



The Monthly Dividend Company®

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2017, or

Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 1-13374

REALTY INCOME CORPORATION

(Exact name of registrant as specified in its charter)

Maryland

(State or Other Jurisdiction of
Incorporation or Organization)

33-0580106

(IRS Employer Identification
Number)

11995 El Camino Real, San Diego, California 92130

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(858) 284-5000**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 273,059,276 shares of common stock outstanding as of April 20, 2017.

REALTY INCOME CORPORATION

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March 31, 2017

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PART 1. FINANCIAL INFORMATION**Item 1. Financial Statements**

REALTY INCOME CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

March 31, 2017 and December 31, 2016

(dollars in thousands, except per share data)

	2017	2016
ASSETS	(unaudited)	
Real estate, at cost:		
Land	\$ 3,832,452	\$ 3,752,204
Buildings and improvements	10,327,309	10,112,212
Total real estate, at cost	14,159,761	13,864,416
Less accumulated depreciation and amortization	(2,075,711)	(1,987,200)
Net real estate held for investment	12,084,050	11,877,216
Real estate held for sale, net	11,790	26,575
Net real estate	12,095,840	11,903,791
Cash and cash equivalents	27,598	9,420
Accounts receivable, net	103,759	104,584
Acquired lease intangible assets, net	1,108,096	1,082,320
Goodwill	15,036	15,067
Other assets, net	71,857	37,689
Total assets	\$ 13,422,186	\$ 13,152,871
LIABILITIES AND EQUITY		
Distributions payable	\$ 57,885	\$ 55,235
Accounts payable and accrued expenses	86,638	121,156
Acquired lease intangible liabilities, net	268,486	264,206
Other liabilities	122,078	85,616
Preferred shares subject to mandatory redemption	408,750	-
Line of credit payable	-	1,120,000
Term loans, net	319,200	319,127
Mortgages payable, net	463,332	466,045
Notes payable, net	4,641,094	3,934,433
Total liabilities	6,367,463	6,365,818
Commitments and contingencies		
Stockholders' equity:		
Preferred stock and paid in capital, par value \$0.01 per share, 69,900,000 shares authorized, no shares issued and outstanding as of March 31, 2017 and 16,350,000 issued and outstanding as of December 31, 2016, liquidation preference \$25.00 per share	-	395,378
Common stock and paid in capital, par value \$0.01 per share, 370,100,000 shares authorized, 273,051,486 shares issued and outstanding as of March 31, 2017 and 260,168,259 shares issued and outstanding as of December 31, 2016	8,987,933	8,228,594
Distributions in excess of net income	(1,952,990)	(1,857,168)
Total stockholders' equity	7,034,943	6,766,804
Noncontrolling interests	19,780	20,249
Total equity	7,054,723	6,787,053
Total liabilities and equity	\$ 13,422,186	\$ 13,152,871

The accompanying notes to consolidated financial statements are an integral part of these statements.

REALTY INCOME CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOMEFor the three months ended March 31, 2017 and 2016
(dollars in thousands, except per share data) (unaudited)

	Three months ended March 31,	
	2017	2016
REVENUE		
Rental	\$ 285,821	\$ 256,801
Tenant reimbursements	11,229	9,105
Other	975	1,210
Total revenue	298,025	267,116
EXPENSES		
Depreciation and amortization	121,097	107,933
Interest	59,305	60,678
General and administrative	13,565	12,318
Property (including reimbursable)	19,075	15,105
Income taxes	1,047	964
Provisions for impairment	5,433	1,923
Total expenses	219,522	198,921
Gain on sales of real estate	10,532	2,289
Net income	89,035	70,484
Net income attributable to noncontrolling interests	(165)	(241)
Net income attributable to the Company	88,870	70,243
Preferred stock dividends	(3,911)	(6,770)
Excess of redemption value over carrying value of preferred shares redeemed	(13,373)	-
Net income available to common stockholders	\$ 71,586	\$ 63,473
Amounts available to common stockholders per common share:		
Net income, basic and diluted	\$ 0.27	\$ 0.25
Weighted average common shares outstanding:		
Basic	263,340,491	250,173,815
Diluted	263,934,304	250,698,023

The accompanying notes to consolidated financial statements are an integral part of these statements.

REALTY INCOME CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the three months ended March 31, 2017 and 2016
 (dollars in thousands) (unaudited)

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 89,035	\$ 70,484
Adjustments to net income:		
Depreciation and amortization	121,097	107,933
Amortization of share-based compensation	2,753	2,605
Non-cash revenue adjustments	(1,343)	(3,099)
Amortization of net premiums on mortgages payable	(630)	(1,101)
Amortization of deferred financing costs	2,390	2,200
(Gain) loss on interest rate swaps	(1,330)	5,778
Gain on sales of real estate	(10,532)	(2,289)
Provisions for impairment on real estate	5,433	1,923
Change in assets and liabilities		
Accounts receivable and other assets	139	5,081
Accounts payable, accrued expenses and other liabilities	6,119	(53,225)
Net cash provided by operating activities	213,131	136,290
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in real estate	(374,573)	(313,169)
Improvements to real estate, including leasing costs	(3,749)	(902)
Proceeds from sales of real estate	31,232	11,038
Collection of loans receivable	30	12,428
Restricted escrow deposits for Section 1031 tax-deferred exchanges and pending acquisitions	(18,252)	(4,088)
Net cash used in investing activities	(365,312)	(294,693)
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash distributions to common stockholders	(162,506)	(147,345)
Cash dividends to preferred stockholders	(6,168)	(6,770)
Borrowings on line of credit	79,000	1,209,000
Payments on line of credit	(1,199,000)	(794,000)
Proceeds from notes and bonds payable issued	711,812	-
Principal payments on mortgages payable	(2,120)	(164,339)
Proceeds from common stock offerings, net	705,012	-
Proceeds from dividend reinvestment and stock purchase plan	56,991	3,512
Proceeds from At-the-Market (ATM) program	-	30,547
Distributions to noncontrolling interests	(631)	(382)
Debt issuance costs	(6,614)	-
Other items, including shares withheld upon vesting	(5,417)	(3,419)
Net cash provided by financing activities	170,359	126,804
Net increase (decrease) in cash and cash equivalents	18,178	(31,599)
Cash and cash equivalents, beginning of period	9,420	40,294
Cash and cash equivalents, end of period	\$ 27,598	\$ 8,695

For supplemental disclosures, see note 17.

The accompanying notes to consolidated financial statements are an integral part of these statements.

REALTY INCOME CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2017
(unaudited)

1. Management Statement

The consolidated financial statements of Realty Income Corporation (“Realty Income”, the “Company”, “we”, “our” or “us”) were prepared from our books and records without audit and include all adjustments (consisting of only normal recurring accruals) necessary to present a fair statement of results for the interim periods presented. Readers of this quarterly report should refer to our audited consolidated financial statements for the year ended December 31, 2016, which are included in our 2016 Annual Report on Form 10-K, as certain disclosures that would substantially duplicate those contained in the audited financial statements have not been included in this report.

At March 31, 2017, we owned 4,980 properties, located in 49 states and Puerto Rico, containing over 84.0 million leasable square feet.

2. Summary of Significant Accounting Policies and Procedures and Recent Accounting Pronouncements

A. The accompanying consolidated financial statements include the accounts of Realty Income and other entities for which we make operating and financial decisions (i.e., control), after elimination of all material intercompany balances and transactions. We consolidate entities that we control and record a noncontrolling interest for the portion that we do not own. Noncontrolling interest that was created or assumed as part of a business combination was recognized at fair value as of the date of the transaction (see note 11). We have no unconsolidated investments.

B. We have elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended. We believe we have qualified and continue to qualify as a REIT. Under the REIT operating structure, we are permitted to deduct dividends paid to our stockholders in determining our taxable income. Assuming our dividends equal or exceed our taxable net income, we generally will not be required to pay federal corporate income taxes on such income. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements, except for federal income taxes of our taxable REIT subsidiaries. The income taxes recorded on our consolidated statements of income represent amounts paid by Realty Income and its subsidiaries for city and state income and franchise taxes.

C. We recognize an allowance for doubtful accounts relating to accounts receivable for amounts deemed uncollectible. We consider tenant specific issues, such as financial stability and ability to pay rent, when determining collectability of accounts receivable and appropriate allowances to record. The allowance for doubtful accounts was \$2.1 million at March 31, 2017 and \$74,000 at December 31, 2016.

D. We assign a portion of goodwill to our applicable property sales, which results in a reduction of the carrying amount of our goodwill. In order to allocate goodwill to the carrying amount of properties that we sell, we utilize a relative fair value approach based on the original methodology for assigning goodwill. As we sell properties, our goodwill will likely continue to gradually decrease over time.

E. In May 2014, the Financial Accounting Standards Board, or FASB, issued ASU 2014-09, *Revenue from Contracts with Customers*. This ASU outlines a comprehensive model for companies to use in accounting for revenue arising from contracts with customers, and will apply to transactions such as the sale of real estate. This ASU is effective for interim and annual periods beginning after December 15, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. We plan to use the cumulative effect transition method upon adoption of the standard on January 1, 2018, and do not expect this topic to have a material impact on our consolidated financial statements or the related notes.

In February 2016, FASB issued Topic 842, *Leases*, which amended Topic 840, *Leases*. Under this amended topic, the accounting applied by a lessor is largely unchanged from that applied under Topic 840, *Leases*. The large majority of operating leases should remain classified as operating leases, and lessors should continue to

recognize lease income for those leases on a generally straight-line basis over the lease term . The amendments included in this topic are effective, on a retrospective or modified retrospective basis, for interim and annual periods beginning after December 15, 2018. We have not yet adopted this topic and are currently evaluating the impact this amendment may have on our consolidated financial statements.

In January 2017, FASB issued ASU 2017-01, which amends Topic 805, *Business Combinations* . FASB issued this ASU to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The ASU is effective for interim and annual periods beginning after December 15, 2017. We have not yet adopted this topic and are currently evaluating the impact this amendment may have on our consolidated financial statements.

3. Supplemental Detail for Certain Components of Consolidated Balance Sheets

A. Acquired lease intangible assets, net, consist of the following (dollars in thousands) at:	March 31, 2017	December 31, 2016
Acquired in-place leases	\$ 1,210,506	\$ 1,164,075
Accumulated amortization of acquired in-place leases	(382,307)	(358,040)
Acquired above-market leases	375,724	365,005
Accumulated amortization of acquired above-market leases	(95,827)	(88,720)
	<u>\$ 1,108,096</u>	<u>\$ 1,082,320</u>

B. Other assets, net, consist of the following (dollars in thousands) at:	March 31, 2017	December 31, 2016
Restricted escrow deposits	25,327	4,246
Prepaid expenses	16,910	14,406
Insurance proceeds receivable	10,641	300
Credit facility origination costs, net	6,563	7,303
Notes receivable issued in connection with property sales	5,360	5,390
Corporate assets, net	4,864	3,585
Impounds related to mortgages payable	2,074	2,015
Other items	118	444
	<u>\$ 71,857</u>	<u>\$ 37,689</u>

C. Distributions payable consist of the following declared distributions (dollars in thousands) at:	March 31, 2017	December 31, 2016
Common stock distributions	\$ 57,799	\$ 52,896
Preferred stock dividends	-	2,257
Noncontrolling interests distributions	86	82
	<u>\$ 57,885</u>	<u>\$ 55,235</u>

D. Accounts payable and accrued expenses consist of the following (dollars in thousands) at:	March 31, 2017	December 31, 2016
Notes payable - interest payable	\$ 42,223	\$ 60,668
Property taxes payable	13,352	16,949
Accrued costs on properties under development	5,163	9,049
Mortgages, term loans, credit line - interest payable and interest rate swaps	3,182	5,432
Shares subject to mandatory redemption - interest payable	1,655	-
Other items	21,063	29,058
	<u>\$ 86,638</u>	<u>\$ 121,156</u>

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E. Acquired lease intangible liabilities, net, consist of the following (dollars in thousands) at:	March 31, 2017	December 31, 2016
Acquired below-market leases	\$ 327,697	\$ 318,926
Accumulated amortization of acquired below-market leases	(59,211)	(54,720)
	<u>\$ 268,486</u>	<u>\$ 264,206</u>

F. Other liabilities consist of the following (dollars in thousands) at:	March 31, 2017	December 31, 2016
Rent received in advance and other deferred revenue ⁽¹⁾	\$ 110,468	\$ 74,098
Security deposits	6,516	6,502
Capital lease obligations	5,094	5,016
	<u>\$ 122,078</u>	<u>\$ 85,616</u>

⁽¹⁾ In connection with Diageo's sale of its wine business to Treasury Wine Estates, we agreed to release Diageo from its guarantee of our leases in exchange for Diageo's payment of \$75 million of additional rent to us. The additional rent was paid in two equal installments, one of which was received in August 2016 for \$37.5 million and was recorded as prepaid rent. The final payment of \$37.5 million was received in January 2017, at which time Treasury Wine Estates became the guarantor of our leases on those properties. We have accounted for this transaction as a lease modification and the additional rent will be recognized on a straight-line basis over the remaining lease terms of approximately 15 years.

4. Investments in Real Estate

We acquire land, buildings and improvements necessary for the successful operations of commercial tenants.

A. Acquisitions During the First Three Months of 2017 and 2016

During the first three months of 2017, we invested \$370.7 million in 60 new properties and properties under development or expansion with an initial weighted average contractual lease rate of 6.1%. The 60 new properties and properties under development or expansion are located in 18 states, will contain approximately 1.5 million leasable square feet, and are 100% leased with a weighted average lease term of 16.4 years. The tenants occupying the new properties operate in 13 industries and the property types consist of 98.7% retail and 1.3% industrial, based on rental revenue. None of our investments during 2017 caused any one tenant to be 10% or more of our total assets at March 31, 2017.

The \$370.7 million invested during the first three months of 2017 was allocated as follows: \$108.7 million to land, \$209.5 million to buildings and improvements, \$53.9 million to intangible assets related to leases, and \$1.4 million to intangible liabilities related to leases and other assumed liabilities. There was no contingent consideration associated with these acquisitions.

The properties acquired during the first three months of 2017 generated total revenues of \$688,000 and net income of \$217,000.

Of the \$370.7 million we invested during the first three months of 2017, \$365.7 million of the purchase price allocation is based on a preliminary measurement of fair value and is subject to change. Additionally, \$351.6 million invested in the fourth quarter of 2016 is based on a preliminary measurement of fair value and is subject to change. The allocation for these properties represents our current best estimate of fair value, and we expect to finalize the valuations and complete the purchase price allocations in 2017. During the first three months of 2017, we finalized the purchase price allocations for \$417.9 million invested in the fourth quarter of 2016. There were no material changes to our consolidated balance sheets or income statements as a result of these purchase price allocations being finalized.

In comparison, during the first three months of 2016, we invested \$352.6 million in 103 new properties and properties under development or expansion with an initial weighted average contractual lease rate of 6.6%. The 103 new properties and properties under development or expansion are located in 31 states, contain approximately 1.7 million leasable square feet, and are 100% leased with a weighted average lease term of 15.8 years. The tenants occupying the new properties operate in 18 industries and the property types consisted of 85.7% retail and 14.3% industrial, based on rental revenue.

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The \$352.6 million invested during the first three months of 2016 was allocated as follows: \$102.2 million to land, \$243.1 million to buildings and improvements, \$10.0 million to intangible assets related to leases, and \$2.0 million to intangible liabilities related to leases and other assumed liabilities. We also recorded mortgage premiums of \$692,000. There was no contingent consideration associated with these acquisitions.

The properties acquired during the first three months of 2016 generated total revenues of \$1.1 million and net income of \$408,000 for the three months ended March 31, 2016.

The estimated initial weighted average contractual lease rate for a property is generally computed as estimated contractual net operating income, which, in the case of a net leased property, is equal to the aggregate base rent for the first full year of each lease, divided by the total cost of the property. Since it is possible that a tenant could default on the payment of contractual rent, we cannot provide assurance that the actual return on the funds invested will remain at the percentages listed above.

In the case of a property under development or expansion, the contractual lease rate is generally fixed such that rent varies based on the actual total investment in order to provide a fixed rate of return. When the lease does not provide for a fixed rate of return on a property under development or expansion, the estimated initial weighted average contractual lease rate is computed as follows: estimated net operating income (determined by the lease) for the first full year of each lease, divided by our projected total investment in the property, including land, construction and capitalized interest costs. Of the \$370.7 million we invested during the first three months of 2017, \$5.0 million was invested in nine properties under development or expansion with an estimated initial weighted average contractual lease rate of 7.7%. Of the \$352.6 million we invested during the first three months of 2016, \$52.1 million was invested in 23 properties under development or expansion with an estimated initial weighted average contractual lease rate of 6.8%.

B. Acquisition Transaction Costs

Acquisition transaction costs of \$131,000 and \$24,000 were recorded to general and administrative expense on our consolidated statements of income during the first three months of 2017 and 2016, respectively.

C. Investments in Existing Properties

During the first three months of 2017, we capitalized costs of \$3.4 million on existing properties in our portfolio, consisting of \$410,000 for re-leasing costs, \$341,000 for recurring capital expenditures and \$2.6 million for non-recurring building improvements. In comparison, during the first three months of 2016, we capitalized costs of \$1.3 million on existing properties in our portfolio, consisting of \$191,000 for re-leasing costs, \$72,000 for recurring capital expenditures and \$1.0 million for non-recurring building improvements.

D. Properties with Existing Leases

Of the \$370.7 million we invested during the first three months of 2017, approximately \$321.7 million was used to acquire 35 properties with existing leases. In comparison, of the \$352.6 million we invested during the first three months of 2016, approximately \$26.8 million was used to acquire four properties with existing leases. The value of the in-place and above-market leases is recorded to acquired lease intangible assets, net on our consolidated balance sheets, and the value of the below-market leases is recorded to acquired lease intangible liabilities, net on our consolidated balance sheets.

The values of the in-place leases are amortized as depreciation and amortization expense. The amounts amortized to expense for all of our in-place leases, for the first three months of 2017 and 2016 were \$24.8 million and \$22.6 million, respectively.

The values of the above-market and below-market leases are amortized over the term of the respective leases, including any bargain renewal options, as an adjustment to rental revenue on our consolidated statements of income. The amounts amortized as a net decrease to rental revenue for capitalized above-market and below-market leases for the first three months of 2017 and 2016 were \$2.4 million and \$2.1 million, respectively. If a lease was to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be recorded to revenue or expense, as appropriate.

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The following table presents the estimated impact during the next five years and thereafter related to the amortization of the acquired above-market and below-market lease intangibles and the amortization of the in-place lease intangibles at March 31, 2017 (in thousands):

	Net increase (decrease) to rental revenue	Increase to amortization expense
2017	\$ (7,724)	\$ 75,038
2018	(10,063)	97,739
2019	(9,084)	87,481
2020	(8,315)	81,997
2021	(7,038)	73,768
Thereafter	30,813	412,176
Totals	\$ (11,411)	\$ 828,199

5. Credit Facility

In June 2015, we entered into a \$2.0 billion unsecured revolving credit facility, or our credit facility, which replaced our \$1.5 billion credit facility that was scheduled to expire in May 2016. The initial term of our credit facility expires in June 2019 and includes, at our option, two six-month extensions. Our credit facility has a \$1.0 billion accordion expansion option. Under our credit facility, our investment grade credit ratings as of March 31, 2017 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.90% with a facility commitment fee of 0.15%, for all-in drawn pricing of 1.05% over LIBOR. The borrowing rate is subject to an interest rate floor and may change if our investment grade credit ratings change. We also have other interest rate options available to us under our credit facility. Our credit facility is unsecured and, accordingly, we have not pledged any assets as collateral for this obligation.

At March 31, 2017, credit facility origination costs of \$6.6 million are included in other assets, net on our consolidated balance sheet. These costs are being amortized over the remaining term of our credit facility.

At March 31, 2017, we had a borrowing capacity of \$2.0 billion available on our credit facility (subject to customary conditions to borrowing) and no outstanding balance, as compared to an outstanding balance of \$1.12 billion at December 31, 2016.

The weighted average interest rate on outstanding borrowings under our credit facility was 1.7% during the first three months of 2017 and 1.5% during the first three months of 2016. Our credit facility is subject to various leverage and interest coverage ratio limitations, and at March 31, 2017, we were in compliance with the covenants on our credit facility.

6. Term Loans

In June 2015, in conjunction with entering into our credit facility, we entered into a \$250 million senior unsecured term loan maturing on June 30, 2020. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 0.95%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.67%.

In January 2013, in conjunction with our acquisition of American Realty Capital Trust, Inc., or ARCT, we entered into a \$70 million senior unsecured term loan maturing January 2018. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 1.20%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.15%.

Deferred financing costs of \$1.2 million incurred in conjunction with the \$250 million term loan and \$303,000 incurred in conjunction with the \$70 million term loan are being amortized over the remaining terms of each respective term loan. The net balance of these deferred financing costs, which was \$800,000 at March 31, 2017, and \$873,000 at December 31, 2016, is included within term loans, net on our consolidated balance sheets.

7. Mortgages Payable

During the first three months of 2017, we made \$2.1 million in principal payments. No mortgages were assumed during the first three months of 2017.

During the first three months of 2016, we made \$164.3 million in principal payments, including the repayment of seven mortgages in full for \$146.7 million. Additionally, we assumed mortgages totaling \$32.5 million, excluding net premiums. During the first three months of 2016, aggregate net premiums totaling \$692,000 were recorded upon the assumption of a mortgage with an above-market interest rate. Amortization of our net premiums is recorded as a reduction to interest expense over the remaining term of the respective mortgages, using a method that approximates the effective-interest method.

Our mortgages contain customary covenants, such as limiting our ability to further mortgage each applicable property or to discontinue insurance coverage without the prior consent of the lender. At March 31, 2017, we remain in compliance with these covenants.

The balance of our deferred financing costs, which are classified as part of mortgages payable, net, on our consolidated balance sheets, was \$286,000 at March 31, 2017 and \$324,000 at December 31, 2016. These costs are being amortized over the remaining term of each mortgage.

