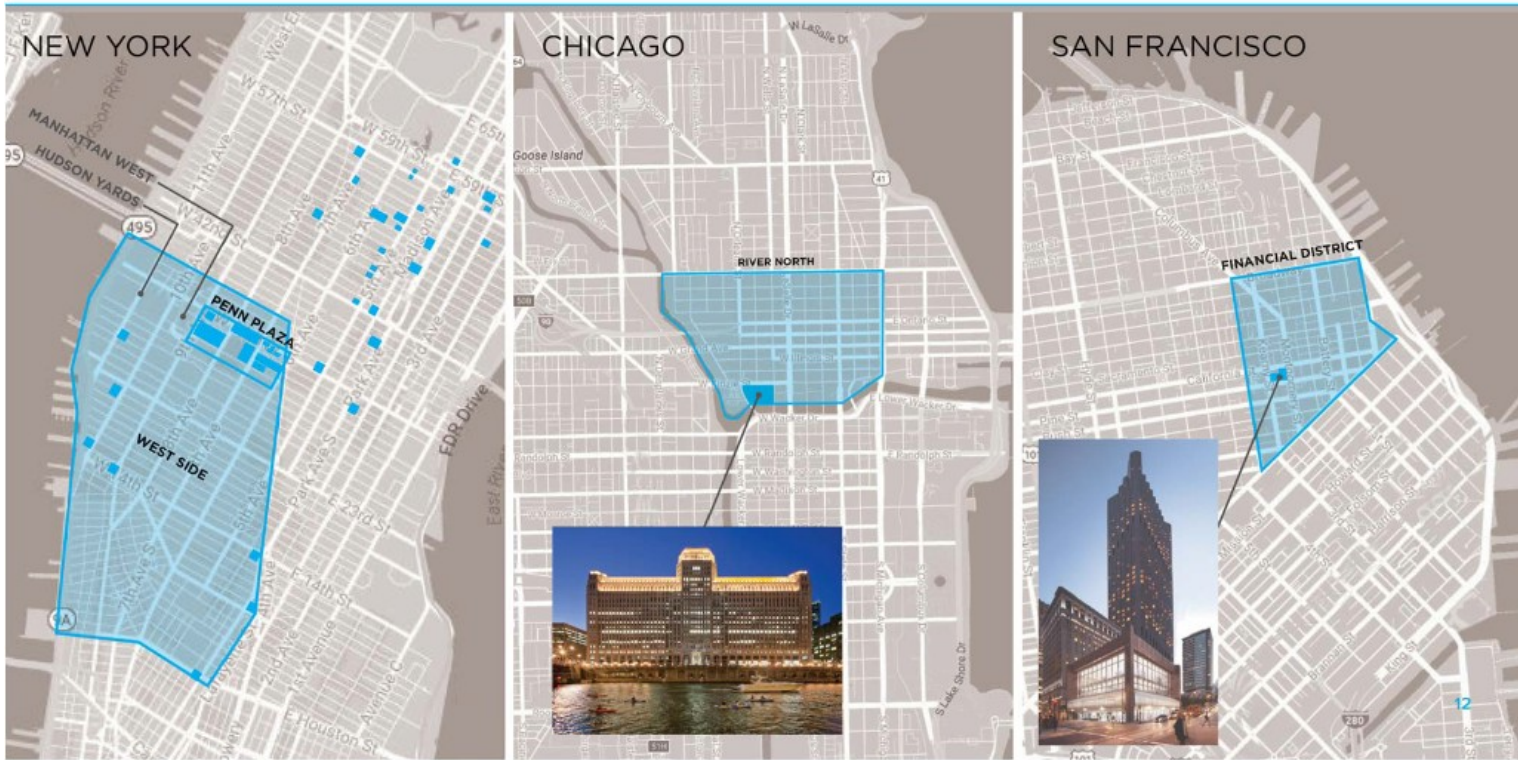


7 WEST 34TH STREET
479,000 SF

Incremental Stabilized Cash NOI	\$ 38,500	\$ 37,300	\$ 21,200	\$ 15,700
Capital Cost (Including TI/LC)	221,300	240,000	142,700	77,200
Yield	17.4%	15.5%	14.9%	20.3%
Value Created⁽¹⁾	\$ 444,000⁽²⁾	\$ 588,900	\$ 328,400	\$ 271,700
Value Created Per Share	\$ 2.18	\$ 2.90	\$ 1.62	\$ 1.34

