

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

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**Form 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): October 12, 2018**

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**Forest City Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**1-37671**  
(Commission  
File Number)

**47-4113168**  
(I.R.S. Employer  
Identification No.)

**Key Tower, 127 Public Square  
Suite 3100, Cleveland, Ohio**  
(Address of principal executive offices)

**44114**  
(Zip Code)

**Registrant's telephone number, including area code: 216-621-6060**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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.

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**Item 8.01 Other Events.**

On October 12, 2018, Forest City Realty Trust, Inc. (the “Company”) issued a press release announcing that the Company gave notice of its intention to redeem all of its outstanding 3.625% Convertible Senior Notes due 2020 (the “Notes”) in an aggregate principal amount of \$32,037,000 (the “Redemption”). The Redemption is in accordance with the terms of the Indenture, dated as of July 19, 2013, as supplemented by the First Supplemental Indenture, dated as of November 20, 2015, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”). The redemption date for the Notes is November 21, 2018. Under the terms of the Notes, the redemption price will be 100% of the principal amount of the Notes to be redeemed, together with accrued and unpaid interest on such Notes, if any, up to, but not including, the redemption date.

Pursuant to the terms of the Indenture, holders have the right to convert their Notes up to the close of business on November 20, 2018.

A copy of the press release is “furnished” as Exhibit 99.1 to this Current Report on Form 8-K. The information in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (“Exchange Act”) or incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	— <a href="#">Press Release dated October 12, 2018.</a>

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOREST CITY REALTY TRUST, INC.

By: /s/ ROBERT G. O'BRIEN

Name: Robert G. O'Brien

Title: Executive Vice President and Chief Financial Officer

Date: October 12, 2018

**At the Company**

Mike Lonsway  
Executive Vice President – Planning  
216-416-3325

**ON THE WEB**

[www.forestcity.net](http://www.forestcity.net)

Jeff Linton  
Senior Vice President – Corporate Communication  
216-416-3558

**For immediate release**

**Forest City Announces Redemption of Remaining  
3.625% Convertible Senior Notes due 2020**

**CLEVELAND, Ohio - October 12, 2018** - Forest City Realty Trust, Inc. (NYSE: FCEA) today announced that it has provided notice of its intention to redeem all of its outstanding 3.625% Convertible Senior Notes due 2020 (the “Notes”). Approximately \$32.0 million aggregate principal amount of the Notes is currently outstanding.

The redemption is in accordance with the terms of the Indenture, dated as of July 19, 2013, as supplemented by the First Supplemental Indenture, dated as of November 20, 2015, by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee. The redemption date for the Notes is November 21, 2018. Under the terms of the Notes, the redemption price will be 100% of the principal amount of the Notes to be redeemed, together with accrued and unpaid interest on such Notes, if any, up to, but not including, the redemption date.

Pursuant to the terms of the Indenture, holders have the right to convert their Notes up to the close of business on November 20, 2018.

**About Forest City**

Forest City Realty Trust, Inc. is an NYSE-listed national real estate company with \$7.9 billion in consolidated assets. The company is principally engaged in the ownership, development, management and acquisition of office, apartment and mixed-use real estate throughout the United States. For more information, visit [www.forestcity.net](http://www.forestcity.net).