The following is a summary of all our mortgages payable as of March 31, 2017 and December 31, 2016, respectively (dollars in thousands):

As Of	Number of Properties ⁽¹⁾	Weighted Average Stated Interest Rate ⁽²⁾	Weighted Average Effective Interest Rate ⁽³⁾	Weighted Average Remaining Years Until Maturity	Remaining Principal Balance	Unamortized Premium and Deferred Finance Costs Balance, net	Mortgage Payable Balance
3/31/17	127	4.9%	4.3%	3.7	\$ 457,888	\$ 5,444	\$ 463,332
12/31/16	127	4.9%	4.3%	4.0	\$ 460,008	\$ 6,037	\$ 466,045

⁽¹⁾ At March 31, 2017 and December 31, 2016, there were 36 mortgages on 127 properties. The mortgages require monthly payments with principal payments due at maturity. The mortgages are at fixed interest rates, except for six mortgages on 15 properties totaling \$74.0 million at March 31, 2017 and December 31, 2016, including net unamortized discounts. After factoring in arrangements which limit our exposure to interest rate risk and effectively fix our per annum interest rates, our mortgage debt subject to variable rates totals \$38.2 million at March 31, 2017 and December 31, 2016.

⁽²⁾ Stated interest rates ranged from 2.6% to 6.9% at March 31, 2017, while stated interest rates ranged from 2.4% to 6.9% at December 31, 2016.

⁽³⁾ Effective interest rates ranged from 2.8% to 8.7% at March 31, 2017, while effective interest rates ranged from 2.5% to 8.8% at December 31, 2016.

The following table summarizes the maturity of mortgages payable, excluding net premiums of \$5.7 million and deferred finance costs of \$286,000, as of March 31, 2017 (dollars in millions):

Year of Maturity	Principal
2017	\$ 101.1
2018	21.9
2019	42.3
2020	82.4
2021	66.9
Thereafter	143.3
Totals	\$ 457.9

8. Notes Payable

A. General

Our senior unsecured notes and bonds consist of the following, sorted by maturity date (dollars in millions):

	March 31, 2017	December 31, 2016
5.375% notes, issued in September 2005 and due in September 2017	175	175
2.000% notes, issued in October 2012 and due in January 2018	350	350
6.750% notes, issued in September 2007 and due in August 2019	550	550
5.750% notes, issued in June 2010 and due in January 2021	250	250
3.250% notes, issued in October 2012 and due in October 2022	450	450
4.650% notes, issued in July 2013 and due in August 2023	750	750
3.875% notes, issued in June 2014 and due in July 2024	350	350
4.125% notes, \$250 issued in September 2014 and \$400 issued in March 2017, all of which are due in October 2026	650	250
3.000% notes, issued in October 2016 and due in January 2027	600	600
5.875% bonds, \$100 issued in March 2005 and \$150 issued in June 2011, all of which are due in March 2035	250	250
4.650% notes, issued in March 2017 and due in March 2047	300	-
Total principal amount	4,675	3,975
Unamortized original issuance discounts and deferred financing costs	(34)	(41)
	<u>\$ 4,641</u>	<u>\$ 3,934</u>

The following table summarizes the maturity of our notes and bonds payable as of March 31, 2017, excluding unamortized original issuance discounts and deferred financing costs (dollars in millions):

Year of Maturity	Principal
2017	\$ 175
2018	350
2019	550
2020	-
2021	250
Thereafter	3,350
Totals	<u>\$ 4,675</u>

As of March 31, 2017, the weighted average interest rate on our notes and bonds payable was 4.4% and the weighted average remaining years until maturity was 8.1 years.

B. Note Issuances

In March 2017, we issued \$300 million of 4.650% senior unsecured notes due 2047, or the 2047 Notes, and \$400 million of 4.125% senior unsecured notes due 2026, or the 2026 Notes. The public offering price for the 2047 Notes was 99.97% of the principal amount for an effective yield to maturity of 4.65%. The public offering price for the 2026 Notes was 102.98% of the principal amount for an effective yield to maturity of 3.75%. The 2026 Notes constituted a further issuance of, and formed a single series with, the \$250 million aggregate principal amount of senior notes due 2026, issued in September 2014. The net proceeds of approximately \$705.2 million from the offerings were used to repay borrowings outstanding under our credit facility to fund investment opportunities, and for other general corporate purposes.

9. Redemption of Preferred Stock

In March 2017, we issued an irrevocable notice of redemption for all 16,350,000 shares of our 6.625% Monthly Income Class F Preferred Stock for \$25 per share, plus accrued dividends. The redemption occurred in April 2017. The issuance of the redemption notice prior to the end of the quarter required us to reclassify \$408.8 million of preferred stock from stockholders' equity to liabilities on our consolidated balance sheet at March 31, 2017. These shares subject to mandatory redemption are presented at fair value. We incurred a charge of \$13.4 million, representing the Class F preferred stock original issuance costs that we paid in 2012.

10. Equity

A. Issuance of Common Stock

In March 2017, we issued 11,850,000 shares of common stock. After underwriting discounts and other offering costs of \$29.7 million, the net proceeds of \$705.0 million were used to repay borrowings under our credit facility.

B. Dividend Reinvestment and Stock Purchase Plan

Our Dividend Reinvestment and Stock Purchase Plan, or the DRSP, provides our common stockholders, as well as new investors, with a convenient and economical method of purchasing our common stock and reinvesting their distributions. Our DRSP also allows our current stockholders to buy additional shares of common stock by reinvesting all or a portion of their distributions. The DRSP authorizes up to 26,000,000 common shares to be issued. During the first three months of 2017, we issued 966,557 shares and raised approximately \$57.0 million under the DRSP. During the first three months of 2016, we issued 61,458 shares and raised approximately \$3.5 million under the DRSP. From the inception of the DRSP through March 31, 2017, we have issued 13,836,446 shares and raised approximately \$650.2 million.

Our DRSP includes a waiver approval process, allowing larger investors or institutions, per a formal approval process, to purchase shares at a small discount, if approved by us. During the first three months of 2017, we issued 927,695 shares and raised \$54.7 million under the waiver approval process. We did not issue shares under the waiver approval process during the first three months of 2016.

C. At-the-Market (ATM) Program

Through our "at-the-market" equity distribution program, or our ATM program, we can offer and sell up to 12,000,000 shares of common stock. The shares of common stock may be sold to, or through, a consortium of banks acting as our sales agents either by means of ordinary brokers' transactions on the NYSE at prevailing market prices or at negotiated prices. We did not issue any shares under the ATM program during the first three months of 2017. During the first three months of 2016, we issued 500,000 shares and raised approximately \$30.5 million under the ATM program. From the inception of our ATM program through March 31, 2017, we have issued 3,493,441 shares and raised \$203.1 million.

11. Noncontrolling Interests

In January 2013, we completed our acquisition of ARCT. Equity issued as consideration for this transaction included common and preferred partnership units issued by Tau Operating Partnership, L.P., or Tau Operating Partnership, the consolidated subsidiary which owns properties acquired through the ARCT acquisition. We and our subsidiaries hold a 99.4% interest in Tau Operating Partnership, and consolidate the entity.

In June 2013, we completed the acquisition of a portfolio of properties by issuing common partnership units in Realty Income, L.P. The units were issued as consideration for the acquisition. At March 31, 2017, the remaining units from this issuance represent a 0.4% ownership in Realty Income, L.P. We hold the remaining 99.6% interests in this entity and consolidate the entity.

Neither of the common partnership units have voting rights. Both common partnership units are entitled to monthly distributions equal to the amount paid to common stockholders of Realty Income, and are redeemable in cash or Realty Income common stock, at our option, and at a conversion ratio of one to one, subject to certain exceptions. Noncontrolling interests with redemption provisions that permit the issuer to settle in either cash or common stock, at the option of the issuer, were evaluated to determine whether temporary or permanent equity classification on the balance sheet was appropriate. We determined that the units meet the requirements to qualify for presentation as permanent equity.

In 2016, we completed the acquisition of two properties by acquiring a controlling interest in two separate joint ventures. We are the managing member of each of these joint ventures, and possess the ability to control the business and manage the affairs of these entities. At March 31, 2017, we and our subsidiaries held 92.4% and 74% interests, respectively, and fully consolidated these entities in our consolidated financial statements.

The following table represents the change in the carrying value of all noncontrolling interests through March 31, 2017 (dollars in thousands):

	Tau Operating Partnership units ⁽¹⁾	Realty Income, L.P. units ⁽²⁾	Other Noncontrolling Interests	Total
Carrying value at December 31, 2016	\$ 13,405	\$ 2,216	\$ 4,628	\$ 20,249
Distributions	(200)	(56)	(378)	(634)
Allocation of net income	65	64	36	165
Carrying value at March 31, 2017	<u>\$ 13,270</u>	<u>\$ 2,224</u>	<u>\$ 4,286</u>	<u>\$ 19,780</u>

⁽¹⁾ 317,022 Tau Operating Partnership units were issued on January 22, 2013 and remained outstanding as of March 31, 2017 and December 31, 2016.

⁽²⁾ 534,546 Realty Income, L.P. units were issued on June 27, 2013, and 88,182 remain outstanding as of March 31, 2017 and December 31, 2016.

During the first quarter of 2016, we adopted ASU 2015-02, which amends Topic 810, *Consolidation*. This ASU amended the criteria used to evaluate whether an entity is a variable interest entity, or VIE, resulting in the conclusion that all limited partnerships are considered VIEs, unless substantive kick-out rights or participating rights exist. Accordingly, we determined that both Tau Operating Partnership and Realty Income, L.P. are VIEs. We have also concluded that we are the primary beneficiary of these VIEs, based on our controlling financial interests. We evaluated the minority unitholder rights noting that they do not hold substantive kick-out rights or participating rights. These conclusions did not result in changes to our historical accounting for these partnerships. Below is a summary of selected financial data of consolidated VIEs, including the joint ventures acquired during 2016, for which we are the primary beneficiary included in the consolidated balance sheets at March 31, 2017 and December 31, 2016 (in thousands):

	March 31, 2017	December 31, 2016
Net real estate	\$ 2,996,473	\$ 3,040,903
Total assets	3,464,114	3,499,481
Total debt	250,002	251,047
Total liabilities	355,600	364,797

12. Fair Value of Financial Instruments

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The disclosure for assets and liabilities measured at fair value requires allocation to a three-level valuation hierarchy. This valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Categorization within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

We believe that the carrying values reflected in our consolidated balance sheets reasonably approximate the fair values for cash and cash equivalents, accounts receivable, escrow deposits, loans receivable, line of credit payable, term loans and all other liabilities, due to their short-term nature or interest rates and terms that are consistent with market, except for our notes receivable issued in connection with property sales, mortgages payable and our senior notes and bonds payable, which are disclosed as follows (dollars in millions):

At March 31, 2017	Carrying value per balance sheet	Estimated fair value
Notes receivable issued in connection with property sales	\$ 5.4	\$ 5.5
Mortgages payable assumed in connection with acquisitions, net	463.3	465.9
Notes and bonds payable, net	4,641.1	4,845.8
	Carrying value per balance sheet	Estimated fair value
At December 31, 2016		
Notes receivable issued in connection with property sales	\$ 5.4	\$ 5.5
Mortgages payable assumed in connection with acquisitions, net	466.0	468.7
Notes and bonds payable, net	3,934.4	4,143.3

The estimated fair values of our notes receivable issued in connection with property sales and our mortgages payable have been calculated by discounting the future cash flows using an interest rate based upon the relevant Treasury yield curve, plus an applicable credit-adjusted spread. Because this methodology includes unobservable inputs that reflect our own internal assumptions and calculations, the measurement of estimated fair values related to our notes receivable and mortgages payable is categorized as level three on the three-level valuation hierarchy.

The estimated fair values of our senior notes and bonds payable are based upon indicative market prices and recent trading activity of our senior notes and bonds payable. Because this methodology includes inputs that are less observable by the public and are not necessarily reflected in active markets, the measurement of the estimated fair values, related to our notes and bonds payable, is categorized as level two on the three-level valuation hierarchy.

We record interest rate swaps on the consolidated balance sheet at fair value. At March 31, 2017, interest rate swaps in a liability position valued at \$1.0 million were included in accounts payable and accrued expenses and interest rate swaps in an asset position valued at \$210,000 were included in other assets, net on the consolidated balance sheet. The fair value of our interest rate swaps are based on valuation techniques including discounted cash flow analysis on the expected cash flows of each swap, using both observable and unobservable market-based inputs, including interest rate curves. Because this methodology uses observable and unobservable inputs, and the unobservable inputs are not significant to the fair value measurement, the measurement of interest rate swaps is categorized as level two on the three-level valuation hierarchy.

13. Gain on Sales of Real Estate

During the first three months of 2017, we sold 14 properties for \$31.2 million, which resulted in a gain of \$10.5 million. During the first three months of 2016, we sold 11 properties for \$11.0 million, which resulted in a gain of \$2.3 million.

14. Impairments

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. A provision is made for impairment if estimated future operating cash flows (undiscounted and without interest charges) plus estimated disposition proceeds (undiscounted) are less than the current book value of the property. Key factors that we utilize in this analysis include projected rental rates, estimated holding periods, historical sales and releases, capital expenditures and property sales capitalization rates. If a property is classified as held for sale, it is carried at the lower of carrying cost or estimated fair value, less estimated cost to sell, and depreciation of the property ceases.

For the first three months of 2017, we recorded total provisions for impairment of \$5.4 million on five properties classified as held for sale, three properties classified as held for investment, and one sold property in a total of five industries. For the first three months of 2016, we recorded total provisions for impairment of \$1.9 million on eight sold properties in a total of seven industries.

15. Distributions Paid and Payable

A. Common Stock

We pay monthly distributions to our common stockholders. The following is a summary of monthly distributions paid per common share for the first three months of 2017 and 2016:

Month	2017		2016	
January	\$	0.2025	\$	0.1910
February		0.2105		0.1985
March		0.2105		0.1985
Total	\$	0.6235	\$	0.5880

At March 31, 2017, a distribution of \$0.211 per common share was payable and was paid in April 2017.

B. Class F Preferred Stock

Prior to the notice of redemption of the Class F preferred stock in March 2017, dividends of \$0.101215 per share were paid monthly in arrears on the Class F preferred stock. During each of the first three months of 2017 and 2016, we paid three monthly dividends to holders of our Class F preferred stock totaling \$0.414063 per share, or \$3.9 million, and \$6.8 million, respectively, and at March 31, 2017, a final monthly dividend of \$0.101215 per share was payable and was paid in April 2017. As discussed in note 9, during April 2017 we redeemed all 16,350,000 shares for \$25 per share, plus accrued dividends. Dividends that accrued subsequent to the March 2017 notice of redemption date for the Class F preferred stock were recorded to interest expense.

16. Net Income per Common Share

Basic net income per common share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted net income per common share is computed by dividing net income available to common stockholders, plus income attributable to dilutive shares and convertible common units, for the period by the weighted average number of common shares that would have been outstanding assuming the issuance of common shares for all potentially dilutive common shares outstanding during the reporting period.

The following is a reconciliation of the denominator of the basic net income per common share computation to the denominator of the diluted net income per common share computation.

	Three months ended March 31,	
	2017	2016
Weighted average shares used for the basic net income per share computation	263,340,491	250,173,815
Incremental shares from share-based compensation	276,791	207,186
Weighted average partnership common units convertible to common shares that were dilutive	317,022	317,022
Weighted average shares used for diluted net income per share computation	263,934,304	250,698,023
Unvested shares from share-based compensation that were anti-dilutive	58,887	400
Weighted average partnership common units convertible to common shares that were anti-dilutive	88,182	330,045

17. Supplemental Disclosures of Cash Flow Information

Cash paid for interest was \$75.6 million in the first three months of 2017 and \$84.1 million in the first three months of 2016.

Interest capitalized to properties under development was \$190,000 in the first three months of 2017 and \$126,000 the first three months of 2016.

Cash paid for income taxes was \$2.5 million in the first three months of 2017 and \$1.6 million the first three months of 2016.

The following non-cash activities are included in the accompanying consolidated financial statements:

- A. During the first three months of 2017, we removed the net book value of two damaged buildings from our consolidated balance sheet, and recorded net receivables of \$10.6 million in anticipation of receiving insurance proceeds for these properties.
- B. During the first three months of 2016, we assumed mortgages payable to third-party lenders of \$32.5 million, and recorded \$692,000 of net premiums.

18. Segment Information

We evaluate performance and make resource allocation decisions on an industry by industry basis. For financial reporting purposes, we have grouped our tenants into 47 activity segments. All of the properties are incorporated into one of the applicable segments. Because almost all of our leases require the tenant to pay operating expenses, rental revenue is the only component of segment profit and loss we measure.

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The following tables set forth certain information regarding the properties owned by us, classified according to the business of the respective tenants (dollars in thousands):

Assets, as of:	March 31, 2017	December 31, 2016
Segment net real estate:		
Apparel	\$ 173,999	\$ 175,418
Automotive service	205,607	152,220
Automotive tire services	251,650	238,151
Beverages	292,377	293,447
Child care	48,604	49,584
Convenience stores	1,041,436	1,050,285
Dollar stores	1,111,511	1,120,896
Drug stores	1,529,785	1,541,846
Financial services	403,931	408,228
General merchandise	247,193	248,040
Grocery stores	679,524	464,359
Health and fitness	807,317	823,697
Home improvement	309,905	311,459
Motor vehicle dealerships	209,588	197,713
Restaurants-casual dining	499,380	511,863
Restaurants-quick service	571,215	574,532
Theaters	365,757	370,732
Transportation services	791,483	796,717
Wholesale club	436,306	439,557
28 other non-reportable segments	2,119,272	2,135,047
Total segment net real estate	12,095,840	11,903,791
Intangible assets:		
Apparel	42,704	43,786
Automotive service	36,905	33,160
Automotive tire services	11,115	11,533
Beverages	2,216	2,280
Convenience stores	14,004	14,372
Dollar stores	49,853	51,249
Drug stores	179,784	182,981
Financial services	28,551	29,749
General merchandise	43,975	43,248
Grocery stores	102,491	65,412
Health and fitness	62,202	63,574
Home improvement	47,434	49,932
Motor vehicle dealerships	34,412	25,032
Restaurants-casual dining	21,563	22,058
Restaurants-quick service	42,606	43,356
Theaters	12,860	13,822
Transportation services	98,001	101,664
Wholesale club	31,941	32,723
Other non-reportable segments	245,479	252,389
Goodwill:		
Automotive service	439	440
Automotive tire services	862	862
Child care	4,945	4,945
Convenience stores	2,004	2,008
Restaurants-casual dining	2,094	2,107
Restaurants-quick service	1,068	1,068
Other non-reportable segments	3,624	3,637
Other corporate assets	203,214	151,693
Total assets	\$13,422,186	\$ 13,152,871

Revenue for the three months ended March 31,	2017	2016
Segment rental revenue:		
Apparel	\$ 4,966	\$ 4,875
Automotive service	5,543	4,677
Automotive tire services	7,159	7,264
Beverages	7,758	6,404
Child care	5,487	5,092
Convenience stores	28,303	22,864
Dollar stores	22,752	22,595
Drug stores	31,631	28,421
Financial services	7,159	4,313
General merchandise	5,361	4,259
Grocery stores	10,162	7,645
Health and fitness	21,605	21,304
Home improvement	6,919	6,054
Motor vehicle dealerships	6,736	4,214
Restaurants-casual dining	10,890	9,835
Restaurants-quick service	14,336	12,794
Theaters	13,344	13,449
Transportation services	15,388	13,091
Wholesale club	9,413	9,370
28 other non-reportable segments	50,909	48,281
Total rental revenue	285,821	256,801
Tenant reimbursements	11,229	9,105
Other revenue	975	1,210
Total revenue	\$ 298,025	\$ 267,116

19. Common Stock Incentive Plan

In 2012, our Board of Directors adopted and stockholders approved the Realty Income Corporation 2012 Incentive Award Plan, or the 2012 Plan, to enable us to motivate, attract and retain the services of directors and employees considered essential to our long-term success. The 2012 Plan offers our directors and employees an opportunity to own our stock or rights that will reflect our growth, development and financial success. Under the terms of the 2012 plan, the aggregate number of shares of our common stock subject to options, restricted stock, stock appreciation rights, restricted stock units and other awards, will be no more than 3,985,734 shares. The 2012 Plan has a term of ten years from the date it was adopted by our Board of Directors.

The amount of share-based compensation costs recognized in general and administrative expense on our consolidated statements of income was \$2.8 million during the first three months of 2017 and \$2.6 million during the first three months of 2016.

A. Restricted Stock

During the first three months of 2017, we granted 114,118 shares of common stock under the 2012 Plan. 72,626 of these shares vest over a four-year service period, and the remaining 41,492 shares vest over a five-year service period.

As of March 31, 2017, the remaining unamortized share-based compensation expense related to restricted stock totaled \$23.8 million, which is being amortized on a straight-line basis over the service period of each applicable award. The amount of share-based compensation is based on the fair value of the stock at the grant date. We define the grant date as the date the recipient and Realty Income have a mutual understanding of the key terms and condition of the award, and the recipient of the grant begins to benefit from, or be adversely affected by, subsequent changes in the price of the shares.

B. Performance Shares and Restricted Stock Units

During the first three months of 2017, we granted 111,637 performance shares, as well as dividend equivalent rights, to our executive officers. The performance shares are earned based on our TSR performance relative to select industry indices and peer groups as well as achievement of certain operating metrics, and vest 50% on the first and second January 1 after the end of the three year performance period, subject to continued service.

During the first three months of 2017, we also granted 10,191 restricted stock units of which 6,161 vest over a four-year service period, and the remaining 4,030 vest over a five-year service period. These restricted stock units have the same economic rights as shares of restricted stock.