1. Incremental NOI valued at 4.5% cap rate, less capital cost (including TI/LC)
2. Shown at 70% share

VORNADO'S OFFICE ASSETS LOCATED AT THE EPICENTER OF GROWTH



SELECT NEW YORK CITY OFFICE PROPERTIES

PLAZA DISTRICT



888 SEVENTH AVENUE



650 MADISON AVENUE



595 MADISON AVENUE



640 FIFTH AVENUE



689 FIFTH AVENUE

GRAND CENTRAL



330 MADISON AVENUE



90 PARK AVENUE

PENN PLAZA DISTRICT



7 WEST 34TH STREET



11 PENN PLAZA



330 WEST 34TH STREET



PENNI/PENN2



FARLEY OFFICE BUILDING

MIDTOWN



731 LEXINGTON AVENUE



1290 AVENUE OF THE AMERICAS

MIDTOWN SOUTH



ONE PARK AVENUE



770 BROADWAY

PARK AVENUE



280 PARK AVENUE



350 PARK AVENUE

CHELSEA / MEATPACKING



61 NINTH AVENUE



512 WEST 22ND STREET



85 TENTH AVENUE

BLUE-CHIP OFFICE TENANT ROSTER

FINANCIAL



TAMI



HEALTHCARE / INSURANCE



LEGAL



OTHER



REAL ESTATE



SELECT NEW YORK CITY STREET RETAIL PROPERTIES



828-850 MADISON AVENUE



595 MADISON AVENUE



650 MADISON AVENUE



759-771 MADISON AVENUE



677 MADISON AVENUE



666 FIFTH AVENUE



689 FIFTH AVENUE



1535 & 1540 BROADWAY



640 FIFTH AVENUE



510 FIFTH AVENUE



655 FIFTH AVENUE



697 FIFTH AVENUE

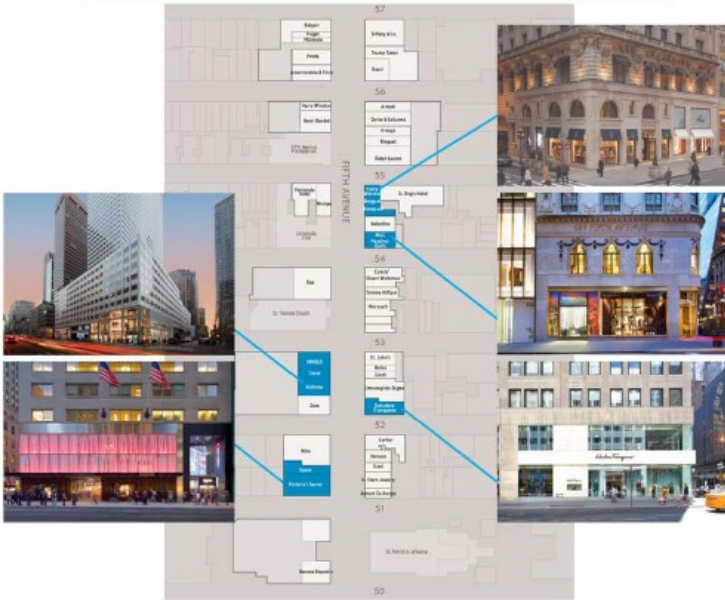


478-486 BROADWAY



435 SEVENTH AVENUE

Upper Fifth Avenue
Own 23% of Frontage⁽¹⁾



1. Excludes churches, clubs and retail owned by users

Times Square
Own Both Sides of the Bowtie



BLUE-CHIP RETAIL TENANT ROSTER



**STREET RETAIL PORTFOLIO
UPPER FIFTH & TIMES SQUARE BUTTONED UP FOR TERM**

Over 50% of Vornado street retail NOI - cash basis comes from Upper Fifth Avenue and Times Square. Both are locked up for term with high quality tenants

