

---

---

# 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

---

**March 5, 2004**

(Date of Report (Date of Earliest Event Reported))

### **iSTAR FINANCIAL INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-15371**  
(Commission  
File Number)

**95-6881527**  
(IRS Employer  
Identification Number)

**1114 Avenue of the Americas, 27<sup>th</sup> Floor**  
**New York, New York**  
(Address of Principal Executive Offices)

**10036**  
(Zip Code)

**(212) 930-9400**  
(Registrant's Telephone Number, Including Area Code)

---

---

#### ITEM 5. Other Events and Required FD Disclosure

On March 5, 2004, iStar Financial Inc. issued a press release announcing that it has agreed to sell \$150 million of Senior Floating Rate Notes due 2007 to qualified institutional investors in a transaction complying with Securities and Exchange Commission Rule 144A. The Notes will bear interest at a rate per annum equal to three-month LIBOR plus 1.25%. That press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

#### ITEM 7. Exhibits

99.1 Press Release dated March 5, 2004.

2

---

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

iSTAR FINANCIAL INC.

Date: March 5, 2004

By: /s/ Jay Sugarman  
Jay Sugarman  
Chairman and Chief Executive Officer

3

---

#### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release dated March 5, 2004.





**iStar Financial Inc.**  
 1114 Avenue of the Americas  
 New York, NY 10036  
 (212) 930-9400

**News Release**

**COMPANY CONTACTS**

**[NYSE: SFI]**

**Catherine D. Rice**  
 Chief Financial Officer

**Andrew C. Richardson**  
 Executive Vice President – Capital Markets

**Laca Wong**  
 Associate – Investor Relations

**iStar Financial Agrees To Sell \$150 Million of Senior Floating Rate Notes**

**NEW YORK – March 5, 2004** – iStar Financial Inc. (NYSE: SFI) today announced that it has agreed to sell \$150 million of Senior Floating Rate Notes due 2007 to qualified institutional investors in a transaction complying with Securities and Exchange Commission Rule 144A and Regulation S. The Notes will bear interest at a rate per annum equal to three-month LIBOR plus 1.25%. The transaction is expected to close on March 12, 2004.

iStar Financial expects to use the net proceeds from the sale of the Notes to repay secured indebtedness.

The Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This announcement is not an offer to purchase securities, a solicitation of an offer to purchase securities, or a solicitation of an offer to sell securities.

\* \* \*

iStar Financial is the leading publicly traded finance company focused on the commercial real estate industry. The Company provides custom-tailored financing to high-end private and corporate owners of real estate nationwide, including senior and junior mortgage debt, senior, mezzanine and subordinated corporate capital, and corporate net lease financing. The Company, which is taxed as a real estate investment trust, seeks to deliver a strong dividend and superior risk-adjusted returns on equity to shareholders by providing innovative and value-added financing solutions to its customers. Additional information on iStar Financial is available on the Company's website at [www.istarfinancial.com](http://www.istarfinancial.com).

# # #

---