As of March 31, 2017, the remaining share-based compensation expense related to the performance shares and restricted stock units totaled \$12.5 million. The fair value of the performance share was estimated on the date of grant using a Monte Carlo Simulation model. The performance shares are being recognized on a tranche-by-tranche basis over the service period. The amount of share-based compensation for the restricted stock units is based on the fair value of our common stock at the grant date. The restricted stock units are being recognized on a straight-line basis over the service period.

20. Commitments and Contingencies

In the ordinary course of business, we are party to various legal actions which we believe are routine in nature and incidental to the operation of our business. We believe that the outcome of the proceedings will not have a material adverse effect upon our consolidated financial position or results of operations.

At March 31, 2017, we had commitments of \$5.0 million for re-leasing costs, recurring capital expenditures, and non-recurring building improvements. In addition, as of March 31, 2017, we had committed \$67.1 million under construction contracts, which is expected to be paid in the next twelve months.

21. Subsequent Events

In April 2017, we declared a dividend of \$0.211 per share to our common stockholders, which will be paid in May 2017.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including the documents incorporated by reference, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended. When used in this quarterly report, the words "estimated", "anticipated", "expect", "believe", "intend" and similar expressions are intended to identify forward-looking statements. Forward-looking statements include discussions of strategy, plans, or intentions of management. Forward-looking statements are subject to risks, uncertainties, and assumptions about Realty Income Corporation, including, among other things:

- Our anticipated growth strategies;
- Our intention to acquire additional properties and the timing of these acquisitions;
- Our intention to sell properties and the timing of these property sales;
- Our intention to re-lease vacant properties;
- Anticipated trends in our business, including trends in the market for long-term, net leases of freestanding, single-tenant properties; and
- Future expenditures for development projects.

Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. In particular, some of the factors that could cause actual results to differ materially are:

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- Our continued qualification as a real estate investment trust;
- General business and economic conditions;
- Competition;
- Fluctuating interest rates;
- Access to debt and equity capital markets;
- Continued volatility and uncertainty in the credit markets and broader financial markets;
- Other risks inherent in the real estate business including tenant defaults, potential liability relating to environmental matters, illiquidity of real estate investments, and potential damages from natural disasters;
- Impairments in the value of our real estate assets;
- Changes in the tax laws of the United States of America;
- The outcome of any legal proceedings to which we are a party or which may occur in the future; and
- Acts of terrorism and war.

Additional factors that may cause risks and uncertainties include those discussed in the sections entitled “Business”, “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K, for the fiscal year ended December 31, 2016.

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date that this quarterly report was filed with the Securities and Exchange Commission, or SEC. While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date of this quarterly report or to reflect the occurrence of unanticipated events. In light of these risks and uncertainties, the forward-looking events discussed in this quarterly report might not occur.

THE COMPANY

Realty Income, The Monthly Dividend Company[®], is an S&P 500 company dedicated to providing stockholders with dependable monthly dividends that increase over time. The company is structured as a real estate investment trust, or REIT, requiring it annually to distribute at least 90% of its taxable income (excluding net capital gains) in the form of dividends to its stockholders. The monthly dividends are supported by the cash flow generated from real estate owned under long-term, net lease agreements with regional and national commercial tenants. The company has in-house acquisition, portfolio management, asset management, real estate research, credit research, legal, finance and accounting, information technology, and capital markets capabilities.

Realty Income was founded in 1969, and listed on the New York Stock Exchange (NYSE: O) in 1994. Over the past 48 years, Realty Income has been acquiring and managing freestanding commercial properties that generate rental revenue under long-term net lease agreements. The company is a member of the S&P High Yield Dividend Aristocrats[®] index for having increased its dividend every year for more than 20 consecutive years.

At March 31, 2017, we owned a diversified portfolio:

- Of 4,980 properties;
- With an occupancy rate of 98.3%, or 4,897 properties leased and 83 properties available for lease;
- Leased to 250 different commercial tenants doing business in 47 separate industries;
- Located in 49 states and Puerto Rico;
- With over 84.0 million square feet of leasable space; and
- With an average leasable space per property of approximately 16,880 square feet; approximately 11,610 square feet per retail property and 221,920 square feet per industrial property.

Of the 4,980 properties in the portfolio, 4,956, or 99.5%, are single-tenant properties, and the remaining are multi-tenant properties. At March 31, 2017, of the 4,956 single-tenant properties, 4,873 were leased with a weighted average remaining lease term (excluding rights to extend a lease at the option of the tenant) of approximately 9.7 years.

Investment Philosophy

We believe that owning an actively managed, diversified portfolio of commercial properties under long-term, net lease agreements produces consistent and predictable income. A net lease typically requires the tenant to be responsible for monthly rent and certain property operating expenses including property taxes, insurance, and maintenance. In addition, tenants of our properties typically pay rent increases based on: (1) increases in the consumer price index (typically subject to ceilings), (2) fixed increases, or (3) additional rent calculated as a percentage of the tenants' gross sales above a specified level. We believe that a portfolio of properties under long-term, net lease agreements generally produces a more predictable income stream than many other types of real estate portfolios, while continuing to offer the potential for growth in rental income.

Diversification is also a key component of our investment philosophy. We believe that diversification of the portfolio by tenant, industry, geography, and, to a certain extent, property type leads to more consistent and predictable income for our stockholders by reducing vulnerability that can come with any single concentration. Our investment activities have led to a diversified property portfolio that, as of March 31, 2017, consisted of 4,980 properties located in 49 states and Puerto Rico, leased to 250 different commercial tenants doing business in 47 industries. Each of the 47 industries represented in our property portfolio individually accounted for no more than 11.1% of our rental revenue for the quarter ended March 31, 2017.

Investment Strategy

Our investment strategy is to acquire real estate leased to regional and national tenants. When identifying new properties for investment, we generally focus on acquiring high-quality real estate that tenants consider important to the successful operation of their business. We generally seek to acquire real estate that has the following characteristics:

- Properties that are freestanding, commercially-zoned with a single tenant;
- Properties that are in significant markets or strategic locations critical to generating revenue for regional and national tenants (i.e. they need the property in which they operate in order to conduct their business);
- Properties that we deem to be profitable for the tenants and/or can generally be characterized as important to the successful operations of the company's business;
- Properties that are located within attractive demographic areas relative to the business of our tenants, generally fungible, and have good visibility and easy access to major thoroughfares;
- Properties with real estate valuations that approximate replacement costs;
- Properties with rental or lease payments that approximate market rents; and
- Properties that can be purchased with the simultaneous execution or assumption of long-term, net lease agreements, offering both current income and the potential for future rent increases.

We seek to invest in industries in which several, well-organized, regional and national tenants are capturing market share through the selection of prime real estate locations supported by superior service, quality control, economies of scale, consumer branding, and advertising. In addition, we frequently acquire large portfolios of single-tenant properties net leased to different tenants operating in a variety of industries. We have an internal team dedicated to sourcing such opportunities, often using our relationships with various tenants, owners/developers, and advisers to uncover and secure transactions. We also undertake thorough research and analysis to identify what we consider to be appropriate property locations, tenants, and industries for investment. This research expertise is instrumental to uncovering net lease opportunities in markets where we believe we can add value.

In selecting potential investments, we look for tenants with the following attributes:

- Tenants with reliable and sustainable cash flow;
- Tenants with revenue and cash flow from multiple sources;
- Tenants that are willing to sign a long-term lease (10 or more years); and
- Tenants that are large owners and users of real estate.

From a retail perspective, our investment strategy is to target tenants that have a service, non-discretionary, and/or low-price-point component to their business. We believe these characteristics better position tenants to operate in a variety of economic conditions and to compete more effectively with internet retailers. As a result of the execution of this strategy, over 90% of our annualized retail rental revenue at March 31, 2017 is derived from tenants with a service, non-discretionary, and/or low price point component to their business. From a non-

retail perspective, we target industrial properties leased to Fortune 1000, primarily investment grade rated companies. We believe these characteristics enhance the stability of the rental revenue generated from these properties.

After applying this investment strategy, we pursue those transactions where we can achieve an attractive investment spread over our cost of capital and favorable risk-adjusted returns.

Underwriting Strategy

In order to be considered for acquisition, properties must meet stringent underwriting requirements. We have established a four-part analysis that examines each potential investment based on:

- The aforementioned overall real estate characteristics, including demographics, replacement cost and comparative rental rates;
- Industry, tenant (including credit profile), and market conditions;
- Store profitability for retail locations if profitability data is available; and
- The importance of the real estate location to the operations of the tenants' business.

We believe the principal financial obligations for most of our tenants typically include their bank and other debt, payment obligations to suppliers, and real estate lease obligations. Because we typically own the land and building in which a tenant conducts its business or which are critical to the tenant's ability to generate revenue, we believe the risk of default on a tenant's lease obligation is less than the tenant's unsecured general obligations. It has been our experience that tenants must retain their profitable and critical locations in order to survive. Therefore, in the event of reorganization, they are less likely to reject a lease of a profitable or critical location because this would terminate their right to use the property.

Thus, as the property owner, we believe that we will fare better than unsecured creditors of the same tenant in the event of reorganization. If a property is rejected by the tenant during reorganization, we own the property and can either lease it to a new tenant or sell the property. In addition, we believe that the risk of default on real estate leases can be further mitigated by monitoring the performance of the tenants' individual locations and considering whether to proactively sell locations that meet our criteria for disposition.

Prior to entering into any transaction, our research department conducts a review of a tenant's credit quality. The information reviewed may include reports and filings, including any public credit ratings, financial statements, debt and equity analyst reports, and reviews of corporate credit spreads, stock prices, market capitalization, and other financial metrics. We conduct additional due diligence, including additional financial reviews of the tenant and a more comprehensive review of the business segment and industry in which the tenant operates. We continue to monitor our tenants' credit quality on an ongoing basis by reviewing the available information previously discussed, and providing summaries of these findings to management. We estimate that approximately 45% of our annualized rental revenue comes from properties leased to investment grade rated companies or their subsidiaries. At March 31, 2017, our top 20 tenants represent approximately 53% of our annualized revenue and nine of these tenants have investment grade credit ratings or are subsidiaries of investment grade companies.

Portfolio and Asset Management Strategy

In addition to pursuing new properties for investment, we seek to increase earnings and distributions to stockholders through active portfolio and asset management.

Generally, our portfolio and asset management efforts seek to achieve:

- Rent increases at the expiration of existing leases, when market conditions permit;
- Optimum exposure to certain tenants, industries, and markets through re-leasing vacant properties and selectively selling properties;
- Maximum asset-level returns on properties that are re-leased or sold;
- Additional value creation from the existing portfolio by enhancing individual properties, pursuing alternative uses, and deriving ancillary revenue; and
- Investment opportunities in new asset classes for the portfolio.

We continually monitor our portfolio for any changes that could affect the performance of our tenants, our tenants' industries, and the real estate locations in which we have invested. We also regularly analyze our portfolio with a view towards optimizing its returns and enhancing its overall credit quality. Our active portfolio and asset management strategy pursues asset sales when we believe the reinvestment of the sale proceeds will:

- Generate higher returns;
- Enhance the credit quality of our real estate portfolio;
- Extend our average remaining lease term; and/or
- Decrease tenant, industry, or geographic concentration.

At March 31, 2017, we classified 13 properties with a carrying amount of \$11.8 million as held for sale on our balance sheet. For 2017, we intend to continue our active disposition efforts to further enhance our real estate portfolio and anticipate \$75 to \$100 million in property sales. We plan to invest these proceeds into new property acquisitions, if there are attractive opportunities available. However, we cannot guarantee that we will sell properties during the remainder of 2017 at our estimated values or be able to invest the property sale proceeds in new properties.

The active management of the portfolio is an essential component of our long-term strategy of maintaining high occupancy. Since 1970, our occupancy rate at the end of each year has never been below 96%. However, we cannot assure you that our future occupancy levels will continue to equal or exceed 96%.

Impact of Real Estate and Credit Markets

In the commercial real estate market, property prices generally continue to fluctuate. Likewise, during certain periods, the U.S. credit markets have experienced significant price volatility, dislocations, and liquidity disruptions, which may impact our access to and cost of capital. We continually monitor the commercial real estate and U.S. credit markets carefully and, if required, will make decisions to adjust our business strategy accordingly.

RECENT DEVELOPMENTS

Increases in Monthly Dividends to Common Stockholders

We have continued our 48-year policy of paying monthly dividends. In addition, we increased the dividend three times during 2017. As of April 2017, we have paid 78 consecutive quarterly dividend increases and increased the dividend 91 times since our listing on the NYSE in 1994.

2017 Dividend increases	Month Declared	Month Paid	Dividend per share	Increase per share
1st increase	Dec 2016	Jan 2017	\$ 0.2025	\$ 0.0005
2nd increase	Jan 2017	Feb 2017	\$ 0.2105	\$ 0.0080
3rd increase	Mar 2017	Apr 2017	\$ 0.2110	\$ 0.0005

The dividends paid per share during the first three months of 2017 totaled approximately \$0.624, as compared to approximately \$0.588 during the first three months of 2016, an increase of \$0.036, or 6.1%.

The monthly dividend of \$0.211 per share represents a current annualized dividend of \$2.532 per share, and an annualized dividend yield of approximately 4.3% based on the last reported sale price of our common stock on the NYSE of \$59.53 on March 31, 2017. Although we expect to continue our policy of paying monthly dividends, we cannot guarantee that we will maintain our current level of dividends, that we will continue our pattern of increasing dividends per share, or what our actual dividend yield will be in any future period.

Acquisitions During the First Three Months of 2017

During the first three months of 2017, we invested \$370.7 million in 60 new properties and properties under development or expansion, with an initial weighted average contractual lease rate of 6.1%. The 60 new properties and properties under development or expansion are located in 18 states, will contain approximately 1.5 million leasable square feet, and are 100% leased with a weighted average lease term of 16.4 years. The tenants occupying the new properties operate in 13 industries and the property types are 98.7% retail and 1.3% industrial, based on rental revenue. During the first three months of 2017, none of our real estate investments caused any one tenant to be 10% or more of our total assets at March 31, 2017.

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The estimated initial weighted average contractual lease rate for a property is generally computed as estimated contractual net operating income, which, in the case of a net leased property, is equal to the aggregate base rent for the first full year of each lease, divided by the total cost of the property. Since it is possible that a tenant could default on the payment of contractual rent, we cannot provide assurance that the actual return on the funds invested will remain at the percentages listed above.

In the case of a property under development or expansion, the contractual lease rate is generally fixed such that rent varies based on the actual total investment in order to provide a fixed rate of return. When the lease does not provide for a fixed rate of return on a property under development or expansion, the estimated initial weighted average contractual lease rate is computed as follows: estimated net operating income (determined by the lease) for the first full year of each lease, divided by our projected total investment in the property, including land, construction and capitalized interest costs. Of the \$370.7 million we invested during the first three months of 2017, \$5.0 million was invested in nine properties under development or expansion with an estimated initial weighted average contractual lease rate of 7.7%. We may continue to pursue development or expansion opportunities under similar arrangements in the future.

Portfolio Discussion

Leasing Results

At March 31, 2017, we had 83 properties available for lease out of 4,980 properties in our portfolio, which represents a 98.3% occupancy rate based on the number of properties in our portfolio. Since December 31, 2016, when we reported 84 properties available for lease out of 4,944 and a 98.3% occupancy rate, we:

- Had 60 lease expirations (including leases rejected in bankruptcy);
- Re-leased 49 properties; and
- Sold 12 vacant properties.

Of the 49 properties re-leased during the first three months of 2017, 46 properties were re-leased to existing tenants, and three were re-leased to new tenants after a period of vacancy. The annual rent on these 49 leases was \$8,007,000, as compared to the previous rent on these same properties of \$7,731,000, which represents a rent recapture rate of 103.6% on the properties re-leased during the first three months of 2017.

As part of our re-leasing costs, we pay leasing commissions to unrelated, third party real estate brokers consistent with the commercial real estate industry standard, and sometimes provide tenant rent concessions. We do not consider the collective impact of the leasing commissions or tenant rent concessions to be material to our financial position or results of operations.

At March 31, 2017, our average annualized rental revenue was approximately \$13.73 per square foot on the 4,897 leased properties in our portfolio. At March 31, 2017, we classified 13 properties with a carrying amount of \$11.8 million as held for sale on our balance sheet. The expected sale of these properties does not represent a strategic shift that will have a major effect on our operations and financial results and, accordingly, they are not reported as discontinued operations. The expected sale of these properties is consistent with our active disposition efforts to further enhance our real estate portfolio and maximize portfolio returns.

Investments in Existing Properties

In the first three months of 2017, we capitalized costs of \$3.4 million on existing properties in our portfolio, consisting of \$410,000 for re-leasing costs, \$341,000 for recurring capital expenditures, and \$2.6 million for non-recurring building improvements. In the first three months of 2016, we capitalized costs of \$1.3 million on existing properties in our portfolio, consisting of \$191,000 for re-leasing costs, \$72,000 for recurring capital expenditures and \$1.0 million for non-recurring building improvements. We define recurring capital expenditures as mandatory and recurring landlord capital obligations that have a limited useful life. We define non-recurring capital expenditures as property improvements where we invest additional capital that extends the useful life of the property.

The majority of our building improvements relate to roof repairs, HVAC improvements, and parking lot resurfacing and replacements. The amounts of our capital expenditures can vary significantly, depending on the rental market, tenant credit worthiness, the lease term and the willingness of tenants to pay higher rents over the terms of the leases.

Note Issuance

In March 2017, we issued \$300 million of 4.650% senior unsecured notes due 2047, or the 2047 Notes, and \$400 million of 4.125% senior unsecured notes due 2026, or the 2026 Notes. The public offering price for the 2047 Notes was 99.97% of the principal amount for an effective yield to maturity of 4.65%. The public offering price for the 2026 Notes was 102.98% of the principal amount for an effective yield to maturity of 3.75%. The 2026 Notes constituted a further issuance of, and formed a single series with, the \$250 million aggregate principal amount of senior notes due 2026, issued in September 2014. The net proceeds of approximately \$705.2 million from the offerings were used to repay borrowings outstanding under our credit facility to fund investment opportunities and for other general corporate purposes.

Issuance of Common Stock

In March 2017, we issued 11,850,000 shares of common stock. After underwriting discounts and other offering costs of \$29.7 million, the net proceeds of \$705.0 million were used to repay borrowings under our credit facility.

Redemption of Preferred Stock

In March 2017, we issued an irrevocable notice of redemption for all 16,350,000 shares of our 6.625% Monthly Income Class F Preferred Stock for \$25 per share, plus accrued dividends. The redemption occurred in April 2017. The issuance of the redemption notice prior to the end of the quarter required us to reclassify \$408.8 million of preferred stock from stockholders' equity to liabilities on our consolidated balance sheet at March 31, 2017. These shares subject to mandatory redemption are presented at fair value. We incurred a non-cash charge of \$13.4 million. This charge is for the excess of redemption value over the carrying value and represents the Class F preferred stock original issuance costs that were paid in 2012.

Net Income Available to Common Stockholders

Net income available to common stockholders was \$71.6 million in the first three months of 2017, as compared to \$63.5 million in the first three months of 2016, an increase of \$8.1 million. On a diluted per common share basis, net income was \$0.27 in the first three months of 2017, as compared to \$0.25 in the first three months of 2016, an increase of \$0.02, or 8.0%.

Net income and funds from operations available to common stockholders per share for the quarter ended March 31, 2017 were impacted by a \$13.4 million non-cash redemption charge on the Class F preferred shares that were redeemed in April 2017, which represents \$0.05 per share. This charge is for the excess in redemption value over the carrying value of the Class F preferred stock and represents the original issuance cost that was paid in 2012.

Net income and funds from operations available to common stockholders for the first three months of 2017 was impacted by a non-cash gain of \$1.3 million, or \$0.005 net income per share, resulting from fair value adjustments on our interest rate swaps. Net income available to common stockholders for the first three months of 2016 was impacted by a non-cash loss of \$5.8 million, or \$0.02 net income per share, resulting from fair value adjustments on our interest rate swaps. Each quarter we adjust the carrying value of our interest rate swaps to fair value. The changes in the fair value of our interest rate swaps are recorded to interest expense.

The calculation to determine net income available to common stockholders includes impairments, gains from the sale of properties and/or fair value adjustments on our interest rate swaps. These items vary from period to period based on the timing of property sales and the interest rate environment, and can significantly impact net income available to common stockholders.

Gains from the sale of properties during the first three months of 2017 were \$10.5 million, as compared to gains from the sale of properties of \$2.3 million during the first three months of 2016.

Funds from Operations Available to Common Stockholders (FFO)

In the first three months of 2017, our FFO increased by \$16.6 million, or 9.7%, to \$187.2 million, as compared to \$170.6 million in the first three months of 2016. On a diluted per common share basis, FFO was \$0.71 in the first three months of 2017, compared to \$0.68 in the first three months of 2016, an increase of \$0.03, or 4.4%.

Adjusted Funds from Operations Available to Common Stockholders (AFFO)

In the first three months of 2017, our AFFO increased by \$25.4 million, or 14.4%, to \$201.3 million versus \$175.9 million in the first three months of 2016. On a diluted per common share basis, our AFFO was \$0.76 in the first three months of 2017, compared to \$0.70 in the first three months of 2016, an increase of \$0.06, or 8.6%.

See our discussion of FFO and AFFO (which are not financial measures under generally accepted accounting principles, or GAAP), later in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in this quarterly report, which includes a reconciliation of net income available to common stockholders to FFO and AFFO.

LIQUIDITY AND CAPITAL RESOURCES

Capital Philosophy

Historically, we have met our long-term capital needs by issuing common stock, preferred stock and long-term unsecured notes and bonds. Over the long term, we believe that common stock should be the majority of our capital structure; however, we may issue additional preferred stock or debt securities. We may issue common stock when we believe that our share price is at a level that allows for the proceeds of any offering to be accretively invested into additional properties. In addition, we may issue common stock to permanently finance properties that were initially financed by our credit facility or debt securities. However, we cannot assure you that we will have access to the capital markets at all times and at terms that are acceptable to us.