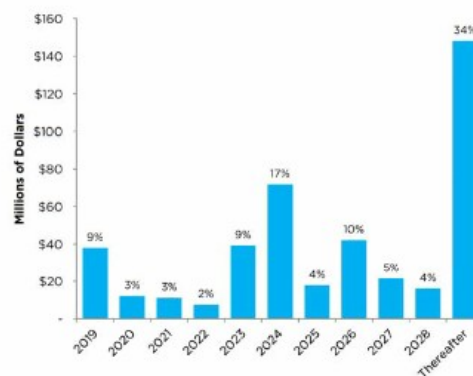
UPPER FIFTH AVENUE

Tenant	Year of Expiration
Zara	2019
MAC Cosmetics	2024
Hollister	2024
Uniqlo	2026
Tissot	2026
Dyson	2027
Ferragamo	2028
Swatch	2031 ⁽¹⁾
Harry Winston	2031
Victoria's Secret	2032

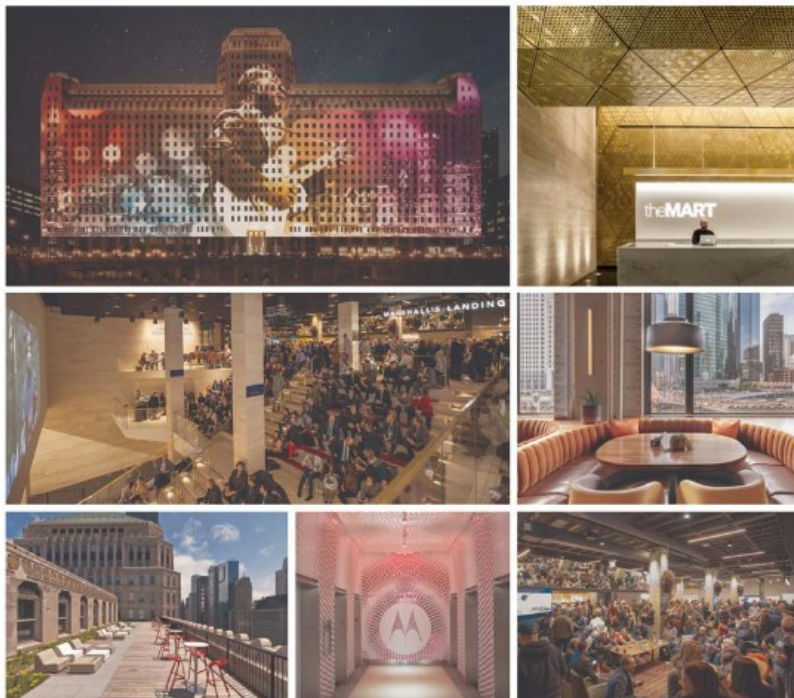
TIMES SQUARE

Tenant	Year of Expiration
US Polo	2023
Sunglass Hut	2023
Planet Hollywood	2023
MAC Cosmetics	2025
T-Mobile	2025
Disney	2026
Invicta	2028
Sephora	2029
Swatch	2030
Levi's	2030 ⁽²⁾
Forever 21	2031
Nederlander Theater	2050

New York Retail Expirations by Revenue as of 3/31/2018
Weighted Average Lease Term: 8.0 Years



1. Tenant has the right to cancel in 2023
2. Tenant has the right to cancel in 2024



theMART building (Chicago) – best example of contemporary office space outside of Silicon Valley. Transformed from a showroom building to the premier creative and tech hub in the Midwest, resulting in significant earnings growth and value creation

- **3,674,000 SF – 99.1% Occupancy⁽¹⁾**
- Located in the hottest submarket in Chicago - River North
- Between 2011 and 1Q18, converted over 950,000 SF in the building from showroom/trade show space to creative office/retail space
- 3.0 million SF of total space leased since 2012
- 3/31/2018 TTM Cash NOI (non-GAAP)⁽²⁾ of \$102.6 million versus 2011 Cash NOI (non-GAAP)⁽²⁾ of \$54.3 million
- In-place escalated rents average \$42.69 PSF as of 3/31/2018

Major Tenants:

- Motorola Mobility (guaranteed by Google)
- ConAgra Foods Inc.
- 1871
- Kellogg's
- Allscripts Healthcare
- Yelp Inc.
- Paypal, Inc.
- Allstate Insurance

1. As of 3/31/2018; square footage ("SF")
2. See page 37 for non-GAAP reconciliation



555 California Street – the franchise office building in San Francisco and arguably the most iconic building on the west coast – further NOI growth expected from redeveloped concourse and 315/345 Montgomery

