

CAPITAL TRUST INC  
Form 8-K  
March 25, 2008

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) March 25, 2008

Capital Trust, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Maryland  
(State or Other Jurisdiction of Incorporation)

001-14788  
(Commission File Number)

94-6181186  
(I.R.S. Employer Identification No.)

410 Park Avenue, 14th Floor, New York, New York  
(Address of Principal Executive Offices)

10022  
(Zip Code)

(212) 655-0220  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(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):

- 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 7.01 Regulation FD Disclosure.

On March 24, 2008, Capital Trust, Inc. (the “Company”) announced the commencement of a public offering of 4,000,000 shares of its class A common stock, pursuant to which Morgan Stanley & Co., Incorporated would act as sole underwriter and the anticipated purchase by affiliates of Samuel Zell, the Company's chairman of the board, and W.R. Berkley Corporation, an existing shareholder that employs one of our directors, of a number of shares in the offering sufficient to maintain their pro rata ownership interests in the Company. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information contained in this Section 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On March 24, 2008, the Company entered into an Underwriting Agreement (the “Underwriting Agreement”) with Morgan Stanley & Co., Incorporated (the “Underwriter”) pursuant to which the Company agreed to sell to the Underwriter 4,000,000 shares (the “Offered Shares”) of the Company’s class A common stock, par value \$0.01 per share. The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. The Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference.

On March 25, 2008, Venable LLP delivered its legality opinion with respect to the Offered Shares. A copy of the legality opinion is attached as Exhibit 5.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

- 1.1 Underwriting Agreement, dated as of March 24, 2008, between Morgan Stanley & Co., Incorporated and Capital Trust, Inc.
- 5.1 Opinion of Venable LLP.
- 23.1 Consent of Venable LLP (included in the opinion filed as Exhibit 5.1).
- 99.1 Press release, dated March 24, 2008.



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 hereunto duly authorized.

CAPITAL TRUST, INC.

March 25, 2008

By: /s/ Geoffrey G. Jervis  
Name: Geoffrey G. Jervis  
Title: Chief Financial Officer

Exhibit Index

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