Our primary cash obligations, for the current year and subsequent years, are included in the “Table of Obligations,” which is presented later in this section. We expect to fund our operating expenses and other short-term liquidity requirements, including property acquisitions and development costs, payment of principal and interest on our outstanding indebtedness, property improvements, re-leasing costs and cash distributions to common and preferred stockholders, primarily through cash provided by operating activities, borrowing on our credit facility and periodically through public securities offerings.

Conservative Capital Structure

We believe that our stockholders are best served by a conservative capital structure. Therefore, we seek to maintain a conservative debt level on our balance sheet and solid interest and fixed charge coverage ratios. At March 31, 2017, our total outstanding borrowings of senior unsecured notes and bonds, term loans, mortgages payable and credit facility borrowings, as well as our mandatorily redeemable preferred shares of \$408.8 million, were \$5.86 billion, or approximately 26.5% of our total market capitalization of \$22.14 billion.

We define our total market capitalization at March 31, 2017 as the sum of:

- Shares of our common stock outstanding of 273,051,486, plus total common units outstanding of 405,204, multiplied by the last reported sales price of our common stock on the NYSE of \$59.53 per share on March 31, 2017, or \$16.28 billion;
- Aggregate liquidation value (par value of \$25.00 per share) of the Class F preferred stock of \$408.8 million;
- Outstanding mortgages payable of \$457.9 million, excluding net mortgage premiums of \$5.7 million and deferred financing costs of \$286,000;
- Outstanding borrowings of \$320.0 million on our term loans, excluding deferred financing costs of \$800,000; and
- Outstanding senior unsecured notes and bonds of \$4.68 billion, excluding unamortized original issuance discounts of \$7.5 million and deferred financing costs of \$26.4 million.

Universal Shelf Registration

In December 2015, we filed a shelf registration statement with the SEC, which is effective for a term of three years and will expire in December 2018. In accordance with SEC rules, the amount of securities to be issued pursuant to this shelf registration statement was not specified when it was filed and there is no specific dollar limit. The securities covered by this registration statement include (1) common stock, (2) preferred stock, (3) debt securities, (4) depositary shares representing fractional interests in shares of preferred stock, (5) warrants to purchase debt securities, common stock, preferred stock, or depositary shares, and (6) any combination of these securities. We may periodically offer one or more of these securities in amounts, prices and on terms to be announced when and if these securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

At-the-Market (ATM) Program

In September 2015, we established an “at-the-market” equity distribution program, or our ATM program, pursuant to which we can offer and sell up to 12,000,000 shares of common stock to, or through, a consortium of banks acting as our sales agents by means of ordinary brokers’ transactions on the NYSE at prevailing market prices or at negotiated prices. We did not issue any shares under the ATM program during the first three months of 2017.

Issuance of Common Stock

In March 2017, we issued 11,850,000 shares of common stock. After underwriting discounts and other offering costs of \$29.7 million, the net proceeds of \$705.0 million were used to repay borrowings under our credit facility.

Dividend Reinvestment and Stock Purchase Plan

Our Dividend Reinvestment and Stock Purchase Plan, or our DRSP, provides our common stockholders, as well as new investors, with a convenient and economical method of purchasing our common stock and reinvesting their distributions. Our DRSP also allows our current stockholders to buy additional shares of common stock by reinvesting all or a portion of their distributions. Our DRSP authorizes up to 26,000,000 common shares to be issued. Our DRSP includes a waiver approval process, allowing larger investors or institutions, per a formal approval process, to purchase shares at a small discount, if approved by us. During the first three months of 2017, we issued 966,557 shares and raised approximately \$57.0 million under our DRSP, of which we issued 927,695 shares and raised \$54.7 million under the waiver approval process.

\$2.0 Billion Revolving Credit Facility

In June 2015, we entered into a \$2.0 billion unsecured revolving credit facility, or our credit facility, that expires in June 2019 and includes, at our option, two six-month extensions. Our credit facility has a \$1.0 billion accordion expansion option. Under our credit facility, our investment grade credit ratings as of March 31, 2017 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.90%, with a facility commitment fee of 0.15%, for all-in drawn pricing of 1.05% over LIBOR. The borrowing rate is subject to an interest rate floor and may change if our investment grade credit ratings were to change. We also have other interest rate options available to us under our credit facility. Our credit facility is unsecured and, accordingly, we have not pledged any assets as collateral for this obligation.

At March 31, 2017, we had a borrowing capacity of \$2.0 billion available on our credit facility and no outstanding balance. The weighted average interest rate on borrowings during the first three months of 2017 was 1.7% per annum. We must comply with various financial and other covenants in our credit facility. At March 31, 2017, we were in compliance with these covenants. We expect to use our credit facility to acquire additional properties and for other general corporate purposes. Any additional borrowings will increase our exposure to interest rate risk.

We generally use our credit facility for the short-term financing of new property acquisitions. Thereafter, we generally seek to refinance those borrowings with the net proceeds of long-term or permanent financing, which may include the issuance of common stock, preferred stock or debt securities. We cannot assure you, however, that we will be able to obtain any such refinancing, or that market conditions prevailing at the time of the refinancing will enable us to issue equity or debt securities at acceptable terms.

Term Loans

In June 2015, in conjunction with entering into our credit facility, we entered into a \$250 million senior unsecured term loan maturing June 30, 2020. Borrowing under this term loan bears interest at LIBOR, plus 0.95%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.67%.

In January 2013, in conjunction with our acquisition of American Realty Capital Trust, or ARCT, we entered into a \$70 million senior unsecured term loan maturing in January 2018. Borrowing under the term loan bears interest at LIBOR, plus 1.20%. In conjunction with this term loan, we also acquired an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.15%.

Mortgage Debt

As of March 31, 2017, we had \$457.9 million of mortgages payable, all of which were assumed in connection with our property acquisitions. Additionally, at March 31, 2017, we had net premiums totaling \$5.7 million on these mortgages and deferred financing costs of \$286,000. We expect to pay off the mortgages payable as soon as prepayment penalties have declined to a level that would make it economically feasible to do so. During the first three months of 2017, we made \$2.1 million in principal payments.

Notes Outstanding

Our senior unsecured note and bond obligations consist of the following as of March 31, 2017, sorted by maturity date (dollars in millions):

5.375% notes, issued in September 2005 and due in September 2017	\$	175
2.000% notes, issued in October 2012 and due in January 2018		350
6.750% notes, issued in September 2007 and due in August 2019		550
5.750% notes, issued in June 2010 and due in January 2021		250
3.250% notes, issued in October 2012 and due in October 2022		450
4.650% notes, issued in July 2013 and due in August 2023		750
3.875% notes, issued in June 2014 and due in July 2024		350
4.125% notes, \$250 issued in September 2014 and \$400 issued in March 2017, all of which are due in October 2026		650
3.000% notes, issued in October 2016 and due in January 2027		600
5.875% bonds, \$100 issued in March 2005 and \$150 issued in June 2011, all of which are due in March 2035		250
4.650% notes, issued in March 2017 and due in March 2047		300
Total principal amount	\$	4,675
Unamortized original issuance discounts and deferred financing costs		(34)
		<u>4,641</u>

In March 2017, we issued \$300 million of the 2047 Notes, and \$400 million of the 2026 Notes. The public offering price for the 2047 Notes was 99.97% of the principal amount for an effective yield to maturity of 4.65%. The public offering price for the 2026 Notes was 102.98% of the principal amount for an effective yield to maturity of 3.75%. The 2026 Notes constitutes a further issuance of, and formed a single series with, the \$250 million aggregate principal amount of senior notes due 2026, issued in September 2014. The net proceeds of approximately \$705.2 million from this offering were used to repay borrowings outstanding under our credit facility to fund potential investment opportunities and for other general corporate purposes.

All of our outstanding notes and bonds have fixed interest rates and contain various covenants, with which we remained in compliance as of March 31, 2017. Additionally, interest on all of our senior note and bond obligations is paid semiannually.

The following is a summary of the key financial covenants for our senior unsecured notes, as defined and calculated per the terms of our senior notes and bonds. These calculations, which are not based on U.S. GAAP measurements, are presented to investors to show our ability to incur additional debt under the terms of our senior notes and bonds as well as to disclose our current compliance with such covenants, and are not measures of our liquidity or performance. The actual amounts as of March 31, 2017 are:

Note Covenants	Required	Actual
Limitation on incurrence of total debt	≤ 60% of adjusted assets	40.9%
Limitation on incurrence of secured debt	≤ 40% of adjusted assets	3.3%
Debt service coverage (trailing 12 months) ⁽¹⁾	≥ 1.5 x	4.1x
Maintenance of total unencumbered assets	≥ 150% of unsecured debt	250.0%

⁽¹⁾ This covenant is calculated on a pro forma basis for the preceding four-quarter period on the assumptions that: (i) the incurrence of any Debt (as defined in the covenants) incurred by us since the first day of such four-quarter period and the application of the proceeds therefrom (including to refinance other Debt since the first day of such four-quarter period), (ii) the repayment or retirement of any of our Debt since the first day of such four-quarter period, and (iii) any acquisition or disposition by us of any asset or group since the first day of such four quarters had in each case occurred on April 1, 2016, and subject to certain additional adjustments. Such pro forma ratio has been prepared on the basis required by that debt service covenant, reflects various estimates and assumptions and is subject to other uncertainties, and therefore does not purport to reflect what our actual debt service coverage ratio would have been had transactions referred to in clauses (i), (ii) and (iii) of the preceding sentence occurred as of April 1, 2016, nor does it purport to reflect our debt service coverage ratio for any future period. The following is our calculation of debt service coverage at March 31, 2017 (in thousands, for trailing twelve months):

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Net income attributable to the Company	\$	334,198
Plus: interest expense		209,816
Plus: provision for taxes		3,345
Plus: depreciation and amortization		463,107
Plus: provisions for impairment		24,174
Plus: pro forma adjustments		66,666
Less: gain on sales of real estate		(30,222)
Income available for debt service, as defined	\$	<u>1,071,084</u>
Total pro forma debt service charge	\$	<u>260,457</u>
Debt service coverage ratio ⁽¹⁾		4.1
Pro forma debt service coverage ratio ⁽¹⁾		4.5

⁽¹⁾ The debt service coverage ratio calculation includes annualized interest expense for the mandatorily redeemable Class F preferred stock in accordance with the requirements of our note covenants. The pro forma debt service coverage ratio assumes that the redemption of the Class F preferred stock occurred on March 31, 2017 using available cash and borrowings on our line of credit. The pro forma debt service coverage ratio assumes annualized interest expense on our line of credit at the rate available to us on March 31, 2017.

Fixed Charge Coverage Ratio

Fixed charge coverage ratio is calculated in exactly the same manner as the debt service coverage ratio, except that preferred stock dividends are also added to the denominator. Similar to debt service coverage ratio, we consider fixed charge coverage ratio to be an appropriate supplemental measure of a company's ability to make its interest and preferred stock dividend payments. Our calculations of both debt service and fixed charge coverage ratios may be different from the calculations used by other companies and, therefore, comparability may be limited. The presentation of debt service and fixed charge coverage ratios should not be considered as alternatives to any U.S. GAAP operating performance measures. Below is our calculation of fixed charges at March 31, 2017 (in thousands, for the trailing twelve months):

Income available for debt service, as defined	\$	1,071,084
Pro forma debt service charge plus preferred stock dividends	\$	260,457
Fixed charge coverage ratio ⁽¹⁾		4.1
Pro forma fixed charge coverage ratio ⁽¹⁾		4.5

⁽¹⁾ The fixed charge coverage ratio calculation includes annualized interest expense for the mandatorily redeemable Class F preferred stock in accordance with the requirements of our note covenants. The pro forma fixed charge coverage ratio assumes that the redemption of the Class F preferred stock occurred on March 31, 2017 using available cash and borrowings on our line of credit. The pro forma fixed charge coverage ratio assumes annualized interest expense on our line of credit at the rate available to us on March 31, 2017.

Cash Reserves

We are organized to operate as an equity REIT that acquires and leases properties and distributes to stockholders, in the form of monthly cash distributions, a substantial portion of our net cash flow generated from leases on our properties. We intend to retain an appropriate amount of cash as working capital. At March 31, 2017, we had cash and cash equivalents totaling \$27.6 million.

We believe that our cash and cash equivalents on hand, cash provided from operating activities, and borrowing capacity is sufficient to meet our liquidity needs for the next twelve months. We intend, however, to use permanent or long-term capital to fund property acquisitions and to repay future borrowings under our credit facility.

Credit Agency Ratings

The borrowing interest rates under our credit facility are based upon our ratings assigned by credit rating agencies. As of March 31, 2017, we were assigned the following investment grade corporate credit ratings on our senior unsecured notes and bonds: Moody's Investors Service has assigned a rating of Baa1 with a "positive" outlook, Standard & Poor's Ratings Group has assigned a rating of BBB+ with a "positive" outlook, and Fitch Ratings has assigned a rating of BBB+ with a "stable" outlook.

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Based on our ratings as of March 31, 2017, the facility interest rate as of March 31, 2017 was LIBOR plus 0.90% with a facility commitment fee of 0.15%, for all-in drawn pricing of 1.05% over LIBOR. Our credit facility provides that the interest rate can range between: (i) LIBOR plus 1.55% if our credit rating is lower than BBB-/Baa3 or unrated and (ii) LIBOR plus 0.85% if our credit rating is A-/A3 or higher. In addition, our credit facility provides for a facility commitment fee based on our credit ratings, which range from: (i) 0.30% for a rating lower than BBB-/Baa3 or unrated, and (ii) 0.125% for a credit rating of A-/A3 or higher.

We also issue senior debt securities from time to time and our credit ratings can impact the interest rates charged in those transactions. If our credit ratings or ratings outlook change, our cost to obtain debt financing could increase or decrease. The credit ratings assigned to us could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies and we cannot assure you that our ratings will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, a rating is not a recommendation to buy, sell or hold our debt securities, preferred stock or common stock.

Table of Obligations

The following table summarizes the maturity of each of our obligations as of March 31, 2017 (dollars in millions):

Year of Maturity	Credit Facility ⁽¹⁾	Notes and Bonds ⁽²⁾	Term Loan ⁽³⁾	Mortgages Payable ⁽⁴⁾	Interest ⁽⁵⁾	Ground Leases Paid by Realty Income ⁽⁶⁾	Ground Leases Paid by Our Tenants ⁽⁷⁾	Other ⁽⁸⁾	Totals
2017	\$ -	\$ 175.0	\$ -	\$ 101.1	\$ 172.7	\$ 1.2	\$ 10.1	\$ 72.1	\$ 532.2
2018	-	350.0	70.0	21.9	209.5	1.6	13.4	-	666.4
2019	-	550.0	-	42.3	194.3	1.5	13.3	-	801.4
2020	-	-	250.0	82.4	167.4	1.4	13.1	-	514.3
2021	-	250.0	-	66.9	145.7	1.2	12.8	-	476.6
Thereafter	-	3,350.0	-	143.3	876.4	22.1	106.6	-	4,498.4
Totals	\$ -	\$ 4,675.0	\$ 320.0	\$ 457.9	\$ 1,766.0	\$ 29.0	\$ 169.3	\$ 72.1	\$ 7,489.3

⁽¹⁾ The initial term of the credit facility expires in June 2019 and includes, at our option, two six-month extensions.

⁽²⁾ Excludes non-cash original issuance discounts recorded on notes payable. The unamortized balance of the original issuance discounts at March 31, 2017 is \$7.5 million. Also excludes deferred financing costs of \$26.4 million.

⁽³⁾ Excludes deferred financing costs of \$800,000.

⁽⁴⁾ Excludes non-cash net premiums recorded on the mortgages payable. The unamortized balance of these net premiums at March 31, 2017, is \$5.7 million. Also excludes deferred financing costs of \$286,000.

⁽⁵⁾ Interest on the term loans, notes, bonds, mortgages payable, and credit facility has been calculated based on outstanding balances as of March 31, 2017 through their respective maturity dates.

⁽⁶⁾ Realty Income currently pays the ground lessors directly for the rent under the ground leases.

⁽⁷⁾ Our tenants, who are generally sub-tenants under ground leases, are responsible for paying the rent under these ground leases. In the event a tenant fails to pay the ground lease rent, we are primarily responsible.

⁽⁸⁾ "Other" consists of \$67.1 million of commitments under construction contracts and \$5.0 million of commitments for tenant improvements and leasing costs.

In March 2017, we issued an irrevocable notice of redemption for all 16,350,000 shares of our 6.625% Monthly Income Class F Preferred Stock for \$25 per share, plus accrued dividends. The redemption occurred in April 2017. The issuance of the redemption notice prior to the end of the quarter required us to reclassify preferred stock from stockholders' equity to liabilities on our consolidated balance sheet at March 31, 2017.

Our credit facility, term loans, and notes payable obligations are unsecured. Accordingly, we have not pledged any assets as collateral for these obligations.

No Unconsolidated Investments

We have no unconsolidated investments, nor do we engage in trading activities involving energy or commodity contracts.

Dividend Policy

Distributions are paid monthly to holders of shares of our common stock. Prior to the redemption of our Class F preferred stock in April 2017, distributions were paid monthly to holders of shares of our Class F preferred stock, in each case, if, and when, declared by our Board of Directors.

Distributions are paid monthly to the limited partners holding common units of Tau Operating Partnership, L.P. and Realty Income, L.P., each on a per unit basis that is generally equal to the amount paid per share to our common stockholders.

In order to maintain our status as a REIT for federal income tax purposes, we generally are required to distribute dividends to our stockholders aggregating annually at least 90% of our taxable income (excluding net capital gains), and we are subject to income tax to the extent we distribute less than 100% of our taxable income (including net capital gains). In 2016, our cash distributions to preferred and common stockholders totaled \$637.6 million, or approximately 129.2% of our estimated taxable income of \$493.4 million. Our estimated taxable income reflects non-cash deductions for depreciation and amortization. Our estimated taxable income is presented to show our compliance with REIT dividend requirements and is not a measure of our liquidity or operating performance. We intend to continue to make distributions to our stockholders that are sufficient to meet this dividend requirement and that will reduce or eliminate our exposure to income taxes. Furthermore, we believe our funds from operations are sufficient to support our current level of cash distributions to our stockholders. Our cash distributions to common stockholders in the first three months of 2017 totaled \$162.5 million, representing 80.7% of our adjusted funds from operations available to common stockholders of \$201.3 million. In comparison, our 2016 cash distributions to common stockholders totaled \$610.5 million, representing 82.9% of our adjusted funds from operations available to common stockholders of \$736.4 million.

Prior to the redemption of our Class F preferred stock in April 2017, the Class F preferred stockholders received cumulative distributions at a rate of 6.625% per annum on the \$25 per share liquidation preference (equivalent to \$1.65625 per annum per share).

Future distributions will be at the discretion of our Board of Directors and will depend on, among other things, our results of operations, FFO, AFFO, cash flow from operations, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended, or the Code, our debt service requirements, and any other factors the Board of Directors may deem relevant. In addition, our credit facility contains financial covenants that could limit the amount of distributions payable by us in the event of a default, and which prohibit the payment of distributions on the common or preferred stock in the event that we fail to pay when due (subject to any applicable grace period) any principal or interest on borrowings under our credit facility.

Distributions of our current and accumulated earnings and profits for federal income tax purposes generally will be taxable to stockholders as ordinary income, except to the extent that we recognize capital gains and declare a capital gains dividend, or that such amounts constitute "qualified dividend income" subject to a reduced rate of tax. The maximum tax rate of non-corporate taxpayers for "qualified dividend income" is generally 20%. In general, dividends payable by REITs are not eligible for the reduced tax rate on qualified dividend income, except to the extent that certain holding requirements have been met with respect to the REIT's stock and the REIT's dividends are attributable to dividends received from certain taxable corporations (such as our taxable REIT subsidiaries) or to income that was subject to tax at the corporate or REIT level (for example, if we distribute taxable income that we retained and paid tax on in the prior taxable year).

Distributions in excess of earnings and profits generally will first be treated as a non-taxable reduction in the stockholders' basis in their stock, but not below zero. Distributions in excess of that basis generally will be taxable as a capital gain to stockholders who hold their shares as a capital asset. Approximately 21.5% of the distributions to our common stockholders, made or deemed to have been made in 2016, were classified as a return of capital for federal income tax purposes. We estimate that in 2017, between 15% and 25% of the distributions may be classified as a return of capital.

RESULTS OF OPERATIONS

Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with GAAP, and are the basis for our discussion and analysis of financial condition and results of operations. Preparing our consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. We believe that we have made these estimates and assumptions in an appropriate manner and in a way that accurately reflects our financial condition. We continually test and evaluate these estimates and assumptions using our historical knowledge of the business, as well as other factors, to ensure that they are reasonable for reporting purposes. However, actual results may differ from these estimates and assumptions. This summary should be read in conjunction with the more complete discussion of our accounting policies and procedures included in note 2 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016.

In order to prepare our consolidated financial statements according to the rules and guidelines set forth by GAAP, many subjective judgments must be made with regard to critical accounting policies. One of these judgments is our estimate for useful lives in determining depreciation expense for our properties. Depreciation on a majority of our buildings and improvements is computed using the straight-line method over an estimated useful life of 25 to 35 years for buildings and 4 to 20 years for improvements, which we believe are appropriate estimates of useful life. If we use a shorter or longer estimated useful life, it could have a material impact on our results of operations.

Management must make significant assumptions in determining the fair value of assets acquired and liabilities assumed. When acquiring a property for investment purposes, we typically allocate the fair value of real estate acquired to: (1) land, (2) building and improvements, and (3) identified intangible assets and liabilities, based in each case on their estimated fair values. Intangible assets and liabilities consist of above-market or below-market lease value of in-place leases, the value of in-place leases, and tenant relationships, as applicable. In an acquisition of multiple properties, we must also allocate the purchase price among the properties. The allocation of the purchase price is based on our assessment of estimated fair value and is often based upon the expected future cash flows of the property and various characteristics of the market where the property is located. In addition, any assumed mortgages receivable or payable and any assumed or issued noncontrolling interests are recorded at their estimated fair values. The estimated fair values of our mortgages payable have been calculated by discounting the future cash flows using applicable interest rates that have been adjusted for factors, such as industry type, tenant investment grade, maturity date, and comparable borrowings for similar assets. The initial allocation of the purchase price is based on management's preliminary assessment, which may differ when final information becomes available. Subsequent adjustments made to the initial purchase price allocation are made within the allocation period, which does not exceed one year. The use of different assumptions in the allocation of the purchase price of the acquired properties and liabilities assumed could affect the timing of recognition of the related revenue and expenses.