- **1,805,000 SF – 97.8% Occupancy⁽¹⁾**
- 1.6 million SF of office space leased since 2012
- 3/31/2018 TTM Cash NOI (non-GAAP)⁽²⁾ of \$51.5 million (which does not include Cash NOI from approximately 103,000 SF of vacancy and space under redevelopment) versus 2012 Cash NOI (non-GAAP)⁽²⁾ of \$38.2 million
- In place escalated rents average \$74.29 PSF as of 3/31/2018

Major Tenants:

- | | |
|----------------------|---------------------------|
| - Bank of America | - Kirkland & Ellis LLP |
| - Dodge & Cox | - Morgan Stanley |
| - Fenwick & West LLP | - UBS |
| - Microsoft | - Wells Fargo |
| - Jones Day | - KKR |
| - Goldman Sachs | - McKinsey & Company Inc. |

1. As of 3/31/2018; square footage ("SF") shown at 100% share
2. See page 37 for non-GAAP reconciliation



VORNADO
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GROWTH FROM DEVELOPMENT

PENN PLAZA | AN UNPRECEDENTED OPPORTUNITY

VORNADO
REALTY TRUST

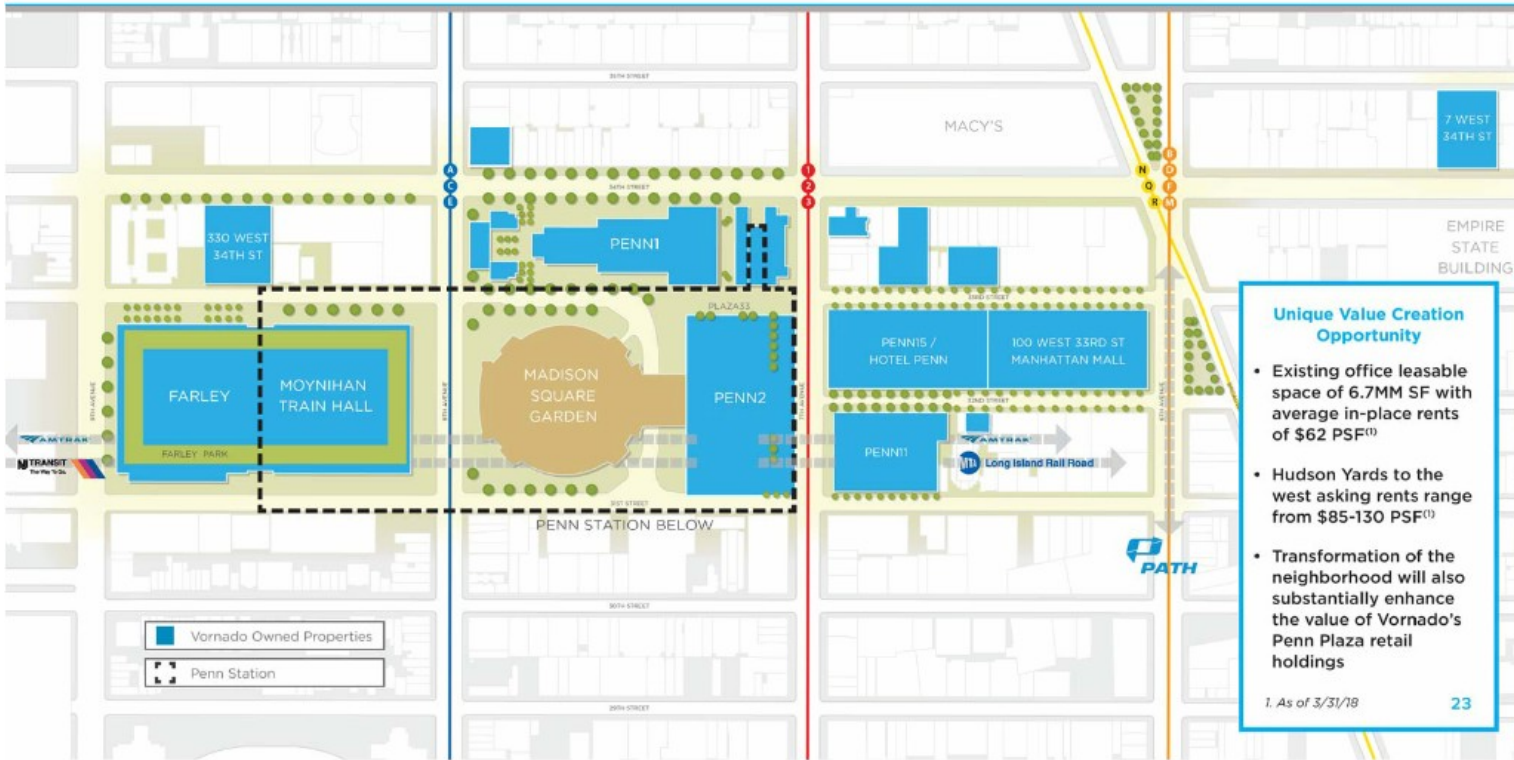
HUDSON YARDS

MANHATTAN WEST

PENN PLAZA

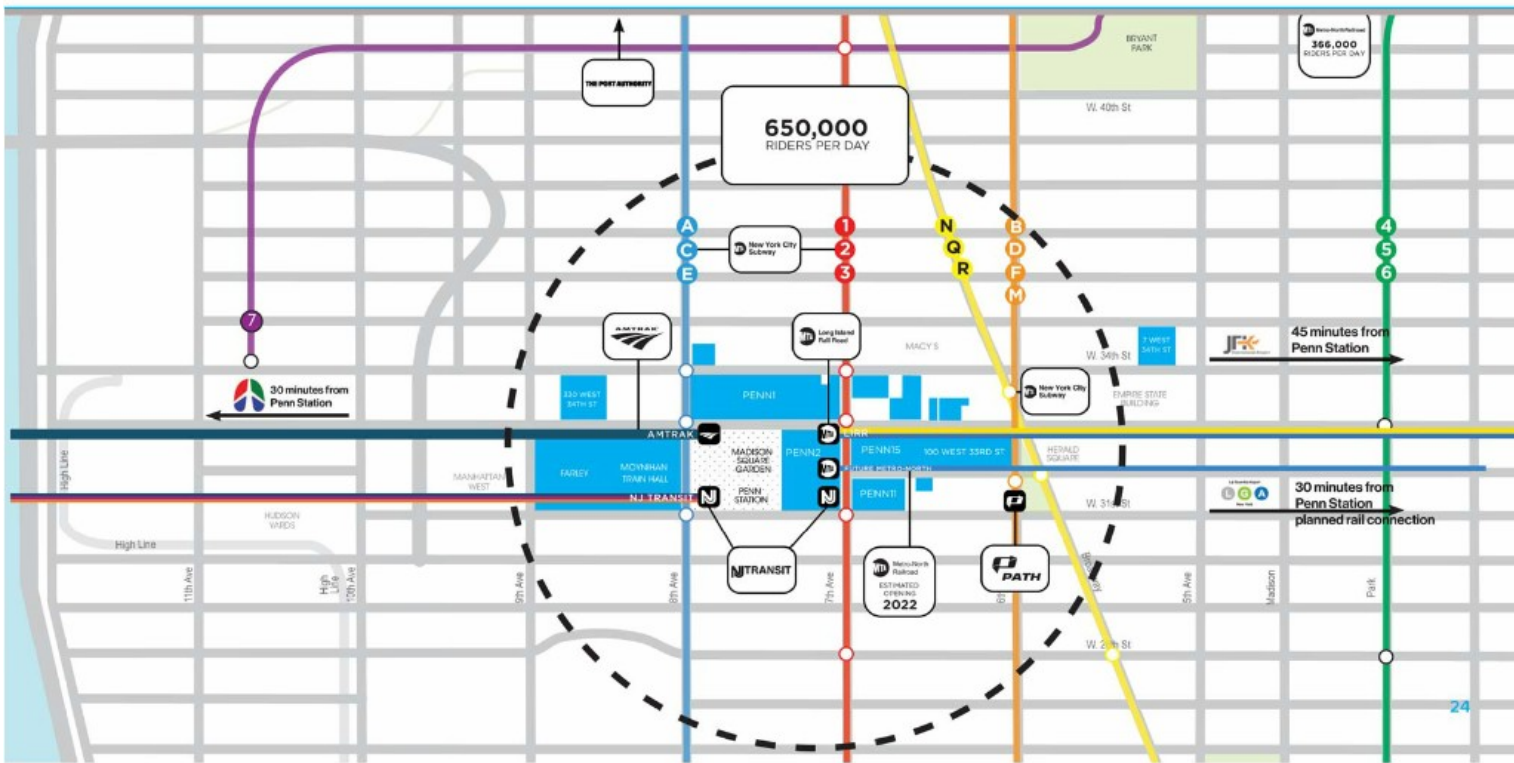


PENN PLAZA | AN UNPRECEDENTED OPPORTUNITY



PENN PLAZA | BEST POSITIONED FROM TRANSIT STANDPOINT







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CURRENT DEVELOPMENT PROJECTS

