

**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):  
May 14, 2024**

**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))

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

<b>Registrant</b>	<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Vornado Realty Trust	Common Shares of beneficial interest, \$.04 par value per share	VNO	New York Stock Exchange
	Cumulative Redeemable Preferred Shares of beneficial interest, liquidation preference \$25.00 per share:		
Vornado Realty Trust	5.40% Series L	VNO/PL	New York Stock Exchange
Vornado Realty Trust	5.25% Series M	VNO/PM	New York Stock Exchange
Vornado Realty Trust	5.25% Series N	VNO/PN	New York Stock Exchange
Vornado Realty Trust	4.45% Series O	VNO/PO	New York Stock Exchange

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 1.01. Entry into a Material Definitive Agreement.**

On May 14, 2024, Vornado Realty L.P. ("VRLP"), the operating partnership through which Vornado Realty Trust conducts its business, JPMorgan Chase Bank N.A., as administrative agent, and the lenders party thereto entered into Amendment No. 1 to VRLP's \$1.25 billion revolving credit facility maturing December 2027 (as fully extended) (the "2027 Revolving Credit Facility") and Amendment No. 1 to VRLP's \$800 million term loan maturing December 2027 (as fully extended) (the "Term Loan"), collectively, the "Amendments". The Amendments make changes to certain definitions and provisions to conform to the corresponding provisions of VRLP's new \$915 million revolving credit facility maturing April 2029 (as fully extended) entered into on May 3, 2024, which replaced VRLP's \$1.25 billion revolving credit facility maturing April 2026 (as fully extended). The current interest rate on the 2027 Revolving Credit Facility is Term SOFR plus 115 basis points per annum and the current facility fee is 25 basis points per annum. The current interest rate on the Term Loan is Term SOFR plus 130 basis points per annum. Under the terms of the Amendments, based on certain sustainability thresholds for each fiscal year, the interest rate on the Term Loan may be reduced or increased by up to five basis points, and the interest rate on the 2027 Revolving Credit Facility may be reduced or increased by up to four basis points and the facility fee may be reduced or increased by one basis point.

Under the terms of the Amendments, "Total Outstanding Indebtedness" may not exceed sixty percent (60%) of "Capitalization Value," which is based on a "Capitalization Rate" of (i) 5.75% per annum for any multifamily "Real Property Asset", (ii) 6.5% per annum for any office "Real Property Asset", (iii) 6.0% per annum for any retail "Real Property Asset", (iv) 7.25% per annum for any hotel "Real Property Asset" (including those owned by "Real Property UJVs"), (v) 8.0% per annum for any trade show space "Real Property Asset" (including those owned by "Real Property UJVs"), and (vi) 6.5% per annum for all other "Real Property Assets"; the ratio of "Combined EBITDA" to "Fixed Charges," each measured as of the most recently ended calendar quarter, may not be less than 1.40 to 1.00; the ratio of "Unencumbered Combined EBITDA" to "Unsecured Interest Expense," each measured as of the most recently ended calendar quarter, may not be less than 1.75 to 1.00; "Unsecured Indebtedness" may not exceed sixty percent (60%) of "Capitalization Value of Unencumbered Assets," each measured as of the most recently ended calendar quarter; and the ratio of "Secured Indebtedness" to "Capitalization Value," each measured as of the most recently ended calendar quarter, may not exceed fifty percent (50%).