Another significant judgment must be made as to if, and when, impairment losses should be taken on our properties when events or a change in circumstances indicate that the carrying amount of the asset may not be recoverable. A provision is made for impairment if estimated future operating cash flows (undiscounted and without interest charges) plus estimated disposition proceeds (undiscounted) are less than the current book value of the property. Key inputs that we utilize in this analysis include projected rental rates, estimated holding periods, historical sales and releases, capital expenditures, and property sales capitalization rates. If a property is held for sale, it is carried at the lower of carrying cost or estimated fair value, less estimated cost to sell. The carrying value of our real estate is the largest component of our consolidated balance sheets. Our strategy of primarily holding properties, long-term, directly decreases the likelihood of their carrying values not being recoverable, thus requiring the recognition of an impairment. However, if our strategy, or one or more of the above assumptions were to change in the future, an impairment may need to be recognized. If events should occur that require us to reduce the carrying value of our real estate by recording provisions for impairment, they could have a material impact on our results of operations.

The following is a comparison of our results of operations for the three months ended March 31, 2017, to the three months ended March 31, 2016.

Rental Revenue

Rental revenue was \$285.8 million for the first three months of 2017, as compared to \$256.8 million for the first three months of 2016, an increase of \$29.0 million, or 11.3%. The increase in rental revenue in the first three months of 2017 compared to the first three months of 2016 is primarily attributable to:

- The 50 properties (1.1 million square feet) we acquired in the first three months of 2017, which generated \$686,000 of rent in the first three months of 2017;
- The 475 properties (7.6 million square feet) we acquired in 2016, which generated \$28.5 million of rent in the first three months of 2017, compared to \$878,000 in the first three months of 2016, an increase of \$27.6 million; and
- Same store rents generated on 4,322 properties (73.8 million square feet) during the first three months of 2017 and 2016, increased by \$4.05 million, or 1.6%, to \$250.24 million from \$246.19 million; partially offset by
- A net decrease in straight-line rent and other non-cash adjustments to rent of \$358,000 in the first three months of 2017 as compared to the first three months of 2016;
- A net decrease of \$2.3 million relating to properties sold in the first three months of 2017 and during 2016; and

- A net decrease of \$719,000 relating to the aggregate of (i) rental revenue from properties (124 properties comprising 1.7 million square feet) that were available for lease during part of 2017 or 2016, (ii) rental revenue for seven properties under development, and (iii) lease termination settlements. In aggregate, the revenues for these items totaled \$3.0 million in the first three months of 2017, compared to \$3.7 million in the first three months of 2016.

For purposes of determining the same store rent property pool, we include all properties that were owned for the entire year-to-date period, for both the current and prior year, except for properties during the current or prior year that; (i) were vacant at any time, (ii) were under development or redevelopment, and (iii) were involved in eminent domain and rent was reduced. Each of the exclusions from the same store pool are separately addressed within the applicable sentences above, explaining the changes in rental revenue for the period.

Of the 4,980 properties in the portfolio at March 31, 2017, 4,956, or 99.5%, are single-tenant properties and the remaining are multi-tenant properties. Of the 4,956 single-tenant properties, 4,873, or 98.3%, were net leased with a weighted average remaining lease term (excluding rights to extend a lease at the option of the tenant) of approximately 9.7 years at March 31, 2017. Of our 4,873 leased single-tenant properties, 4,343 or 89.1% were under leases that provide for increases in rents through:

- Base rent increases tied to a consumer price index (typically subject to ceilings);
- Percentage rent based on a percentage of the tenants' gross sales;
- Fixed increases; or
- A combination of two or more of the above rent provisions.

Percentage rent, which is included in rental revenue, was \$3.4 million in the first three months of 2017 and \$1.7 million in the first three months of 2016. We anticipate percentage rent to be less than 1% of rental revenue in 2017.

Our portfolio of real estate, leased primarily to regional and national tenants under net leases, continues to perform well and provides dependable lease revenue supporting the payment of monthly dividends to our stockholders. At March 31, 2017, our portfolio of 4,980 properties was 98.3% leased with 83 properties available for lease, as compared to 98.3% leased, with 84 properties available for lease at December 31, 2016, and 97.8% leased with 101 properties available for lease at March 31, 2016. It has been our experience that approximately 1% to 4% of our property portfolio will be unleased at any given time; however, it is possible that the number of properties available for lease could exceed these levels in the future.

Tenant Reimbursements

Contractually obligated reimbursements from tenants for recoverable real estate taxes and operating expenses were \$11.2 million in the first three months of 2017, compared to \$9.1 million in the first three months of 2016. The increase in tenant reimbursements is primarily due to our increase in acquisitions.

Other Revenue

Other revenue, which comprises property-related revenue not included in rental revenue or tenant reimbursements, was \$975,000 in the first three months of 2017, compared to \$1.2 million in the first three months of 2016.

Depreciation and Amortization

Depreciation and amortization was \$121.1 million for the first three months of 2017, compared to \$107.9 million for the first three months of 2016. The increase in depreciation and amortization in the first three months of 2017 was primarily due to the acquisition of properties in 2016 and the first three months of 2017, which was partially offset by property sales in those same periods. As discussed in the sections entitled "Funds from Operations Available to Common Stockholders (FFO)" and "Adjusted Funds from Operations Available to Common Stockholders (AFFO)," depreciation and amortization is a non-cash item that is added back to net income available to common stockholders for our calculation of FFO and AFFO.

Interest Expense

The following is a summary of the components of our interest expense (dollars in thousands):

	Three months ended March 31,	
	2017	2016
Interest on our credit facility, term loans, notes, mortgages and interest rate swaps	\$ 56,058	\$ 53,169
Credit facility commitment fees	750	758
Amortization of credit facility origination costs and deferred financing costs	2,313	2,123
(Gain) loss on interest rate swaps	(1,330)	5,778
Dividend on preferred shares subject to redemption	2,257	-
Amortization of net mortgage premiums	(630)	(1,101)
Capital lease obligation	77	77
Interest capitalized	(190)	(126)
Interest expense	\$ 59,305	\$ 60,678

Credit facility, term loans, mortgages and notes

Average outstanding balances (dollars in thousands)	\$ 5,711,310	\$ 4,858,114
Average interest rates	3.87%	4.29%

We classified \$2.3 million on the outstanding Class F preferred stock as interest expense at March 31, 2017. Additionally, each quarter we adjust the carrying value of our interest rate swaps to fair value. Changes in the fair value of our interest rate swaps are recorded directly to interest expense. We recorded a gain on interest rate swaps of \$1.3 million during the first three months of 2017 and a loss on interest rate swaps of \$5.8 million during the first three months of 2016.

At March 31, 2017, the weighted average interest rate on our:

- Term loans outstanding of \$320.0 million (excluding deferred financing costs of \$800,000) was 1.9%;
- Mortgages payable of \$457.9 million (excluding net premiums totaling \$5.7 million and deferred financing costs of \$286,000 on these mortgages) was 4.9%;
- Notes and bonds payable of \$4.68 billion (excluding unamortized original issue discounts of \$7.5 million and deferred financing costs of \$26.4 million) was 4.4%; and
- Combined outstanding notes, bonds, mortgages, term loan and credit facility borrowings of \$5.45 billion was 4.3% (excludes \$408.8 million of mandatorily redeemable preferred shares, which were redeemed in April 2017).

General and Administrative Expenses

General and administrative expenses increased by \$1.3 million to \$13.6 million for the first three months of 2017, compared to \$12.3 million in the first three months of 2016. This increase was primarily due to more employees and higher compensation costs. Included in general and administrative expenses are acquisition transaction costs of \$131,000 for the first three months of 2017 and \$24,000 for the first three months of 2016. In April 2017, we had 149 employees, as compared to 133 employees in April 2016.

Dollars in thousands	Three months ended March 31,	
	2017	2016
General and administrative expenses	\$ 13,565	\$ 12,318
Total revenue ⁽¹⁾	286,796	258,011
General and administrative expenses as a percentage of total revenue	4.7%	4.8%

⁽¹⁾ Excludes tenant reimbursements revenue, and gain on sales of properties.

Property Expenses (including tenant reimbursable expenses)

Property expenses consist of costs associated with unleased properties, non-net-leased properties and general portfolio expenses, as well as contractually obligated reimbursable costs from tenants for recoverable real estate taxes and operating expenses. Expenses related to unleased properties and non-net-leased properties include, but are not limited to, property taxes, maintenance, insurance, utilities, property inspections, bad debt expense and legal fees. General portfolio costs include, but are not limited to, insurance, legal, property inspections, and title search fees. At March 31, 2017, 83 properties were available for lease, as compared to 84 at December 31, 2016 and 101 at March 31, 2016.

Property expenses were \$19.1 million (including \$11.2 million in reimbursable expenses) in the first three months of 2017 and \$15.1 million (including \$9.1 million in reimbursable expenses) in the first three months of 2016. The increase in gross property expenses in the first three months of 2017 is primarily attributable to the increased portfolio size, which contributed to higher contractually obligated reimbursements primarily due to our acquisitions during 2016 and the first three months of 2017. We also incurred higher gross property expenses as a result of maintenance and utilities, property taxes, ground rent expenses, legal costs, and bad debt expense on vacant properties.

Dollars in thousands	Three months ended March 31,	
	2017	2016
Property expenses net of tenant reimbursements	\$ 7,846	\$ 6,000
Total revenue ⁽¹⁾	286,796	258,011
Property expenses net of tenant reimbursements as a percentage of total revenue	2.7%	2.3%

⁽¹⁾ Excludes tenant reimbursements revenue, and gain on sales of properties.

Income Taxes

Income taxes were \$1.0 million in the first three months of 2017 and 2016. These amounts are for city and state income and franchise taxes paid by us and our subsidiaries.

Provisions for Impairment

For the first three months of 2017, we recorded total provisions for impairment of \$5.4 million on five properties classified as held for sale, three properties classified as held for investment, and one sold property. For the first three months of 2016, we recorded total provisions for impairment of \$1.9 million on eight sold properties.

Gain on Sales of Real Estate

During the first three months of 2017, we sold 14 properties for \$31.2 million, which resulted in a gain of \$10.5 million. During the first three months of 2016, we sold 11 properties for \$11.0 million, which resulted in a gain of \$2.3 million.

Preferred Stock Dividends

Preferred stock dividends totaled \$3.9 million in the first three months of 2017 and \$6.8 million in the first three months of 2016.

Excess of Redemption Value over Carrying Value of Preferred Shares Redeemed

When we issued the irrevocable notice of redemption on our Class F preferred stock in March 2017, we incurred a non-cash charge of \$13.4 million for the excess of redemption value over the carrying value. The non-cash charge represents the Class F preferred stock original issuance cost that was paid in 2012.

Net Income Available to Common Stockholders

Net income available to common stockholders was \$71.6 million in the first three months of 2017, compared to \$63.5 million in the first three months of 2016, an increase of \$8.1 million. On a diluted per common share basis, net income was \$0.27 in the first three months of 2017, as compared to \$0.25 in the first three months of 2016, an increase of \$0.02, or 8.0%.

Net income available to common stockholders per share for the quarter ended March 31, 2017 were impacted by a \$13.4 million non-cash redemption charge on the Class F preferred shares that were redeemed in April 2017, which represents \$0.05 net income per share. This charge is for the excess in redemption value over the carrying value of the Class F preferred stock and represents the original issuance cost that was paid in 2012.

Net income available to common stockholders for the first three months of 2017 was impacted by a non-cash gain of \$1.3 million, or \$0.005 net income per share, resulting from fair value adjustments on our interest rate swaps. Net income available to common stockholders for the first three months of 2016 was impacted by a non-cash loss of \$5.8 million, or \$0.02 net income per share. Each quarter we adjust the carrying value of our interest rate swaps to fair value. The changes in the fair value of our interest rate swaps are recorded to interest expense.

The calculation to determine net income available to common stockholders includes impairments, gains from the sale of properties and/or fair value adjustments on our interest rate swaps. These items vary from period to period based on the timing of property sales and the interest rate environment, and can significantly impact net income available to common stockholders.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA, a non-GAAP financial measure, means, for the most recent quarter, earnings (net income) before (i) interest expense, including non-cash loss (gain) on swaps, (ii) income and franchise taxes, (iii) real estate depreciation and amortization, (iv) impairment losses, and (v) gain on sales of real estate. Our EBITDA may not be comparable to EBITDA reported by other companies that interpret the definitions of EBITDA differently than we do. Management believes EBITDA to be a meaningful measure of a REIT's performance because it is widely followed by industry analysts, lenders and investors. The ratio of our total debt to EBITDA is also used to determine vesting of performance share awards granted to our executive officers. EBITDA should be considered along with, but not as an alternative to net income as a measure of our operating performance. Our ratio of debt to EBITDA, which is used by management as a measure of leverage, is calculated by annualizing quarterly EBITDA and then dividing by our total debt per the consolidated balance sheet.

Dollars in thousands	Three months ended	
	March 31,	
	2017	2016
Net income	\$ 89,035	\$ 70,484
Interest	59,305	60,678
Income taxes	1,047	964
Depreciation and amortization	121,097	107,933
Impairment loss	5,433	1,923
Gain on sales of real estate	(10,532)	(2,289)
Quarterly EBITDA	\$ 265,385	\$ 239,693
Annualized EBITDA ⁽¹⁾	\$ 1,061,540	\$ 958,772
Total Debt ⁽²⁾	\$ 5,832,376	\$ 5,105,098
Debt/EBITDA	5.5	5.3

⁽¹⁾ We calculate Annualized EBITDA by multiplying the Quarterly EBITDA by four.

⁽²⁾ Total debt is consistent with its definition under market capitalization as described in "Liquidity and Capital Resources – Conservative Capital Structure" earlier in this "Management's Discussion and Analysis of Financial Condition and Results of Operations." As part of our declared redemption of preferred stock in March 2017, we classified \$408.8 million of preferred stock to liabilities as of March 31, 2017, and included this amount as part of total debt in our calculation of debt-to-EBITDA.

FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (FFO)

In the first three months of 2017, our FFO increased by \$16.6 million, or 9.7%, to \$187.2 million, compared to \$170.6 million in the first three months of 2016. On a diluted per common share basis, FFO was \$0.71 in the first three months of 2017, compared to \$0.68 in the first three months of 2016, an increase of \$0.03, or 4.4%. FFO in the first three months of 2017 includes a non-cash redemption charge of \$13.4 million on the Class F preferred shares that were redeemed in April 2017, which represents \$0.05 on a diluted per common share basis. This charge is for the excess of redemption value over the carrying value and represents the Class F preferred stock original issuance cost that was paid in 2012.

The following is a reconciliation of net income available to common stockholders (which we believe is the most comparable GAAP measure) to FFO. Also presented is information regarding distributions paid to common stockholders and the weighted average number of common shares used for the basic and diluted computation per share (dollars in thousands, except per share amounts):

	Three months ended March 31,	
	2017	2016
Net income available to common stockholders	\$ 71,586	\$ 63,473
Depreciation and amortization	121,097	107,933
Depreciation of furniture, fixtures and equipment	(157)	(193)
Provisions for impairment on investment properties	5,433	1,923
Gain on sales of investment properties	(10,532)	(2,289)
FFO adjustments allocable to noncontrolling interests	(214)	(218)
FFO available to common stockholders	\$ 187,213	\$ 170,629
FFO allocable to dilutive noncontrolling interests	220	-
Diluted FFO ⁽¹⁾	\$ 187,433	\$ 170,629
FFO per common share, basic and diluted ⁽²⁾	\$ 0.71	\$ 0.68
Distributions paid to common stockholders	\$ 162,506	\$ 147,345
FFO available to common stockholders in excess of distributions paid to common stockholders	\$ 24,707	\$ 23,284
Weighted average number of common shares used for computation per share:		
Basic	263,340,491	250,173,815
Diluted ⁽²⁾	263,934,304	250,381,001

⁽¹⁾ FFO available to common stockholders and dilutive noncontrolling interests for the first quarter of 2017 is \$187,433 after the inclusion of \$220 of FFO allocable to dilutive noncontrolling interests. Noncontrolling interests were antidilutive for all other periods presented.

⁽²⁾ The computation of diluted FFO does not assume conversion of securities that are exchangeable for common shares if the conversion of those securities would increase diluted FFO per share in a given period.

We define FFO, a non-GAAP measure, consistent with the National Association of Real Estate Investment Trusts' definition, as net income available to common stockholders, plus depreciation and amortization of real estate assets, plus impairments of depreciable real estate assets, and reduced by gains on property sales.

We consider FFO to be an appropriate supplemental measure of a REIT's operating performance as it is based on a net income analysis of property portfolio performance that adds back items such as depreciation and impairments for FFO. The historical accounting convention used for real estate assets requires straight-line depreciation of buildings and improvements, which implies that the value of real estate assets diminishes predictably over time. Since real estate values historically rise and fall with market conditions, presentations of operating results for a REIT, using historical accounting for depreciation, could be less informative. The use of FFO is recommended by the REIT industry as a supplemental performance measure. In addition, FFO is used as a measure of our compliance with the financial covenants of our credit facility.

ADJUSTED FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (AFFO)

In the first three months of 2017, our AFFO increased by \$25.4 million, or 14.4%, to \$201.3 million, compared to \$175.9 million in 2016. On a diluted per common share basis, AFFO was \$0.76 in the first three months of 2017, compared to \$0.70 in the first three months of 2016, an increase of \$0.06, or 8.6%. We consider AFFO to be an appropriate supplemental measure of our performance. Most companies in our industry use a similar measurement, but they may use the term “CAD” (for Cash Available for Distribution), “FAD” (for Funds Available for Distribution) or other terms.

The following is a reconciliation of net income available to common stockholders (which we believe is the most comparable GAAP measure) to FFO and AFFO. Also presented is information regarding distributions paid to common stockholders and the weighted average number of common shares used for the basic and diluted computation per share (dollars in thousands, except per share amounts):

	Three months ended	
	March 31,	
	2017	2016
Net income available to common stockholders	\$ 71,586	\$ 63,473
Cumulative adjustments to calculate FFO ⁽¹⁾	115,627	107,156
FFO available to common stockholders	187,213	170,629
Amortization of share-based compensation	2,753	2,605
Amortization of deferred financing costs ⁽²⁾	1,487	1,299
Amortization of net mortgage premiums	(630)	(1,101)
(Gain) loss on interest rate swaps	(1,330)	5,778
Leasing costs and commissions	(410)	(191)
Recurring capital expenditures	(341)	(72)
Straight-line rent	(3,283)	(5,151)
Amortization of above and below-market leases	2,432	2,052
Excess of redemption value over carrying value of Class F preferred share redemption	13,373	-
Other adjustments ⁽³⁾	72	70
Total AFFO available to common stockholders	\$ 201,336	\$ 175,918
AFFO allocable to dilutive noncontrolling interests	294	-
Diluted AFFO ⁽⁴⁾	\$ 201,630	\$ 175,918
AFFO per common share, basic and diluted ⁽⁵⁾	\$ 0.76	\$ 0.70
Distributions paid to common stockholders	\$ 162,506	\$ 147,345
AFFO available to common stockholders in excess of distributions paid to common stockholders	\$ 38,830	\$ 28,573
Weighted average number of common shares used for computation per share:		
Basic	263,340,491	250,173,815
Diluted ⁽⁵⁾	264,022,486	250,381,001

⁽¹⁾ See reconciling items for FFO presented under “Funds from Operations Available to Common Stockholders (FFO).”

⁽²⁾ Includes the amortization of costs incurred and capitalized upon issuance of our notes payable, assumption of our mortgages payable and upon issuance of our term loans. The deferred financing costs are being amortized over the lives of the respective mortgages and term loans. No costs associated with our credit facility agreements or annual fees paid to credit rating agencies have been included.

⁽³⁾ Includes adjustments allocable to both non-controlling interests and capital lease obligations.

⁽⁴⁾ AFFO available to common stockholders and dilutive noncontrolling interests for the first quarter of 2017 is \$201,630 after the inclusion of \$294 of AFFO allocable to dilutive noncontrolling interests.

⁽⁵⁾ The computation of diluted AFFO does not assume conversion of securities that are convertible to common shares if the conversion of those securities would increase diluted AFFO per share in a given period.

We believe the non-GAAP financial measure AFFO provides useful information to investors because it is a widely accepted industry measure of the operating performance of real estate companies that is used by industry analysts and investors who look at and compare those companies. In particular, AFFO provides an additional measure to compare the operating performance of different REITs without having to account for differing depreciation assumptions and other unique revenue and expense items which are not pertinent to measuring a particular company's on-going operating performance. Therefore, we believe that AFFO is an appropriate supplemental performance metric, and that the most appropriate GAAP performance metric to which AFFO should be reconciled is net income available to common stockholders.

Presentation of the information regarding FFO and AFFO is intended to assist the reader in comparing the operating performance of different REITs, although it should be noted that not all REITs calculate FFO and AFFO in the same way, so comparisons with other REITs may not be meaningful. Furthermore, FFO and AFFO are not necessarily indicative of cash flow available to fund cash needs and should not be considered as alternatives to net income as an indication of our performance. FFO and AFFO should not be considered as alternatives to reviewing our cash flows from operating, investing, and financing activities. In addition, FFO and AFFO should not be considered as measures of liquidity, our ability to make cash distributions, or our ability to pay interest payments.

