

CAPITAL AUTOMOTIVE REIT

Form 8-K

March 31, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): March 29, 2004

CAPITAL AUTOMOTIVE REIT
(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction
of incorporation)

000-23733

(Commission file number)

54-1870224

(I.R.S. Employer
Identification Number)

8270 Greensboro Drive, Suite 950

McLean, Virginia 22102

(703) 288-3075

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

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

The exhibits listed in the following index relate to the Registration Statement on Form S-3 (No. 333-106445) of the registrant and are filed herewith for incorporation by reference in such Registration Statement.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 1.1 | Underwriting Agreement dated as of March 29, 2004, among Capital Automotive REIT, Capital Automotive L.P. and J.P. Morgan Securities Inc. (filed herewith) |
| 5.1 | Opinion of Shaw Pittman LLP as to the legality of the securities being registered by the registrant (filed herewith) |
| 8.1 | Opinion of Shaw Pittman LLP regarding certain material tax issues relating to the registrant (filed herewith) |
| 23.1 | Consent of Shaw Pittman LLP to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1) |
| 23.2 | Consent of Shaw Pittman LLP to the filing of Exhibit 8.1 herewith (included in its opinion filed as Exhibit 8.1) |

SIGNATURES

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.

CAPITAL AUTOMOTIVE REIT

By: /s/ Thomas D. Eckert
Name: Thomas D. Eckert
Title: President and Chief Executive Officer

Dated: March 31, 2004

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 1.1 | Underwriting Agreement dated as of March 29, 2004, among Capital Automotive REIT, Capital Automotive L.P. and J.P. Morgan Securities Inc. (filed herewith) |
| 5.1 | Opinion of Shaw Pittman LLP as to the legality of the securities being registered by the registrant (filed herewith) |
| 8.1 | Opinion of Shaw Pittman LLP regarding certain material tax issues relating to the registrant (filed herewith) |
| 23.1 | Consent of Shaw Pittman LLP to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1) |
| 23.2 | Consent of Shaw Pittman LLP to the filing of Exhibit 8.1 herewith (included in its opinion filed as Exhibit 8.1) |