
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

May 16, 2003

(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 7. Exhibits

The following exhibit is filed with this Report pursuant to Regulation S-K Item 601 in lieu of filing the otherwise required exhibits to the registration statement on Form S-3 of the Registrant, file No. 333-32946, under the Securities Act of 1933, as amended (the "Registration Statement"), and which, as this Form 8-K filing is incorporated by reference in the Registration Statement, is set forth in full in the Registration Statement.

Exhibit Number	Exhibit
5.1	Opinion of Clifford Chance US LLP.

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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: May 16, 2003

By: /s/ JAY SUGARMAN

Jay Sugarman
Chairman and Chief Executive Officer

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[LETTERHEAD OF CLIFFORD CHANCE US LLP]

March 16, 2003

iStar Financial Inc.
1114 Avenue of the Americas, 27th Floor
New York, New York 10036

Dear Sirs:

We have acted as counsel to iStar Financial Inc., a Maryland corporation (the "Company"), in connection with the offer and sale by iWood, L.L.C. (the "Selling Stockholder") of 6,854,080 shares of common stock, par value \$.001 per share, of the Company (the "Securities"). The Securities are being sold pursuant to the Company's Registration Statement on Form S-3 (numbers 333-32946) under the Securities Act of 1933, as amended (the "Registration Statement").

Based on the foregoing, and such other examination of law and fact as we have deemed necessary, we are of the opinion that the Securities have been duly authorized by the Company, and when issued and sold in the manner contemplated by the prospectus supplement for the offering of the Securities dated May 13, 2003, the Securities will be legal, valid and binding obligations of the Company.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus which is a part of the Registration Statement.

Very truly yours,

/s/ CLIFFORD CHANCE US LLP

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[\[LETTERHEAD OF CLIFFORD CHANCE US LLP\]](#)