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KIMCO REALTY CORP
Form 8-K
December 01, 2005

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): December 1, 2005

Kimco Realty Corporation

(Exact Name of Registrant as Specified in Charter)

Maryland	1-10899	13-2744380
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3333 New Hyde Park Road
New Hyde Park, New York 11042-0020

(Address of Principal Executive Offices)

(516) 869-9000

(Registrant's telephone number, including area code)

(Former name of former address if changed since last report)

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 Instruction A.2. Below):

- 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 (17CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR240.14d-2b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01. OTHER EVENTS

On December 1, 2005, Kimco Realty Corporation entered into an agreement and plan of merger with Atlantic Realty Trust and SI 1339, Inc., a wholly owned subsidiary of Kimco. Under the terms of the agreement, Kimco will acquire Atlantic Realty for \$82.5 million plus the amount of Atlantic Realty's cash on hand at closing less merger expenses and other liabilities. On the last business day prior to closing Atlantic Realty will declare a dividend in an amount necessary for Atlantic Realty to qualify as a REIT. The merger consideration will be paid in shares of Kimco common stock valued on the final full trading day immediately preceding the closing. The merger is subject to approval by Atlantic Realty shareholders and to customary closing conditions.

The foregoing description of the Merger Agreement is qualified by the full text of the Merger Agreement which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Kimco and Atlantic Realty issued a joint press release announcing the transaction. A copy of the joint press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits

The following are filed as Exhibits to this Report.

- 99.1 Agreement and Plan of Merger dated December 1, 2005 by and between Kimco Realty Corporation, Atlantic Realty Trust and SI 1339, Inc.
- 99.2 Joint Press Release dated December 1, 2005.

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 thereunto duly authorized.

Dated: December 1, 2005

KIMCO REALTY CORPORATION

By: /s/ Michael V. Pappagallo

Name: Michael V. Pappagallo
Title: Executive Vice
President and Chief

EXHIBIT LIST

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by and between Kimco Realty Corporation, Atlantic
Realty Trust and SI 1339, Inc.
- 99.2 Joint Press Release dated December 1, 2005.