OUR CURRENT DEVELOPMENT PIPELINE IS EXPECTED TO INCREASE CASH NOI BY ~\$100MM (AT SHARE) UPON STABILIZATION

(Amounts in thousands)

							TOTAL CURRENT PROJECTS
	PENNI 2,530,000 SF	61 NINTH AVENUE 170,000 SF	512 WEST 22ND STREET 173,000 SF	606 BROADWAY 34,000 SF	345 MONTGOMERY STREET 64,000 SF	THE FARLEY BUILDING 850,000 SF	3,821,000 SF
Full Quarter Stabilized Operations	N/A	Q2 2019	Q1 2020	Q2 2020	Q3 2020	Q2 2022	
VNO Share	100.0%	45.1%	55.0%	50.0%	70.0%	50.1%	
Development Budget (at Share) ¹							
Amount Expended	\$ 2,460	\$ 51,826	\$ 44,521	\$ 19,195	\$ 3,157	\$ 30,375	\$ 151,534
Remaining	\$ 197,540	\$ 17,174	\$ 27,479	\$ 10,805	\$ 28,843	\$ 369,625	\$ 651,466
Total Incremental Budget	\$ 200,000	\$ 69,000	\$ 72,000	\$ 30,000	\$ 32,000	\$ 400,000	\$ 803,000

1. Excludes land and acquisition costs

FUTURE REDEVELOPMENT OPPORTUNITIES PROVIDE BUILT-IN SOURCE OF ADDITIONAL GROWTH



HOTEL PENNSYLVANIA
2,800,000 SF



PENN2
1,800,000 SF



260 ELEVENTH AVENUE
340,000 SF

Note: Shown at estimated rentable SF, subject to change

FARLEY OFFICE BUILDING DEVELOPMENT BEGINNING THE TRANSFORMATION OF PENN PLAZA

- A 50/50 joint venture between Vornado and the Related Companies recently commenced the conversion of the Farley Post Office in Penn Plaza into the new Farley Office Building and Train Hall
- Total budget of \$515 million at share
- The joint venture will develop 730,000 SF of unique creative office space and 120,000 SF of train hall retail
- Expected delivery 3Q 2020





PENN1 REDEVELOPMENT - PRELIMINARY PROJECTIONS



PENN1	2.53MM SF
Development Cost	\$ 200MM
In-Place Office Rent	\$ 64 PSF
Average Market Rent After Development	\$ 84 PSF
Incremental Rent	\$ 20 PSF
Incremental NOI	\$ 48MM
Yield on Capital	24%
Value Created ⁽¹⁾	\$ 867MM
Value Created Per Share	\$ 4.25