PROPERTY PORTFOLIO INFORMATION

At March 31, 2017, we owned a diversified portfolio:

- Of 4,980 properties;
- With an occupancy rate of 98.3%, or 4,897 properties leased and 83 properties available for lease;
- Leased to 250 different commercial tenants doing business in 47 separate industries;
- Located in 49 states and Puerto Rico;
- With over 84.0 million square feet of leasable space; and
- With an average leasable space per property of approximately 16,880 square feet; approximately 11,610 square feet per retail property and 221,920 square feet per industrial property.

At March 31, 2017, of our 4,980 properties, 4,897 were leased under net lease agreements. A net lease typically requires the tenant to be responsible for monthly rent and certain property operating expenses including property taxes, insurance, and maintenance. In addition, our tenants are typically subject to future rent increases based on increases in the consumer price index (typically subject to ceilings), additional rent calculated as a percentage of the tenants' gross sales above a specified level, or fixed increases.

At March 31, 2017, our 250 commercial tenants, which we define as retailers with over 50 locations and non-retailers with over \$500 million in annual revenues, represented approximately 95% of our annualized revenue. We had 273 additional tenants, representing approximately 5% of our annualized revenue at March 31, 2017, which brings our total tenant count to 523 tenants.

Industry Diversification

The following table sets forth certain information regarding our property portfolio classified according to the business of the respective tenants, expressed as a percentage of our total rental revenue:

	Percentage of Rental Revenue ⁽¹⁾					
	For the	For the Years Ended				
	Quarter Ended	Dec 31,	Dec 31,	Dec 31,	Dec 31,	Dec 31,
	March 31,	2016	2015	2014	2013	2012
<u>Retail industries</u>	2017					
Apparel stores	1.7%	1.9%	2.0%	2.0%	1.9%	1.7%
Automotive collision services	0.9	1.0	1.0	0.8	0.8	1.1
Automotive parts	1.2	1.3	1.4	1.3	1.2	1.0
Automotive service	1.8	1.9	1.9	1.8	2.1	3.1
Automotive tire services	2.5	2.7	2.9	3.2	3.6	4.7
Book stores	*	*	*	*	*	0.1
Child care	1.9	1.9	2.0	2.2	2.8	4.5
Consumer electronics	0.3	0.3	0.3	0.3	0.3	0.5
Convenience stores	9.9	8.7	9.2	10.1	11.2	16.3
Crafts and novelties	0.5	0.5	0.5	0.5	0.5	0.3
Dollar stores	8.0	8.6	8.9	9.6	6.2	2.2
Drug stores	11.1	11.2	10.6	9.5	8.1	3.5
Education	0.3	0.3	0.3	0.4	0.4	0.7
Entertainment	0.5	0.5	0.5	0.5	0.6	0.9
Equipment services	*	0.1	0.1	0.1	0.1	0.1
Financial services	2.2	1.4	1.3	1.4	1.5	0.2
General merchandise	1.6	1.5	1.4	1.2	1.1	0.6
Grocery stores	3.6	3.1	3.0	3.0	2.9	3.7
Health and fitness	7.5	8.1	7.7	7.0	6.3	6.8
Health care	0.9	0.9	1.0	1.1	1.1	-
Home furnishings	0.8	0.7	0.7	0.7	0.9	1.0
Home improvement	2.4	2.5	2.4	1.7	1.6	1.5
Jewelry	0.1	0.1	0.1	0.1	0.1	-
Motor vehicle dealerships	2.4	1.9	1.6	1.6	1.6	2.1
Office supplies	0.3	0.3	0.3	0.4	0.5	0.8
Pet supplies and services	0.6	0.6	0.7	0.7	0.8	0.6
Restaurants - casual dining	3.8	3.9	3.8	4.3	5.1	7.3
Restaurants - quick service	5.0	4.9	4.2	3.7	4.4	5.9
Shoe stores	0.5	0.5	0.5	0.1	0.1	0.1
Sporting goods	1.6	1.6	1.8	1.6	1.7	2.5
Telecommunications	*	*	-	-	-	-
Theaters	4.6	4.9	5.1	5.3	6.2	9.4
Transportation services	0.1	0.1	0.1	0.1	0.1	0.2
Wholesale clubs	3.3	3.6	3.8	4.1	3.9	3.2
Other	*	*	*	*	0.1	0.1
Retail industries	81.9%	81.5%	81.1%	80.4%	79.8%	86.7%

Industry Diversification (continued)

	Percentage of Rental Revenue ⁽¹⁾					
	For the Quarter Ended	For the Years Ended				
	March 31, 2017	Dec 31, 2016	Dec 31, 2015	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012
<u>Non-retail industries</u>						
Aerospace	0.9	1.0	1.1	1.2	1.2	0.9
Beverages	2.7	2.6	2.7	2.8	3.3	5.1
Consumer appliances	0.4	0.5	0.6	0.5	0.6	0.1
Consumer goods	0.9	0.9	0.9	0.9	1.0	0.1
Crafts and novelties	0.1	0.1	0.1	0.1	0.1	-
Diversified industrial	0.9	0.9	0.8	0.5	0.2	0.1
Electric utilities	0.1	0.1	0.1	0.1	*	-
Equipment services	0.4	0.5	0.4	0.5	0.4	0.3
Financial services	0.4	0.4	0.4	0.4	0.5	0.4
Food processing	1.1	1.1	1.2	1.4	1.5	1.3
General merchandise	0.2	0.3	0.3	0.3	-	-
Government services	1.0	1.1	1.2	1.3	1.4	0.1
Health care	0.6	0.6	0.7	0.7	0.8	*
Home furnishings	0.1	0.1	0.2	0.2	0.2	-
Insurance	0.1	0.1	0.1	0.1	0.1	*
Machinery	0.1	0.1	0.1	0.2	0.2	0.1
Other manufacturing	0.8	0.8	0.7	0.7	0.6	-
Packaging	0.9	0.8	0.8	0.8	0.9	0.7
Paper	0.1	0.1	0.1	0.1	0.2	0.1
Shoe stores	0.2	0.2	0.2	0.8	0.9	-
Telecommunications	0.6	0.6	0.7	0.7	0.7	0.8
Transportation services	5.3	5.4	5.3	5.1	5.3	2.2
Other	0.2	0.2	0.2	0.2	0.1	1.0
Non-retail industries	18.1%	18.5%	18.9%	19.6%	20.2%	13.3%
Totals	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

* Less than 0.1%

⁽¹⁾ Includes rental revenue for all properties owned at the end of each period presented, including revenue from properties reclassified as discontinued operations.

Property Type Composition

The following table sets forth certain property type information regarding our property portfolio as of March 31, 2017 (dollars in thousands):

Property Type	Number of Properties	Approximate Leasable Square Feet	Rental Revenue for the Quarter Ended March 31, 2017⁽¹⁾	Percentage of Rental Revenue
Retail	4,810	55,863,700	\$ 226,963	79.5%
Industrial	111	24,632,900	36,921	12.9
Office	44	3,403,200	15,061	5.3
Agriculture	15	184,500	6,511	2.3
Totals	4,980	84,084,300	\$ 285,456	100.0%

⁽¹⁾ Includes rental revenue for all properties owned at March 31, 2017. Excludes revenue of \$365 from sold properties.

Tenant Diversification

The following table sets forth the largest tenants in our property portfolio, expressed as a percentage of total rental revenue at March 31, 2017:

Tenant	Number of Properties	% of Rental Revenue
Walgreens	203	6.8%
FedEx	43	5.4%
Dollar General	524	4.1%
LA Fitness	47	3.8%
Dollar Tree / Family Dollar	457	3.7%
AMC Theatres	22	2.6%
Circle K (Couche-Tard)	299	2.6%
Walmart / Sam's Club	39	2.3%
BJ's Wholesale Club	15	2.3%
Treasury Wine Estates	17	2.2%
Super America / Western Refining	134	1.9%
CVS Pharmacy	69	1.9%
GPM Investments / Fas Mart	216	1.9%
Regal Cinemas	22	1.9%
Rite Aid	69	1.8%
7-Eleven	111	1.8%
Life Time Fitness	9	1.8%
TBC Corporation (Sumitomo)	158	1.6%
Kroger	11	1.2%
FreedomRoads / Camping World	18	1.2%

Service Category Diversification for our Retail Properties

The following table sets forth certain information regarding the 4,810 retail properties included in our 4,980 total properties owned at March 31, 2017, classified according to the business types and the level of services they provide at the property level (dollars in thousands):

	Number of Retail Properties	Retail Rental Revenue for the Quarter Ended March 31, 2017 ⁽¹⁾	Percentage of Retail Rental Revenue
Tenants Providing Services			
Automotive collision services	54	\$ 2,710	1.2%
Automotive service	264	5,514	2.4
Child care	198	5,487	2.4
Education	14	835	0.4
Entertainment	11	1,310	0.6
Equipment services	2	111	*
Financial services	227	6,152	2.7
Health and fitness	86	21,333	9.4
Health care	27	1,134	0.5
Telecommunications	1	7	*
Theaters	45	13,344	5.9
Transportation services	2	229	0.1
Other	7	64	*
	<hr/> 938	<hr/> 58,230	<hr/> 25.6
Tenants Selling Goods and Services			
Automotive parts (with installation)	68	1,609	0.7
Automotive tire services	193	7,159	3.2
Convenience stores	864	28,145	12.4
Motor vehicle dealerships	29	6,736	3.0
Pet supplies and services	12	724	0.3
Restaurants - casual dining	317	9,944	4.4
Restaurants - quick service	566	14,294	6.3
	<hr/> 2,049	<hr/> 68,611	<hr/> 30.3
Tenants Selling Goods			
Apparel stores	29	5,053	2.2
Automotive parts	83	1,941	0.9
Book stores	1	104	*
Consumer electronics	9	829	0.4
Crafts and novelties	13	1,416	0.6
Dollar stores	981	22,752	10.0
Drug stores	335	30,170	13.3
General merchandise	77	4,310	1.9
Grocery stores	98	10,075	4.4
Home furnishings	58	2,282	1.0
Home improvement	57	6,251	2.8
Jewelry	4	175	0.1
Office supplies	9	724	0.3
Shoe stores	2	182	0.1
Sporting goods	35	4,445	2.0
Wholesale clubs	32	9,413	4.1
	<hr/> 1,823	<hr/> 100,122	<hr/> 44.1
Total Retail Properties	<hr/> 4,810	<hr/> \$ 226,963	<hr/> 100.0%

* Less than 0.1%

⁽¹⁾ Includes rental revenue for all retail properties owned at March 31, 2017. Excludes revenue of \$58,493 from non-retail properties and \$365 from sold properties.

Lease Expirations

The following table sets forth certain information regarding our property portfolio regarding the timing of the lease term expirations in our portfolio (excluding rights to extend a lease at the option of the tenant) on our 4,873 net leased, single-tenant properties and their contribution to rental revenue for the quarter ended March 31, 2017 (dollars in thousands):

Year	Total Portfolio ⁽¹⁾		Approx. Leasable Sq. Feet	Rental Revenue ⁽²⁾	% of Rental Revenue
	Retail	Non-Retail			
2017	105	2	1,382,000	\$ 3,144	1.1%
2018	278	8	3,531,700	10,464	3.7
2019	263	10	3,910,200	13,562	4.8
2020	210	11	4,461,700	13,399	4.8
2021	294	12	5,319,900	15,133	5.4
2022	303	17	8,028,800	17,755	6.3
2023	382	20	6,721,500	23,151	8.2
2024	199	12	4,463,300	12,621	4.5
2025	326	14	5,273,400	21,246	7.6
2026	317	5	4,451,500	15,785	5.6
2027	525	4	5,909,000	20,122	7.2
2028	290	7	6,362,800	17,041	6.1
2029	400	5	6,986,800	20,843	7.4
2030	80	13	2,439,100	14,430	5.1
2031	272	25	5,237,500	24,621	8.8
2032 - 2043	460	4	7,592,800	37,823	13.4
Totals	4,704	169	82,072,000	\$ 281,140	100.0%

* Less than 0.1%

⁽¹⁾ Excludes 24 multi-tenant properties and 83 vacant properties. The lease expirations for properties under construction are based on the estimated date of completion of those properties.

⁽²⁾ Excludes revenue of \$4,316 from 24 multi-tenant properties and from 83 vacant properties at March 31, 2017, and \$365 from sold properties.

Geographic Diversification

The following table sets forth certain state-by-state information regarding our property portfolio as of March 31, 2017 (dollars in thousands):

State	Number of Properties	Percent Leased	Approximate Leasable Square Feet	Rental Revenue for the Quarter Ended March 31, 2017 ⁽¹⁾	Percentage of Rental Revenue
Alabama	161	97%	1,416,300	\$ 5,447	1.9%
Alaska	3	67	275,900	193	0.1
Arizona	109	99	1,626,300	6,447	2.3
Arkansas	55	100	816,500	1,816	0.6
California	184	99	5,324,800	26,778	9.4
Colorado	81	100	1,097,400	4,660	1.6
Connecticut	23	96	531,000	2,545	0.9
Delaware	18	100	93,000	744	0.3
Florida	369	99	4,019,400	16,843	5.9
Georgia	251	98	4,164,700	12,716	4.5
Idaho	12	100	87,000	380	0.1
Illinois	232	99	5,413,600	15,569	5.5
Indiana	171	99	2,105,400	8,537	3.0
Iowa	40	95	2,970,600	4,108	1.4
Kansas	91	97	1,842,900	4,800	1.7
Kentucky	62	98	1,368,400	4,004	1.4
Louisiana	98	97	1,342,500	4,120	1.4
Maine	16	94	178,500	1,121	0.4
Maryland	35	94	859,000	4,110	1.4
Massachusetts	81	98	770,600	4,066	1.4
Michigan	163	98	1,689,000	6,363	2.2
Minnesota	158	99	1,951,100	9,941	3.5
Mississippi	134	94	1,623,600	4,541	1.6
Missouri	140	98	2,851,300	8,800	3.1
Montana	11	100	87,000	466	0.2
Nebraska	38	100	806,500	2,257	0.8
Nevada	22	100	413,000	1,309	0.5
New Hampshire	19	100	315,800	1,547	0.5
New Jersey	71	99	834,400	4,744	1.7
New Mexico	31	100	348,500	862	0.3
New York	94	100	2,505,000	12,629	4.4
North Carolina	173	98	2,258,100	7,842	2.8
North Dakota	7	86	118,300	251	0.1
Ohio	246	99	6,242,100	14,936	5.2
Oklahoma	133	99	1,651,700	4,624	1.6
Oregon	28	100	593,300	2,410	0.8
Pennsylvania	148	99	1,855,000	7,550	2.6
Rhode Island	4	100	161,600	811	0.3
South Carolina	157	99	1,419,200	5,935	2.1
South Dakota	14	100	188,800	411	0.1
Tennessee	225	97	3,195,100	8,815	3.1
Texas	490	99	9,206,000	27,657	9.7
Utah	22	100	970,600	2,270	0.8
Vermont	5	100	98,000	486	0.2
Virginia	169	98	3,118,800	8,021	2.8
Washington	43	98	733,400	2,824	1.0
West Virginia	15	100	326,300	1,102	0.4
Wisconsin	118	100	2,136,000	6,613	2.3
Wyoming	6	100	54,700	286	0.1
Puerto Rico	4	100	28,300	149	*
Totals/Average	4,980	98%	84,084,300	\$ 285,456	100.0%

* Less than 0.1%

⁽¹⁾ Includes rental revenue for all properties owned at March 31, 2017. Excludes revenue of \$365 from sold properties.

IMPACT OF INFLATION

Tenant leases generally provide for limited increases in rent as a result of increases in the tenants' sales volumes, increases in the consumer price index (typically subject to ceilings), or fixed increases. We expect that inflation will cause these lease provisions to result in rent increases over time. During times when inflation is greater than increases in rent, as provided for in the leases, rent increases may not keep up with the rate of inflation.

Moreover, our use of net lease agreements tends to reduce our exposure to rising property expenses due to inflation because the tenant is responsible for property expenses. Inflation and increased costs may have an adverse impact on our tenants if increases in their operating expenses exceed increases in revenue.

IMPACT OF RECENT ACCOUNTING PRONOUNCEMENTS

For information on the impact of recent accounting pronouncements on our business, see note 2 of the Notes to the Consolidated Financial Statements.

OTHER INFORMATION

Our common stock is listed on the NYSE under the ticker symbol "O" with a CUSIP number of 756109-104. Our central index key number is 726728.

We maintain a corporate website at www.realtyincome.com. On our website we make available, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, Form 3s, Form 4s, Form 5s, current reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after we electronically file these reports with the Securities and Exchange Commission, or SEC. None of the information on our website is deemed to be part of this report.

Corporate Responsibility. We are committed to providing an engaging, diverse, and safe work environment for our employees, to upholding our corporate responsibilities as a public company operating for the benefit of our stockholders, and to operating our company in an environmentally conscious manner. As The Monthly Dividend Company[®], our mission is to provide our stockholders with monthly dividends that increase over time. How we manage and use the physical, financial and talent resources that enable us to achieve this mission, demonstrates our commitment to corporate responsibility.

Social Responsibility and Ethics. An extension of our mission is our commitment to being socially responsible and conducting our business according to the highest ethical standards. Our employees are awarded compensation that is in line with those of our peers and competitors, including generous healthcare benefits for employees and their families; participation in a 401(k) plan with a matching contribution by Realty Income; competitive paid time-off benefits; and an infant-at-work program for new parents. Our employees have access to members of our Board of Directors to report anonymously, if desired, any suspicion of misconduct by any member of our senior management or executive team. We also have a longstanding commitment to equal employment opportunity and adhere to all Equal Employer Opportunity Policy guidelines. We apply the principles of full and fair disclosure in all of our business dealings, as outlined in our Corporate Code of Business Ethics. We are also committed to dealing fairly with all of our customers, suppliers, and competitors.

Realty Income and our employees have taken an active role in supporting our communities through civic involvement with charitable organizations, including our partnership with San Diego Habitat for Humanity, and corporate donations. Focusing our impact on social and environmentally sustainable areas our non-profit partnerships have resulted in approximately 700 employee volunteer hours during 2016, employee and corporate donations to fund local affordable housing, educational services to at-risk youth, funding local foodbanks, and toys for under-served children. Our dedication to being a responsible corporate citizen has a direct and positive impact in the communities in which we operate and contributes to the strength of our reputation and our financial performance.

Corporate Governance. We believe that a company's reputation for integrity and serving its stockholders responsibly is of utmost importance. We are committed to managing the company for the benefit of our stockholders and are focused on maintaining good corporate governance. Practices that illustrate this commitment include:

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- Our Board of Directors is comprised of eight directors, seven of which are independent, non-employee directors;
- Our Board of Directors is elected on an annual basis;
- We employ a majority vote standard for uncontested elections;
- Our Compensation Committee of the Board of Directors works with independent consultants in conducting annual compensation reviews for our key executives, and compensates each individual primarily based on reaching certain performance metrics that determine the success of our company; and
- We adhere to all other corporate governance principles outlined in our “Corporate Governance Guidelines” document on our website.

Environmental Practices. Our focus on conservationism is demonstrated by how we manage our day-to-day activities at our corporate headquarters. At our headquarters, we promote energy efficiency and encourage practices such as powering down office equipment at the end of the day, implementing file-sharing technology and automatic “duplex mode” to limit paper use, adopting an electronic approval system, carpooling to our headquarters, and recycling paper waste.

With respect to recycling and reuse practices, we encourage the use of recycled products and the recycling of materials during our operations. Cell phones, wireless devices and office equipment are recycled or donated whenever possible.

In addition, our headquarters was retrofitted according to the State of California energy efficiency standards (specifically following California Green Building Standards Code and Title 24 of the California Code of Regulations), with features such as an automatic lighting control system with light-harvesting technology, a Building Management System that monitors and controls energy use, an energy-efficient PVC roof and heating and cooling system, LED lighting, and drought-tolerant landscaping with recycled materials.

The properties in our portfolio are net leased to our tenants who are responsible for maintaining the buildings and are in control of their energy usage and environmental sustainability practices. We remain active in working with our tenants to promote environmental responsibility at the properties we own and to promote the importance of energy efficient facilities.

Our Asset Management team has engaged with a renewable energy development company to identify assets that would maximize energy efficiency initiatives throughout our property portfolio. These initiatives include solar energy arrays, battery storage, and charging stations. In addition, we continue to explore regional opportunities with our tenants, bringing our properties into compliance to qualify for city and county programs.

Item 3: Quantitative and Qualitative Disclosures about Market Risk

We are exposed to interest rate changes primarily as a result of our credit facility, term loans, mortgages payable, and long-term notes and bonds used to maintain liquidity and expand our real estate investment portfolio and operations. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flow and to lower our overall borrowing costs. To achieve these objectives we issue long-term notes and bonds, primarily at fixed rates.

In order to mitigate and manage the effects of interest rate risks on our operations, we may utilize a variety of financial instruments, including interest rate swaps and caps. The use of these types of instruments to hedge our exposure to changes in interest rates carries additional risks, including counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in the contract. To limit counterparty credit risk we will seek to enter into such agreements with major financial institutions with favorable credit ratings. There can be no assurance that we will be able to adequately protect against the foregoing risks or realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging activities. We do not enter into any derivative transactions for speculative or trading purposes.

The following table presents by year of expected maturity, the principal amounts, average interest rates and estimated fair values of our fixed and variable rate debt as of March 31, 2017. This information is presented to evaluate the expected cash flows and sensitivity to interest rate changes (dollars in millions):

Expected Maturity Data

Year of maturity	Fixed rate debt	Weighted average rate on fixed rate debt	Variable rate debt	Weighted average rate on variable rate debt
2017	\$ 266.3	5.51%	\$ 9.8	2.97 %
2018	365.3	2.15	76.6	2.10
2019	554.5	6.74	37.8	2.69
2020	82.2	4.99	250.2	1.93
2021	310.0	5.72	6.9	3.13
Thereafter	3,478.4	4.11	14.9	2.93
Totals ⁽¹⁾	\$ 5,056.7	4.44%	\$ 396.2	2.12 %
Fair Value ⁽²⁾	\$ 5,238.1		\$ 393.6	

⁽¹⁾ Excludes net premiums recorded on mortgages payable, original issuance discounts recorded on notes payable and deferred financing costs on mortgages payable, notes payable, and term loans. At March 31, 2017, the unamortized balance of net premiums on mortgages payable is \$5.7 million, the unamortized balance of original issue discounts on notes payable is \$7.5 million, and the balance of deferred financing costs on mortgages payable is \$286,000, on notes payable is \$26.4 million, and on term loans is \$800,000.

