

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**iSTAR FINANCIAL INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State of Incorporation or Organization)

**95-6881527**  
(I.R.S. Employer Identification Number)

**1114 Avenue of the Americas, 39th Floor**  
**New York, NY**  
(Address of Principal Executive Offices)

**10036**  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-181470**

Securities to be registered pursuant to Section 12(b) of the Act:  
**None**

Securities to be registered pursuant to Section 12(g) of the Act:  
**Series J Cumulative Convertible Perpetual Preferred Stock, par value \$0.001 per share**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.**

The information required by this Item 1 is set forth under the caption "Description of the Series J Preferred Stock" in the Registrant's prospectus supplement, dated March 12, 2013, which was filed with the Securities and Exchange Commission on March 13, 2013 and under the caption "Description of Common Stock and Preferred Stock" in the Registrant's prospectus, dated May 29, 2012, as a form of prospectus used after the effective date of the Registrant's registration statement on Form S-3 (Registration No. 333-181470), covering the offer and sale of shares of the class of securities to be registered hereby, which descriptions are incorporated herein by reference.

**ITEM 2. EXHIBITS.**

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**iSTAR FINANCIAL INC.**

Date: March 18, 2013

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

Date: March 18, 2013

By: /s/ David DiStaso  
David DiStaso  
Chief Financial Officer

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#### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Charter of the Company (including Articles Supplementary for each series of the Company's preferred stock), incorporated herein by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission on March 1, 2013.
3.2	Form of Articles Supplementary designating the Company's Series J Cumulative Convertible Perpetual Preferred Stock, par value \$0.001 per share, incorporated herein by reference from the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on March 18, 2013.
4	Form of specimen certificate representing the Series J Cumulative Convertible Perpetual Preferred Stock, par value \$0.001 per share.

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**iStar Financial Inc.  
Series J Cumulative Convertible Perpetual Preferred Stock,  
par value \$0.001 per share**

*This Certifies that* \_\_\_\_\_ *is the owner of* \_\_\_\_\_ *fully paid and non-assessable Shares of the*  
*above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this*  
*Certificate properly endorsed.*

*In WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal*  
*of the Corporation.*

THE SECURITIES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTIONS ON OWNERSHIP AND TRANSFER FOR THE PURPOSE OF THE CORPORATION'S MAINTENANCE OF ITS STATUS AS A REAL ESTATE INVESTMENT TRUST UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED. EXCEPT AS OTHERWISE PROVIDED PURSUANT TO THE CHARTER OF THE CORPORATION, NO PERSON MAY BENEFICIALLY OR CONSTRUCTIVELY OWN SHARES OF CAPITAL STOCK IN EXCESS OF 9.8% (OR SUCH GREATER PERCENTAGE AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION) OF THE NUMBER OR VALUE OF THE OUTSTANDING SHARES OF CAPITAL STOCK OF THE CORPORATION (UNLESS SUCH PERSON IS AN EXISTING HOLDER). ALL CAPITALIZED TERMS IN THIS LEGEND HAVE THE MEANINGS DEFINED IN THE CHARTER OF THE CORPORATION, A COPY OF WHICH, INCLUDING THE RESTRICTIONS ON TRANSFER, WILL BE FURNISHED TO EACH STOCKHOLDER ON REQUEST AND WITHOUT CHARGE. IF THE RESTRICTIONS ON TRANSFER ARE VIOLATED, THE SECURITIES REPRESENTED HEREBY WILL BE DESIGNATED AND TREATED AS EXCESS SHARES WHICH WILL BE HELD IN TRUST BY THE EXCESS SHARE TRUSTEE FOR THE BENEFIT OF THE CHARITABLE BENEFICIARY.

The following abbreviations, when used in the description on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations. Additional abbreviations may also be used though not in the list.

TEN COM	—as tenants in common	-UNIT GIFT MIN ACT under Uniform Gifts to Minors Act	Custodian	(Minor)
TEN ENT	—as tenants by the entireties	-UNIF TRF MIN ACT		(State)
JT TEN	—as joint tenants with right of survivorship and not as tenants in common	under	Custodian	(Minor)
			(state) Uniform Transfer to Minors Act	

*For value received, the undersigned hereby sells, assigns and transfers unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_  
PLEASE PRINT OR TYPEWRITE NAME AND ADDRESSES OF ASSIGNEE

*Shares represented by the within Certificate, and hereby irrevocably constitutes and appoints*

*Attorney to transfer the said shares on the books of the within-named Corporation with full power of substitution in the premises.*

*Dated:* \_\_\_\_\_

\_\_\_\_\_  
*In presence of*

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular without attention or enlargement, or any change whatever.

