

**UNITED STATES
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): **November 9, 2004**

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)

Registrant's telephone number, including area code: **(212) 930-9400**

N/A
(Former name or 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 (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(c) Appointment of Principal Officers

On November 9, 2004, Jay S. Nydick was appointed to the position of President of the Company. Mr. Nydick, age 40, comes to iStar Financial after spending the last 14 years at Goldman, Sachs & Co. He most recently served as a Managing Director based in Hong Kong, heading Goldman's Corporate Finance Group for non-Japan Asia and as a member of the Products and Financial Sponsors Group based in New York. Prior to his assignment in Asia, Mr. Nydick was in Goldman's Real Estate Investment Banking Group, co-headed the firm's Lodging and Gaming Business and spent time in the Debt Capital Markets and Derivatives Group. During his career, he has been involved in a broad range of transactions including mergers, acquisitions, debt and equity financings, LBOs, and the development of innovative products across many different markets in the world.

Mr. Nydick holds a bachelors degree from Cornell University and a master's in business administration from Columbia University.

The Company's press release is attached hereto as Exhibit 99.1.

A copy of the employment agreement between the Company and Mr. Nydick will be filed by an amendment to this Report.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press release of iStar Financial Inc. dated November 9, 2004.

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: November 9, 2004

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

Date: November 9, 2004

By: /s/ Catherine D. Rice
Catherine D. Rice
Chief Financial Officer

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EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press release of iStar Financial Inc. dated November 9, 2004.

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

News Release
COMPANY CONTACTS

Catherine D. Rice
 Chief Financial Officer

Andrew C. Richardson
 Executive Vice President – Capital Markets

Heather A. Rauch
 Analyst – Investor Relations

iStar Financial Announces Appointment of Jay S. Nydick

NEW YORK - November 9, 2004 - iStar Financial Inc. (NYSE: SFI) – iStar Financial Inc. today announced the appointment of Jay S. Nydick as President of the Company. In his capacity as President, Mr. Nydick will have primary responsibility for identifying, evaluating and executing strategic expansion opportunities.

Mr. Nydick comes to iStar Financial after spending the last 14 years at Goldman, Sachs & Co. He most recently served as a Managing Director based in Hong Kong heading the Corporate Finance Group for non-Japan Asia and as a member of the Products and Financial Sponsors Group based in New York. Prior to his assignment in Asia, Mr. Nydick was in Goldman's Real Estate Investment Banking Group, co-headed the firm's Lodging and Gaming Business and spent time in the Debt Capital Markets and Derivatives Group. During his career, he has been involved in a broad range of transactions including mergers, acquisitions, debt and equity financings, LBOs, and the development of innovative products across many different markets in the world.

Mr. Nydick commented, "I am extremely excited about the many strategic business opportunities we believe exist to enhance iStar's successful and growing franchise. I feel privileged to join a management team that has delivered extraordinary value to shareholders while maintaining the highest values and integrity."

Jay Sugarman, iStar Financial's Chairman and Chief Executive Officer commented, "As the Company focuses on bringing its customer-focused, custom-tailored financing approach to additional parts of the real estate world, Jay will bring to bear his breadth of global, industry and product experience gathered throughout his long career on Wall Street. Jay's deep grounding in real estate as well as other asset intensive businesses will help us extend our franchise into new, complementary business lines."

Mr. Nydick holds a bachelors degree from Cornell University and a master's in business administration from Columbia University.

Based on his focus on strategic business initiatives, Mr. Nydick will be awarded an interest in superior returns on equity realized from those new initiatives that have been approved by the Board of Directors. Mr. Nydick's interest would make him eligible in five years for a one-time cash distribution equal to 2.5% of any return on equity in excess of 15% realized by the Company from its combined strategic initiatives during the five year period.

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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 and mezzanine 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 the highest quality financing solutions to its customers. Additional information on iStar Financial is available on the Company's website at www.istarfinancial.com.

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