⁽²⁾ We base the estimated fair value of the fixed rate senior notes and bonds at March 31, 2017 on the indicative market prices and recent trading activity of our senior notes and bonds payable. We base the estimated fair value of our fixed rate and variable rate mortgages at March 31, 2017 on the relevant Treasury yield curve, plus an applicable credit-adjusted spread. We believe that the carrying value of the credit facility balance and term loans balance reasonably approximate their estimated fair values at March 31, 2017.

The table incorporates only those exposures that exist as of March 31, 2017. It does not consider those exposures or positions that could arise after that date. As a result, our ultimate realized gain or loss, with respect to interest rate fluctuations, would depend on the exposures that arise during the period, our hedging strategies at the time, and interest rates.

All of our outstanding notes and bonds have fixed interest rates. All of our mortgages payable, except six mortgages totaling \$74.0 million at March 31, 2017, including net unamortized discounts, have fixed interest rates. After factoring in arrangements that limit our exposure to interest rate risk and effectively fix our per annum interest rates, our mortgage debt subject to variable rates totals \$38.2 million at March 31, 2017. Interest on our credit facility and term loan balances is variable. However, the variable interest rate feature on our term loans has been mitigated by interest rate swap agreements. Based on a hypothetical credit facility balance of \$500.0 million at March 31, 2017, a 1% change in interest rates would change our interest rate costs by \$5.0 million per year.

Item 4: Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of and for the quarter ended March 31, 2017, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective and were operating at a reasonable assurance level.

Changes in Internal Controls

There were no changes to our internal control over financial reporting that occurred during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. As of March 31, 2017, there were no material weaknesses in our internal controls, and therefore, no corrective actions were taken.

Limitations on the Effectiveness of Controls

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following shares of stock were withheld for state and federal payroll taxes on the vesting of employee stock awards, as permitted under the 2010 Incentive Award Plan of Realty Income Corporation:

- 66,813 shares of stock, at a price of \$57.48, in January 2017;
- 22,022 shares of stock, at a price of \$60.78, in February 2017; and
- 113 shares of stock, at a price of \$60.60, in March 2017.

Item 6: Exhibits

Articles of Incorporation and By-Laws

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of September 6, 2012, by and among Realty Income Corporation, Tau Acquisition LLC and American Realty Capital Trust, Inc. (filed as exhibit 2.1 to the Company's Form 8-K, filed on September 6, 2012 and incorporated herein by reference).
2.2	First Amendment to Agreement and Plan of Merger, dated as of January 6, 2013, by and among Realty Income Corporation, Tau Acquisition LLC and American Realty Capital Trust, Inc. (filed as exhibit 2.1 to the Company's Form 8-K, filed on January 7, 2013 and incorporated herein by reference).
3.1	Articles of Incorporation of the Company, as amended by amendment No. 1 dated May 10, 2005 and amendment No. 2 dated May 10, 2005 (filed as exhibit 3.1 to the Company's Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference), amendment No. 3 dated July 29, 2011 (filed as exhibit 3.1 to the Company's Form 8-K, filed on August 2, 2011 and incorporated herein by reference); and amendment No. 4 dated June 21, 2012 (filed as exhibit 3.1 to the Company's Form 8-K, filed on June 21, 2012 and incorporated herein by reference).
3.2	Amended and Restated Bylaws of the Company dated June 16, 2015 (filed as exhibit 3.1 to the Company's Form 8-K filed on June 17, 2015 and incorporated herein by reference)
3.3	Articles Supplementary to the Articles of Incorporation of the Company classifying and designating the 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock, dated February 3, 2012 (the "First Class F Articles Supplementary") (filed as exhibit 3.1 to the Company's Form 8-K, filed on February 3, 2012 and incorporated herein by reference).
3.4	Certificate of Correction to the First Class F Articles Supplementary, dated April 11, 2012 (filed as exhibit 3.2 to the Company's Form 8-K, filed on April 17, 2012 and incorporated herein by reference).
3.5	Articles Supplementary to the Articles of Incorporation of the Company classifying and

designating additional shares of the 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock, dated April 17, 2012 (filed as exhibit 3.3 to the Company's Form 8-K, filed on April 17, 2012 and incorporated herein by reference).

Instruments defining the rights of security holders, including indentures

- 4.1 Indenture dated as of October 28, 1998 between the Company and The Bank of New York (filed as exhibit 4.1 to the Company's Form 8-K, filed on October 28, 1998 and incorporated herein by reference).
- 4.2 Form of 5.875% Senior Notes due 2035 (filed as exhibit 4.2 to the Company's Form 8-K, filed on March 11, 2005 and incorporated herein by reference).
- 4.3 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York, as Trustee, establishing a series of securities entitled 5.875% Senior Debentures due 2035 (filed as exhibit 4.3 to the Company's Form 8-K, filed on March 11, 2005 and incorporated herein by reference).
- 4.4 Form of 5.375% Senior Notes due 2017 (filed as exhibit 4.2 to the Company's Form 8-K, filed on September 16, 2005 and incorporated herein by reference).
- 4.5 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York, as Trustee, establishing a series of securities entitled 5.375% Senior Notes due 2017 (filed as exhibit 4.3 to the Company's Form 8-K, filed on September 16, 2005 and incorporated herein by reference).
- 4.6 Form of 6.75% Notes due 2019 (filed as exhibit 4.2 to Company's Form 8-K, filed on September 5, 2007 and incorporated herein by reference).
- 4.7 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Trust Company, N.A., as Trustee, establishing a series of securities entitled 6.75% Senior Notes due 2019 (filed as exhibit 4.3 to the Company's Form 8-K, filed on September 5, 2007 and incorporated herein by reference).
- 4.8 Form of 5.750% Notes due 2021 (filed as exhibit 4.2 to Company's Form 8-K, filed on June 29, 2010 and incorporated herein by reference).
- 4.9 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as Successor Trustee, establishing a series of securities entitled 5.750% Notes due 2021 (filed as exhibit 4.3 to the Company's Form 8-K, filed on June 29, 2010 and incorporated herein by reference).
- 4.10 Form of Common Stock Certificate (filed as exhibit 4.16 to the Company's Form 10-Q for the quarter ended September 30, 2011 and incorporated herein by reference).
- 4.11 Form of Preferred Stock Certificate representing the 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock (filed as exhibit 4.1 to the Company's Form 8-K, filed on February 3, 2012 and incorporated herein by reference).
- 4.12 Form of 2.000% Note due 2018 (filed as exhibit 4.2 to Company's Form 8-K, filed on October 10, 2012 and incorporated herein by reference).
- 4.13 Form of 3.250% Note due 2022 (filed as exhibit 4.3 to Company's Form 8-K, filed on October 10, 2012 and incorporated herein by reference).
- 4.14 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated

October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled “2.000% Notes due 2018” and establishing a series of securities entitled “3.250% Notes due 2022” (filed as exhibit 4.4 to the Company’s Form 8-K, filed on October 10, 2012 and incorporated herein by reference).

- 4.15 Form of 4.650% Note due 2023 (filed as exhibit 4.2 to Company’s Form 8-K, filed on July 16, 2013 and incorporated herein by reference).
- 4.16 Officer’s Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled “4.650% Notes due 2023” (filed as exhibit 4.3 to the Company’s Form 8-K, filed on July 16, 2013 and incorporated herein by reference).
- 4.17 Form of 3.875% Note due 2024 (filed as exhibit 4.2 to Company’s Form 8-K, filed on June 25, 2014 and incorporated herein by reference).
- 4.18 Officer’s Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled “3.875% Notes due 2024” (filed as exhibit 4.3 to the Company’s Form 8-K, filed on June 25, 2014 and incorporated herein by reference).
- 4.19 Form of 4.125% Note due 2026 (filed as exhibit 4.2 to Company’s Form 8-K, filed on September 23, 2014 and incorporated herein by reference).
- 4.20 Officer’s Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled “4.125% Notes due 2026” (filed as exhibit 4.3 to the Company’s Form 8-K, filed on September 23, 2014 and incorporated herein by reference).
- 4.21 Form of 3.000% Note due 2027 (filed as exhibit 4.2 to Company’s Form 8-K, filed on October 12, 2016 and incorporated herein by reference).
- 4.22 Officer’s Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled “3.000% Notes due 2027” (filed as exhibit 4.3 to the Company’s Form 8-K, filed on October 12, 2016 and incorporated herein by reference).
- 4.23 Form of 4.650% Note due 2047 (filed as exhibit 4.2 to Company’s Form 8-K, filed on March 15, 2017 and incorporated herein by reference).
- 4.24 Form of 4.125% Note due 2026 (filed as exhibit 4.3 to Company’s Form 8-K, filed on March 15, 2017 and incorporated herein by reference).
- 4.25 Officers’ Certificate pursuant to Sections 201, 301, and 303 of the Indenture dated October 28, 1998 between the Company and The bank of New York Mellon Trust Company, N.A. as successor trustee, establishing a series of securities entitled “4.650% Notes due 2047” and re-opening a series of securities entitled “4.125% Notes due 2026” (filed as exhibit 4.4 to Company’s Form 8-K, filed on March 15, 2017 and incorporated herein by reference).

Material Contracts

- 10.1 Second Amendment to Realty Income Corporation 2012 Incentive Award Plan (filed as exhibit 10.1 to the Company's Form 8-K, filed on February 17, 2017 and incorporated herein by reference).
- *10.2 Amended and Restated Employment Agreement dated February 14, 2017 between the Company and John P. Case.
- *10.3 Form of Performance Share Award Agreement

Certifications

- *31.1 Rule 13a-14(a) Certifications as filed by the Chief Executive Officer pursuant to SEC release No. 33-8212 and 34-47551.
- *31.2 Rule 13a-14(a) Certifications as filed by the Chief Financial Officer pursuant to SEC release No. 33-8212 and 34-47551.
- *32 Section 1350 Certifications as furnished by the Chief Executive Officer and the Chief Financial Officer pursuant to SEC release No. 33-8212 and 34-47551.

Interactive Data Files

- *101 The following materials from Realty Income Corporation's Quarterly Report on Form 10-Q for the period ended March 31, 2017, formatted in Extensible Business Reporting Language: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Cash Flows, and (iv) Notes to Consolidated Financial Statements.
- * Filed herewith.

SIGNATURE

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.

REALTY INCOME CORPORATION

Date: April 26, 2017

/s/ SEAN P. NUGENT
Sean P. Nugent
Vice President, Controller
(Principal Accounting Officer)

EXHIBIT 10.2

February 14, 2017

Mr. John P. Case
Chief Executive Officer
Realty Income Corporation
11995 El Camino Real
San Diego, CA 92130

Dear John :

As you know, the Compensation Committee (the "Committee") of the Board of Directors of Realty Income Corporation (the "Company") has the responsibility of designing the Company's executive compensation programs in order to achieve the Company's primary compensation objectives, including to align the interests of management with those of stockholders and to link executive compensation to the Company's short-term and long-term performance. The Committee considers full flexibility in compensation design, including with respect to equity-based compensation, to be crucial to its ability to carry out its duties in the best interest of stockholders.

Accordingly, this letter agreement is to confirm our mutual agreement that the Amended and Restated Employment Agreement between you and the Company, effective as of September 3, 2013 (the "Employment Agreement"), shall be amended as follows, as of the date set forth above:

(i) Your Target Bonus, as defined and set forth in the first sentence of Section 4(b) of the Employment Agreement shall be no less than one hundred and fifty percent (150%) of your base salary for the applicable fiscal year; and

(ii) The second sentence of Section 5(b) of the Employment Agreement (which provides that beginning in 2014, no less than 50% of each of your annual equity awards will be time-based and that the remainder of each such award shall be performance-based) is hereby deleted. The third sentence of Section 5(b) of the Employment Agreement shall be restated as follows:

"Any performance-based equity awards granted to Executive shall vest over a performance period of three years (or less) following the grant date, assuming the performance targets have been met."

You agree that these amendments to the Employment Agreement will not constitute "Good Reason" for purposes of the Employment Agreement or any other agreement between you and the Company.

Please acknowledge your acceptance to the terms described in this letter agreement by signing below. Upon your signature, the Employment Agreement will be deemed amended solely to the extent necessary to reflect the terms of this letter agreement but shall otherwise remain in full force and effect.

Regards,

Realty Income Corporation

By: /s/ Michael D. McKee
Name: Michael D. McKee
Title: Chairman of the Board of Directors

ACKNOWLEDGED, ACCEPTED AND AGREED TO this 14TH of FEBRUARY, 2017.

/s/ John P. Case
John P. Case

**REALTY INCOME CORPORATION
2012 INCENTIVE AWARD PLAN**

PERFORMANCE SHARE AWARD GRANT NOTICE

Realty Income Corporation, a Maryland corporation, (the “*Company*”), pursuant to the Realty Income Corporation 2012 Incentive Award Plan, as amended from time to time (the “*Plan*”), hereby grants to the individual listed below (the “*Participant*”), in consideration of the mutual agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, a Performance Share Award (the “*Performance Shares*”). Each Performance Share represents the right to receive one share of Common Stock (as defined in the Plan) upon the achievement of certain performance goals (the “*Shares*”). This award is subject to all of the terms and conditions set forth herein and in the Performance Share Award Agreement attached hereto as Exhibit A (the “*Performance Share Award Agreement*”) and the Plan, each of which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Performance Share Award Grant Notice (the “*Grant Notice*”) and the Performance Share Award Agreement.

Participant:	[_____]
Grant Date:	[February 14, 2017]
Target Number of Performance Shares:	[_____]
Maximum Number of Performance Shares:	[_____] ¹
Performance Period:	January 1, 2017 – December 31, 2019
Performance Goals:	Except as otherwise set forth in the Performance Share Award Agreement, the Participant is eligible to vest in and receive Shares based upon the Company’s attainment, during the Performance Period, of the Performance Goals, and satisfaction of continued employment requirements, as set forth in Sections 2.2 - 2.4 of the Performance Share Award Agreement.
Termination:	Except as otherwise set forth in the Performance Share Award Agreement, the Participant shall forfeit all Performance Shares upon the Participant’s termination of employment prior to the Vesting Date.

By his or her signature and the Company’s signature below, the Participant agrees to be bound by the terms and conditions of the Plan, the Performance Share Award Agreement and this Grant Notice. The Participant has reviewed the Performance Share Award Agreement, the Plan and this Grant Notice in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Grant Notice and fully understands all provisions of this Grant Notice, the Performance Share Award Agreement and the Plan. The Participant hereby agrees to accept as binding, conclusive and final all decisions or

¹ Will equal 200% of the Target Number of Performance Shares.

interpretations of the Administrator of the Plan upon any questions arising under the Plan, this Grant Notice and/or the Performance Share Award Agreement. In addition, by signing below, the Participant also agrees that the Company or any Affiliate, in its sole discretion, may satisfy any withholding obligations in accordance with Section 3.5 of the Performance Share Award Agreement by (i) withholding shares of Common Stock otherwise issuable to the Participant in connection with the vesting or payment of the Performance Shares, (ii) instructing a broker on the Participant's behalf to sell shares of Common Stock otherwise issuable to the Participant in connection with the vesting or payment of the Performance Shares and remit the proceeds of such sale to the Company, or (iii) using any other method permitted by Section 3.5 of the Performance Share Award Agreement or the Plan.

REALTY INCOME CORPORATION:

By: _____
Print Name: Michael R. Pfeiffer
Title: Executive Vice President, General Counsel
Address: 11995 El Camino Real
San Diego, CA 92130

PARTICIPANT:

By: _____
Print Name: _____
Address: _____



**EXHIBIT A
TO PERFORMANCE SHARE AWARD GRANT NOTICE**

PERFORMANCE SHARE AWARD AGREEMENT

Pursuant to the Performance Share Award Grant Notice (the “ *Grant Notice* ”) to which this Performance Share Award Agreement (this “ *Agreement* ”) is attached, Realty Income Corporation, a Maryland corporation (the “ *Company* ”), has granted to the Participant a performance share award (the “ *Performance Shares* ”) under the Realty Income Corporation 2012 Incentive Award Plan, as amended from time to time (the “ *Plan* ”).

ARTICLE 1.

GENERAL

1.1 Defined Terms. Wherever the following terms are used in this Agreement they shall have the meanings specified below, unless the context clearly indicates otherwise. Capitalized terms not specifically defined herein shall have the meanings specified in the Plan and the Grant Notice.

(a) “ *Cause* ” shall have the meaning provided in an applicable employment or other service agreement between the Company (or an Affiliate) and the Participant if such an agreement exists and contains a definition of Cause, or, if no such agreement exists or such agreement does not contain a definition of Cause, then Cause shall mean

(i) the Participant’s theft, dishonesty or falsification of any employment or Company records;

(ii) the Participant’s malicious or reckless disclosure of the Company’s confidential or proprietary

information;

(iii) the Participant’s commission of any immoral or illegal act or any gross or willful misconduct, where the Company reasonably determines that such act or misconduct has (A) seriously undermined the ability of the Company’s management to entrust the Participant with important matters or otherwise work effectively with the Participant, (B) contributed to the Company’s loss of significant revenues or business opportunities, or (C) significantly and detrimentally effected the business or reputation of the Company or any of its subsidiaries; and/or

(iv) the Participant’s failure or refusal to work diligently to perform tasks or achieve goals reasonably requested by the Board, provided such breach, failure or refusal continues after the receipt of reasonable notice in writing of such failure or refusal and an opportunity to correct the problem.

(b) “ *Change in Control* ” shall mean “Change in Control”, as defined in an applicable employment or other service agreement between the Company (or an Affiliate) and the Participant if such an agreement exists and contains a definition of Change in Control, or, if no such agreement exists or such agreement does not contain a definition of Change in Control, then Change in Control shall have the meaning provided in the Plan; provided, however, that notwithstanding anything to the contrary contained in the Plan or this Agreement [(or the Employment Agreement)]², if a Change in Control constitutes a payment event with respect to the Award (or any portion of the Award) which

² NTD: Include for Case only.

provides for the deferral of compensation that is subject to Section 409A of the Code, to the extent required to avoid the imposition of additional taxes under Section 409A of the Code, the transaction or event with respect to the Award (or portion thereof) shall only constitute a Change in Control for purposes of the payment timing of the Award if such transaction also constitutes a “change in control event” (within the meaning of Code Section 409A).

(c) “ **Commencement Date** ” shall mean January 1, 2017.

(d) “ **Disability** ” shall mean the Participant’s absence for a period of 120 consecutive business days or 180 days in a 365 day period as a result of incapacity due to a physical or mental condition, illness or injury, such determination to be made by a physician mutually acceptable to the Company and the Participant or the Participant’s legal representative (such acceptance not to be unreasonably withheld) after such physician has completed an examination of the Participant.

(e) “ **Dividend Equivalent Period** ” shall mean, with respect to a Dividend Equivalent Right, the period commencing on the Commencement Date and ending on the day immediately preceding the date on which the Share underlying the Performance Share with respect to which such Dividend Equivalent was granted is issued to the Participant pursuant to Sections 2.2 - 2.4 hereof.

(f) [“ **Employment Agreement** ” shall mean that certain employment agreement between the Participant and the Company, dated September 3, 2013, as may be amended from time to time.]³

(g) “ **End Date** ” shall mean December 31, 2019.

(h) “ **Good Reason** ” shall mean “Good Reason” or “Constructive Termination”, as applicable, as defined in an applicable employment or other service agreement between the Company (or an Affiliate) and the Participant if such an agreement exists and contains a definition of Good Reason or Constructive Termination, or, if no such agreement exists or such agreement does not contain a definition of Good Reason or Constructive Termination, then Good Reason shall mean the Participant’s resignation of employment within thirty (30) days of one or more of the following events which remains uncured thirty (30) days after the Participant’s delivery of written notice to the Company:

(i) a material diminution by the Company in Employee’s authority, duties or responsibilities from those in effect immediately prior to such diminution;

(ii) a material reduction by the Company in Employee’s base salary in effect immediately prior to such reduction;

(iii) a material relocation by the Company of Employee’s principal office location; provided, that a change to a location which is not more than forty (40) miles from the Company’s present headquarters location shall in no event be deemed “material” for purposes of this definition (and, for the avoidance of doubt, reasonably required travel on the Company’s business shall not be considered a relocation).

(i) “ **Performance Goals** ” shall mean the goals described on Schedule A attached hereto, each of which shall be measured with respect to the Performance Period.

³ NTD: Include for Case only.

(j) “**Performance Period**” shall mean the period beginning on the Commencement Date and ending on the Valuation Date.

(k) “**Performance Share Award Change in Control**” shall mean, notwithstanding the definition of “Change in Control” for purposes of this Agreement, the occurrence of any of the following events:

(i) An acquisition in one transaction or a series of related transactions (other than directly from the Company or pursuant to Awards (as defined in the Plan) granted under the Plan or compensatory options or other similar awards granted by the Company) of the Company’s voting securities by any individual or entity (a “**Person**”), immediately after which such Person has beneficial ownership of fifty percent (50%) or more of the combined voting power of the Company’s then outstanding voting securities (other than a Non-Control Transaction, as defined below);

(ii) The consummation of a merger, consolidation or reorganization involving the Company unless:

(A) The stockholders of the Company, immediately before such merger, consolidation or reorganization, own, directly or indirectly, immediately following such merger, consolidation or reorganization, more than fifty percent (50%) of the combined voting power of the outstanding voting securities of the corporation resulting from such merger or consolidation or reorganization (the “**Surviving Corporation**”) in substantially the same proportion as their ownership of the Company’s voting securities immediately before such merger, consolidation or reorganization,

(B) The individuals who were members of the Incumbent Board immediately prior to the execution of the agreement providing for such merger, consolidation or reorganization constitute at least a majority of the members of the board of directors of the Surviving Corporation, or a corporation beneficially owning, directly or indirectly, a majority of the voting securities of the Surviving Corporation, and

(C) No Person, other than (I) the Company, (II) any employee benefit plan (or any trust forming a part thereof) that, immediately prior to such merger, consolidation or reorganization, was maintained by the Company, the Surviving Corporation, or any related entity or (III) any Person who, together with its affiliates, immediately prior to such merger, consolidation or reorganization had beneficial ownership of fifty percent (50%) or more of the Company’s then outstanding voting securities, owns, together with its affiliates, beneficial ownership of fifty percent (50%) or more of the combined voting power of the Surviving Corporation’s then outstanding voting securities;

(A transaction described in clauses (A) through (C) above is referred to herein as a “**Non-Control Transaction**”).