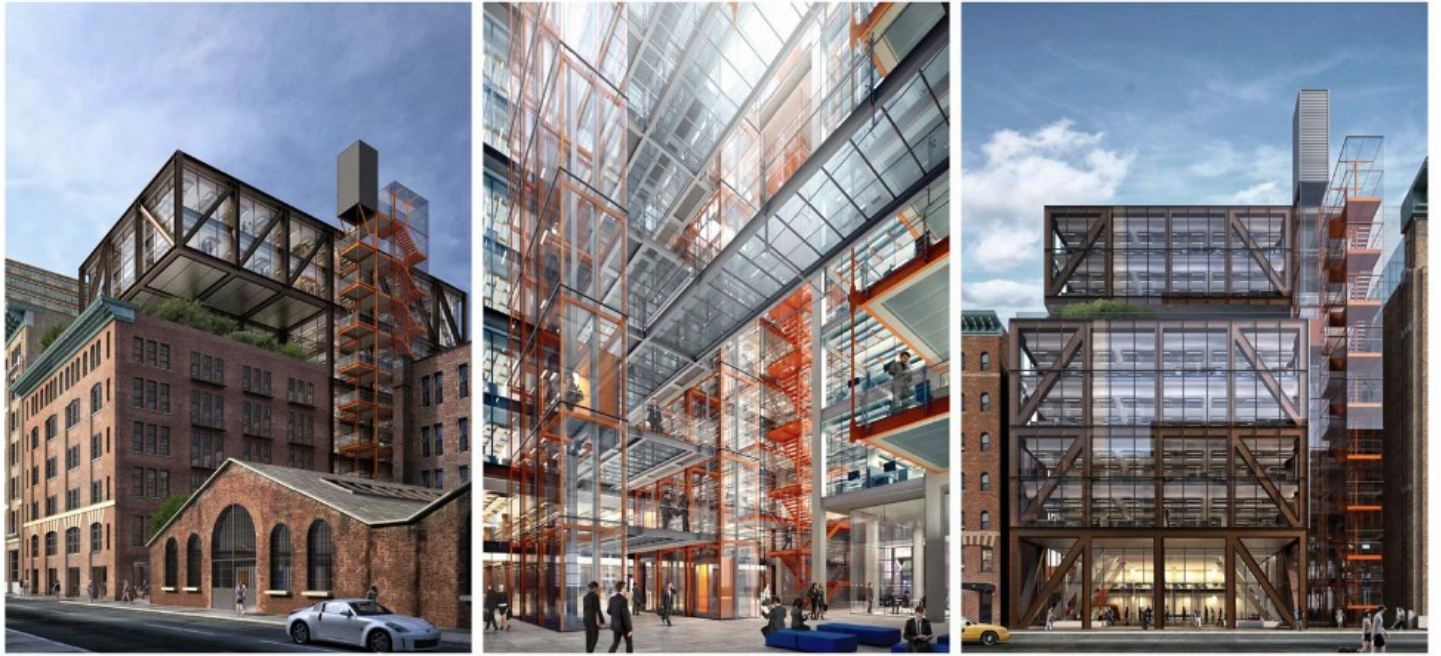
Average remaining office lease term is 5.4 years

1. Incremental NOI valued at 4.5% cap rate, less development costs excluding recurring TI/LCs that would have been incurred on re-tenanting the building irrespective of this capital project

**WELL-POSITIONED WITH EXISTING ASSETS AND NEW DEVELOPMENTS
CONCENTRATED IN THE FAST GROWING WEST SIDE**

VORNADO
REALTY TRUST

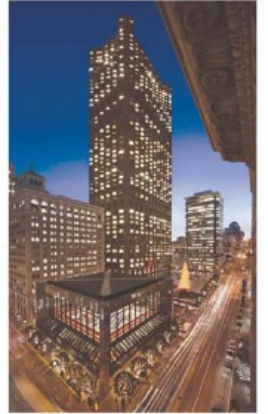




**NATIONALLY RECOGNIZED, INDUSTRY-LEADING
SUSTAINABILITY PROGRAM**

- 5-time Energy Star Partner of the Year, Sustained Excellence recipient 2018
- 23.6 million square feet of owned and managed LEED certified buildings
- Largest landlord of LEED certified buildings in New York City with over 17.9 million SF. All new commercial developments will be, at minimum, LEED Gold certified
- NAREIT Leader in the Light award 2017, 8th year in a row
- Global Real Estate Sustainability Benchmark (GRESB) "Green Star" since 2013; sector leader for North America's diversified category 2017
- 20% reduction in same-store greenhouse gas emission since 2009





VORNADO

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APPENDIX

NON-GAAP FINANCIAL MEASURES

This investor presentation contains certain non-GAAP financial measures, including net operating income ("NOI") and earnings before interest, taxes, depreciation and amortization ("EBITDA").

NOI represents total revenues less operating expenses. We consider NOI to be the primary non-GAAP financial measure for making decisions and assessing the unlevered performance of our properties and segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on NOI, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. NOI should not be considered a substitute for net income. NOI may not be comparable to similarly titled measures employed by other companies. We calculate NOI on an Operating Partnership basis which is before allocation to the noncontrolling interest of Vornado Realty L.P. (the "Operating Partnership").

EBITDA represents earnings before interest, taxes, depreciation and amortization. EBITDA is essentially NOI less general and administrative expenses. We use EBITDA as a secondary non-GAAP measure primarily in the context of a net debt to EBITDA ratio. We calculate EBITDA on an Operating Partnership basis which is before allocation to the noncontrolling interest of Vornado Realty L.P. (the "Operating Partnership").

A reconciliation of NOI and EBITDA to net income, the most directly comparable GAAP measure, is provided on the following pages.

