
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

January 15, 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, 27th 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

On January 14, 2004, iStar Financial Inc. issued a press release announcing that it has agreed to sell \$350 million of 4.875% Senior Notes due 2004 to qualified institutional investors in a transaction complying with Securities and Exchange Commission Rule 144A. A copy of the press release is filed as an exhibit to this report.

Item 7. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	Press release issued on January 15, 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: January 15, 2004

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release.



News Release

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

COMPANY CONTACTS

[NYSE: SFI]

Catherine D. Rice
Chief Financial Officer

Andrew C. Richardson
Executive Vice President – Capital Markets

Erin C. Gatewood
Associate – Investor Relations

**iStar Financial Agrees To Sell \$350 Million
of Senior Notes**

NEW YORK – January 15, 2004 – iStar Financial Inc. (NYSE: SFI) today announced that it has agreed to sell \$350 million of 4.875% Senior Notes due 2009 to qualified institutional investors in a transaction complying with Securities and Exchange Commission Rule 144A. The Notes are being sold at 99.892% of their principal amount to yield 4.90% per annum. The transaction is expected to close on January 23, 2004.

iStar Financial expects to use the 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.

#