These non-GAAP financial measures are used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because they exclude the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. These metrics do not represent cash generated from operating activities and are not necessarily indicative of cash available to fund obligations and should not be considered as an alternative to net income as performance measures or cash flow as liquidity measures. These non-GAAP metrics may not be comparable to similarly titled measures employed by other companies.

NON-GAAP RECONCILIATIONS

(Amounts in millions)

Reconciliation of net income to NOI at share - cash basis for the trailing twelve months ended 3/31/2018

	For The TTM Ended 3/31/18
Net income	\$ 191
Deduct:	
Income from partially owned entities	(4)
Income from real estate fund investments	6
Interest and other investment income, net	-
Net gains on disposition of wholly owned and partially owned assets	-
Loss (income) from discontinued operations	29
NOI attributable to noncontrolling interests in consolidated subsidiaries	(66)
Add:	
Depreciation and amortization expense	433
General and administrative expense	148
Acquisition and transaction related costs	14
Our share of NOI from partially owned entities	271
Interest and debt expense	351
Income tax (benefit) expense	41
NOI at share	1,414
Non cash adjustments for straight-line rents, amortization of acquired below-market leases, net and other	(84)
NOI at share - cash basis	<u>\$ 1,330</u>

NOI at share - cash basis by segment:

	For The TTM Ended 3/31/18
New York:	
Office (includes \$25MM of BMS NOI)	\$ 691
Retail	324
Residential	22
Alexander's	49
Hotel Pennsylvania	14
	<u>1,100</u>
Other:	
theMART (including trade shows)	102
555 California Street	47
Other investments	81
	<u>230</u>
NOI at share - cash basis	<u>\$ 1,330</u>

NON-GAAP RECONCILIATIONS

(Amounts in millions)

Reconciliation of net income attributable to the Operating Partnership to EBITDA and EBITDA, as adjusted for the trailing twelve months ended 3/31/18

	For The TTM Ended 3/31/18
Net income attributable to the Operating Partnership	\$ 180
Interest and debt expense	469
Depreciation and amortization	571
Income tax expense	42
EBITDA	1,262
Adjustments, net ⁽¹⁾	12
EBITDA, as adjusted	<u>\$ 1,274</u>

1. Includes income from our former Washington, DC segment, sold properties, our Real Estate Fund, gains on sale of real estate, impairment losses and other adjustments

NON-GAAP RECONCILIATIONS

(Amounts in millions)

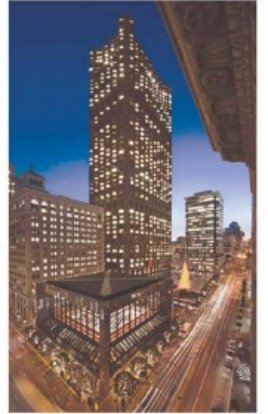
Reconciliation of theMART net income to EBITDA, NOI - cash basis and NOI - cash basis adding back free rent for the year ended December 31, 2011 and for the trailing twelve months ended March 31, 2018

	For the Trailing Twelve Months Ended March 31, 2018	For the Year Ended December 31, 2011
Net income	\$ 35.8	\$ (4.5)
Interest and debt expense	18.7	31.2
Depreciation and amortization	38.9	21.6
Income tax expense	-	-
EBITDA	93.4	48.3
Non-cash adjustments and other	(2.1)	3.1
NOI - cash basis	91.3	51.4
Adding back free rent	11.3	2.9
NOI - cash basis adding back free rent	\$ 102.6	\$ 54.3

Reconciliation of 555 California Street net income to EBITDA, NOI - cash basis and NOI - cash basis adding back free rent for the year ended December 31, 2012 and for the trailing twelve months ended March 31, 2018

	For the Trailing Twelve Months Ended March 31, 2018 ⁽¹⁾	For the year ended December 31, 2012 ⁽¹⁾
Net income	\$ 5.6	\$ (4.6)
Interest and debt expense	18.7	22.0
Depreciation and amortization	24.9	28.5
Income tax expense	0.2	0.3
EBITDA	49.4	46.2
Non-cash adjustments and other	(2.6)	(9.1)
NOI - cash basis	46.8	37.1
Adding back free rent	4.7	1.1
NOI - cash basis adding back free rent	\$ 51.5	\$ 38.2

1. Excluding noncontrolling interests share



VORNADO

REALTY TRUST

JUNE 2018