(iii) A complete liquidation or dissolution of the Company; or

(iv) The consummation of a sale or other disposition of all or substantially all of the assets or business of the Company to any Person.

(l) “**Performance-Vest**” means that, with respect to a Performance Share, the applicable Performance Goal has been achieved.

(m) “**Qualifying Termination**” shall mean a Separation from Service by reason of a termination of employment (i) by the Company without Cause[, (ii) pursuant to Section 10(c) of the Employment Agreement], ⁴ [(iii)] by the Participant for Good Reason, [(iv)] by the Participant due to Retirement or [(v)] due to the Participant’s death or Disability.

(n) “**Retirement**” shall mean the Participant’s Separation from Service, other than as a result of Executive’s death or termination by the Company for Cause, at a time when the Participant has (i) attained at least 60 years of age, and (ii) completed at least ten (10) consecutive years of service as an employee of the Company.

(o) “**Separation from Service**” shall mean the Participant’s “separation from service” from the Company within the meaning of Section 409A(a)(2)(A)(i) of the Code.

(p) “**Valuation Date**” shall mean the earlier to occur of (i) the End Date, (ii) the date on which a Change in Control occurs or (iii) the date on which the Participant incurs a Qualifying Termination.

(q) “**Vest**” or “**Vested**” means that, with respect to a Performance Share, both (i) such Performance Share has Performance-Vested and (ii) the continued employment condition has been satisfied.

(r) “**Vesting Date**” shall mean, with respect to a Performance Share, the date on which the Performance Share becomes Vested.

1.2 Incorporation of Terms of Plan. The Performance Shares are subject to the terms and conditions of the Plan, which are incorporated herein by reference. Except as expressly indicated herein, in the event of any inconsistency between the Plan and this Agreement, the terms of the Plan shall control.

ARTICLE 2.

PERFORMANCE SHARES AND DIVIDEND EQUIVALENTS

2.1 Grant of Performance Shares. In consideration of the Participant’s past and/or continued employment with the Company or an Affiliate and for other good and valuable consideration, effective as of the Grant Date set forth in the Grant Notice (the “**Grant Date**”), the Company grants to the Participant an award of Performance Shares (this “**Award**”) as set forth in the Grant Notice, upon the terms and conditions set forth in the Plan and this Agreement.

2.2 Performance-Based Right to Payment.

(a) Subject to Sections 2.3 and 2.4 hereof, the number of Performance Shares that Performance-Vest and become eligible to Vest shall be determined as of the Valuation Date based on the Company’s achievement of the Performance Goals, as set forth on Schedule A attached hereto.

(b) Subject to Sections 2.3 and 2.4 hereof, [and notwithstanding Section 5(b) of the Employment Agreement,] ⁵ the number of Performance Shares that Performance-Vest in accordance

⁴ NTD: Include for Case only.

with Section 2.2(a) hereof shall Vest with respect to 50% of such Performance Shares on each of (i) the date on which the Committee determines the achievement of the Performance Goals, which shall occur no earlier than January 1, 2020 and no later than February 28, 2020, subject to the Participant's continued employment through January 1, 2020 and (ii) January 1, 2021, subject to the Participant's continued employment through such date.

2.3 Change in Control.

(a) Notwithstanding any contrary provision of this Agreement, in the event that a Change in Control occurs at any time prior to the End Date and the Participant remains continuously employed as of immediately prior to such Change in Control, then the number of Performance Shares that Vest and become payable hereunder as of such Change in Control shall equal the product of (i) the number of Performance Shares that Performance-Vest pursuant to Section 2.2(a) hereof, based on the Company's achievement of the Performance Goals as of the date on which the Change in Control occurs, multiplied by (ii) a fraction, the numerator of which is the number of days elapsed from the first day of the Performance Period through and including the date of the Change in Control, and the denominator of which is 1,095.

(b) Notwithstanding any contrary provision of this Agreement, in the event that a Change in Control occurs after the End Date, and the Participant remains continuously employed as of immediately prior to such Change in Control, then any Performance Shares that Performance-Vest in accordance with Section 2.2(a) hereof that have not previously Vested shall Vest and become payable hereunder immediately prior to such Change in Control.

2.4 Termination. [Notwithstanding any accelerated vesting provisions contained in the Employment Agreement, which accelerated vesting provisions are hereby expressly superseded and replaced with respect to this Award, the following provisions, as applicable, shall govern the accelerated vesting of the Award (if any) in connection with a termination of employment:]⁶

(a) In the event that the Participant experiences a Qualifying Termination, other than due to the Participant's death or Disability [or due to the Participant's Retirement pursuant to Section 10(d)(ii) of the Employment Agreement]⁷, prior to the end of the Performance Period, then the number of Performance Shares that Vest and become payable hereunder as of the termination date shall equal the product of (i) the number of Performance Shares that Performance-Vest pursuant to Section 2.2(a) hereof, based on the Company's achievement of the Performance Goals as of the termination date, multiplied by (ii) a fraction, the numerator of which is the number of days elapsed from the first day of the Performance Period through and including the date of the Participant's Qualifying Termination, and the denominator of which is 1,095[; provided, however, that if the Participant experiences a Qualifying Termination pursuant to Section 10(c) of the Employment Agreement during the Performance Period, then the number of Performance Shares that Vest and become payable hereunder as of the termination date shall equal the number of Performance Shares that Performance-Vest pursuant to Section 2.2(a) hereof, based on the Company's achievement of the Performance Goals as of the termination date (without regard to pro-ration)]⁸.

(b) In the event that the Participant experiences a Qualifying Termination due to the Participant's death or Disability [or due to the Participant's Retirement pursuant to Section 10(d)(ii) of the Employment Agreement],⁹ in each case, prior to the end of the Performance Period, then 100% of the Target Number of Performance Shares shall Vest and become payable hereunder.

⁶ NTD: Include for Case only.

⁷ NTD: Include for Case only.

⁸ NTD: Include for Case only.

⁹ NTD: Include for Case only.

(c) Subject to Section 2.3(a) hereof, in the event that the Participant experiences a Qualifying Termination following the end of the Performance Period but prior to January 1, 2021, then any Performance Shares that Performance-Vest in accordance with Section 2.2(a) that have not previously Vested shall Vest and become payable hereunder as of the termination date.

2.5 Forfeiture.

(a) *Termination of Employment.*

(i) In the event that the Participant experiences a termination of employment prior to the Vesting Date that is not a Qualifying Termination, all of the Performance Shares that have not Vested as of such termination of employment shall thereupon automatically be forfeited by the Participant as of the date of termination, and the Participant's rights in any such Performance Shares and such portion of the Award, including without limitation any Dividend Equivalents (as defined below), shall thereupon lapse and expire.

(ii) Any Performance Shares that do not become Vested in connection with a Qualifying Termination shall thereupon automatically be forfeited by the Participant as of the date of termination, and the Participant's rights in any such Performance Shares and such portion of the Award, including without limitation any Dividend Equivalents (as defined below), shall thereupon lapse and expire.

(b) *Failure to Achieve Performance Goals.* Except as set forth in Section 2.3(a), any outstanding Performance Shares that do not Performance-Vest due to the failure by the Company to achieve the Performance Goals (in whole or in part) shall automatically be forfeited by the Participant as of the Valuation Date, and the Participant's rights in any such Performance Shares and such portion of the Award, including without limitation any Dividend Equivalents, shall thereupon lapse and expire.

2.6 Dividend Equivalents. Each Performance Share granted pursuant to this Award is granted in tandem with a Dividend Equivalents award (a "***Dividend Equivalent***"), which Dividend Equivalent shall remain outstanding from the Grant Date until the earlier of the payment or forfeiture of the underlying Performance Share.

(a) Pursuant to the Dividend Equivalents, the Participant shall be entitled to receive a cash payment in an amount equal to the aggregate dividends paid by the Company with a record date that occurs during the Dividend Equivalents Period that would have been payable to the Participant had the Participant held a number of Shares on such record date equal to the number of Performance Shares that Vest in accordance with Sections 2.2 - 2.4 hereof (if any). Such payment shall be paid in a single lump sum no later than sixty (60) days following the applicable Vesting Date, provided that the exact payment date shall be determined by the Company in its sole discretion (and the Participant shall not have a right to designate the time of payment).

(b) Dividend Equivalents shall not entitle the Participant to any payments relating to dividends with a record date that occurs after the earlier of the payment or forfeiture of the Performance Share underlying such Dividend Equivalent, and the Participant shall not be entitled to any Dividend Equivalent payment with respect to any Performance Share that does not Vest in accordance with Sections 2.2 - 2.4 hereof.

(c) The Dividend Equivalents and any amounts that may become payable in respect thereof shall be treated separately from the Performance Shares and the rights arising in connection therewith for purposes of Section 409A (as defined below).

2.7 Payment of Shares. The Company shall deliver to the Participant a number of Shares equal to the number of Performance Shares subject to this Award that Vest pursuant to Sections 2.2, 2.3 and/or 2.4 hereof within forty-five (45) days following the applicable Vesting Date (either by delivering one or more certificates for such Shares or by entering such Shares in book entry form, as determined by the Administrator in its sole discretion), provided that the exact payment date shall be determined by the Company in its sole discretion (and the Participant shall not have a right to designate the time of payment) and provided, further, that any such payment made pursuant to Section 2.3 above in the event of a Change in Control shall be made or deemed made immediately preceding and effective upon the occurrence of such Change in Control.

2.8 Rights as Stockholder. The holder of the Performance Shares shall not be, nor have any of the rights or privileges of, a stockholder of the Company, including, without limitation, voting rights and rights to dividends, in respect of the Performance Shares or any Shares underlying the Performance Shares and deliverable hereunder unless and until such Shares shall have been issued by the Company and held of record by such holder (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company).

ARTICLE 3.

OTHER PROVISIONS

3.1 Administration. The Administrator shall have the power to interpret the Plan and this Agreement and to adopt such rules for the administration, interpretation and application of the Plan and this Agreement as are consistent therewith and to interpret, amend or revoke any such rules. Without limiting the generality of the foregoing, all determinations, interpretations and assumptions relating to the calculation and payment of the Performance Shares (including, without limitation, determinations, interpretations and assumptions with respect to TSR, shareholder returns and DEBT/EBITDA ratio) shall be made by the Administrator. All actions taken and all interpretations and determinations made by the Administrator in good faith shall be final and binding upon the Participant, the Company and all other interested persons. No member of the Committee or the Board shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan, this Agreement or the Performance Shares.

3.2 Grant is Not Transferable. During the lifetime of the Participant, the Performance Shares may not be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution, unless and until the Shares underlying the Performance Shares have been issued. Neither the Performance Shares nor any interest or right therein shall be liable for the debts, contracts or engagements of the Participant or his or her successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof shall be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence.

3.3 Entire Agreement; Binding Agreement. [Without limiting the generality of the foregoing, this Agreement supersedes the provisions of any employment agreement, employment offer letter or similar agreement between the Participant and the Company with respect to the vesting schedule (including the acceleration of vesting) of the Award, and any provision in such agreement or letter which would otherwise determine the vesting schedule (including the acceleration of such vesting) of the Award shall have no force or effect with respect to the Award.]¹⁰ Subject to the limitation on the transferability of the Performance Shares contained herein, this Agreement shall be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

3.4 Adjustments Upon Specified Events. This Award, the Performance Shares and the Dividend Equivalents may be subject to adjustments pursuant to Section 14.2 of the Plan in connection with the occurrence of certain events relating to the shares of the Common Stock. The Participant acknowledges that this Award, the Performance Shares and the Dividend Equivalents are subject to amendment, modification and termination in certain events as provided in this Agreement and Section 14.2 of the Plan.

3.5 Tax Withholding. The Company or its Affiliates shall be entitled to require a cash payment (or to elect, or permit the Participant to elect, such other form of payment determined in accordance with Section 11.2 of the Plan) by or on behalf of the Participant and/or to deduct from other compensation payable to the Participant any sums required by federal, state or local tax law to be withheld with respect to the grant, vesting or payment of the Award (including any Dividend Equivalents). In satisfaction of the foregoing requirement with respect to the grant, vesting or payment of the Award, unless otherwise determined by the Administrator, the Company or its Affiliates shall withhold Shares otherwise issuable under the Award having a fair market value equal to the sums required to be withheld by federal, state and/or local tax law. The number of Shares which shall be so withheld in order to satisfy such federal, state and/or local withholding tax liabilities shall be limited to the number of shares which have a fair market value on the date of withholding equal to the aggregate amount of such liabilities based on the maximum statutory withholding rates for federal, state and/or local tax purposes that are applicable to such supplemental taxable income. Notwithstanding any other provision of this Agreement, the Company shall not be obligated to deliver any certificate representing Shares to the Participant or the Participant's legal representative or to enter any such Shares in book entry form unless and until the Participant or the Participant's legal representative, as applicable, shall have paid or otherwise satisfied in full the amount of all federal, state and local taxes applicable to the taxable income of the Participant resulting from the grant or vesting of the Award or the issuance of Shares hereunder. To the extent that any Federal Insurance Contributions Act tax withholding obligations arise in connection with the Award prior to the applicable Vesting Date, the Administrator shall accelerate the payment of a portion of the Award sufficient to satisfy (but not in excess of) such tax withholding obligations and any tax withholding obligations associated with any such accelerated payment, and the Administrator shall withhold such amounts in satisfaction of such withholding obligations.

3.6 Conditions to Delivery of Shares. The Shares deliverable under this Award may be either previously authorized but unissued Shares, treasury Shares or Shares purchased on the open market. Such Shares shall be fully paid and nonassessable. The Company shall not be required to issue or deliver any Shares under this Award prior to fulfillment of the conditions set forth in Section 11.4 of the Plan.

3.7 Ownership Limits. To ensure compliance with Section 14.8 of the Plan, any other provision of Section 7.2(a) of the Company's charter, and/or Applicable Law and for other proper purposes, the Company may issue appropriate "stop transfer" and other instructions to its transfer agent with respect to the Performance Shares.

¹⁰ NTD: Include for Case only.

3.8 Not a Contract of Service Relationship. Nothing in this Agreement or in the Plan shall confer upon the Participant any right to continue to serve as an Employee or other service provider of the Company or any of its Affiliates or shall interfere with or restrict in any way the rights of the Company and its Affiliates, which rights are hereby expressly reserved, to discharge or terminate the services of the Participant at any time for any reason whatsoever, with or without Cause, except to the extent expressly provided otherwise in a written agreement between the Company or an Affiliate and the Participant.

3.9 Governing Law. The laws of the State of Maryland shall govern the interpretation, validity, administration, enforcement and performance of the terms of this Agreement regardless of the law that might be applied under principles of conflicts of laws.

3.10 Conformity to Securities Laws. The Participant acknowledges that the Plan and this Agreement are intended to conform to the extent necessary with all provisions of the Securities Act and the Exchange Act, and Applicable Law. Notwithstanding anything herein to the contrary, the Plan shall be administered, and the Award (including any Dividend Equivalents) is granted, only in such a manner as to conform to such laws, rules and regulations. To the extent permitted by Applicable Law, the Plan and this Agreement shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

3.11 Amendment, Suspension and Termination. To the extent permitted by the Plan, this Agreement may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Administrator or the Board; *provided, however*, that, except as may otherwise be provided by the Plan, no amendment, modification, suspension or termination of this Agreement shall adversely affect the Award (including any Dividend Equivalents) in any material way without the prior written consent of the Participant.

3.12 Notices. Any notice to be given under the terms of this Agreement shall be addressed to the Company in care of the Secretary of the Company at the Company's principal office, and any notice to be given to the Participant shall be addressed to the Participant at the Participant's last address reflected on the Company's records. Any notice shall be deemed duly given when sent via email or when sent by reputable overnight courier or by certified mail (return receipt requested) through the United States Postal Service.

3.13 Successors and Assigns. The Company or any Affiliate may assign any of its rights under this Agreement to single or multiple assignees, and this Agreement shall inure to the benefit of the successors and assigns of the Company and its Affiliates. Subject to the restrictions on transfer set forth in Section 3.2 hereof, this Agreement shall be binding upon the Participant and his or her heirs, executors, administrators, successors and assigns.

3.14 Section 409A.

(a) *General*. To the extent applicable, this Agreement shall be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder (“ **Section 409A** ”), including without limitation any such regulations or other guidance that may be issued after the effective date of this Agreement. Notwithstanding any other provision of the Plan, the Grant Notice or this Agreement, if at any time the Administrator determines that the Performance Shares or the Dividend Equivalents (or, in each case,

any portion thereof) may be subject to Section 409A, the Administrator shall have the right in its sole discretion (without any obligation to do so or to indemnify the Participant or any other person for failure to do so) to adopt such amendments to the Plan, the Grant Notice or this Agreement, or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, as the Administrator determines are necessary or appropriate either for the Performance Shares and/or Dividend Equivalents to be exempt from the application of Section 409A or to comply with the requirements of Section 409A.

(b) *Potential Six-Month Delay*. Notwithstanding anything to the contrary in this Agreement, no amounts shall be paid to the Participant under this Agreement during the six (6)-month period following the Participant's Separation from Service to the extent that the Administrator determines that the Participant is a "specified employee" (within the meaning of Section 409A) at the time of such Separation from Service and that paying such amounts at the time or times indicated in this Agreement would be a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code. If the payment of any such amounts is delayed as a result of the previous sentence, then on the first business day following the end of such six (6)-month period (or such earlier date upon which such amount can be paid under Section 409A without being subject to such additional taxes), the Company shall pay to the Participant in a lump-sum all amounts that would have otherwise been payable to the Participant during such six (6)-month period under this Agreement.

3.15 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if the Participant is subject to Section 16 of the Exchange Act, then the Plan, the Award (including any Dividend Equivalents) and this Agreement shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3 of the Exchange Act) that are requirements for the application of such exemptive rule. To the extent permitted by Applicable Law, this Agreement shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

3.16 Limitation on the Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Company as to amounts payable and shall not be construed as creating a trust. The Plan, in and of itself, has no assets. The Participant shall have only the rights of a general unsecured creditor of the Company and its Affiliates with respect to amounts credited and benefits payable, if any, with respect to the Shares issuable hereunder.

SCHEDULE A

Target Number of Performance Shares per Performance Goal

<i>Target Number of Debt/EBITDA Performance Shares</i>	[] ¹¹
<i>Target Number of Growth Rate Performance Shares</i>	[] ¹²
<i>Target Number of MSCI REIT Performance Shares</i>	[] ¹³
<i>Target Number of J.P. Morgan Net Lease Peer Group Performance Shares</i>	[] ¹⁴

Performance Vesting

The number of Performance Shares that Performance-Vest and become eligible to Vest shall be determined as of the Valuation Date based on the achievement of the Performance Goals during the Performance Period, as set forth below. If the Company's achievement of the applicable Performance Goal falls between 50-100% or 100-200% then the number of Performance Shares that shall Performance-Vest and become eligible to Vest with respect to such Performance Goal shall be determined by means of linear interpolation between 50-100% or 100-200%, respectively. Capitalized terms are defined below.

MSCI REIT Performance Shares . The number of Performance Shares that Performance-Vest and become eligible to Vest based on the Company's TSR achieved, as a percentile with respect to the range of TSRs during the Performance Period of the companies included in the MSCI US REIT Index throughout the Performance Period (calculated in a manner consistent with TSR calculation methodology under this Agreement and as verified by an independent third party), shall be determined as follows:

Percentile of Company TSR with respect to MSCI US REIT Index companies during Performance Period	Target Number of MSCI Performance Shares that Performance-Vest
<35 th percentile	0%
35th percentile	50%
55th percentile	100%
≥ 80th percentile	200%

¹¹ Target Number of Shares in Grant Notice x 0.1285.

¹² Target Number of Shares in Grant Notice x 0.1645.

¹³ Target Number of Shares in Grant Notice x 0.4499.

¹⁴ Target Number of Shares in Grant Notice x 0.2571.

J.P. Morgan Net Lease Peer Group Performance Shares . The number of Performance Shares that Performance-Vest and become eligible to Vest based on the Company's TSR achieved, as a percentile with respect to the range of TSRs during the Performance Period of the companies included in the J.P. Morgan Net Lease Peer Group (calculated in a manner consistent with TSR calculation methodology under this Agreement and as verified by an independent third party), shall be determined as follows:

Percentile of Company TSR with respect to J.P. Morgan Net Lease Peer Group companies during Performance Period	Target Number of J.P. Morgan Net Lease Peer Group Performance Shares that Performance-Vest
<35 th percentile	0%
35th percentile	50%
55th percentile	100%
≥80th percentile	200%

Debt/EBITDA Performance Shares . The number of Performance Shares that Performance-Vest and become eligible to Vest based on the Debt/EBITDA Ratio achieved during the Performance Period shall be determined as follows:

Debt/EBITDA Ratio	Target Number of Debt/EBITDA Performance Shares that Performance-Vest
> 6.3	0%
6.3	50%
6.0	100%
≤5.5	200%

Growth Rate Performance Shares . The number of Performance Shares that Performance-Vest and become eligible to Vest based on the Growth Rate achieved during the Performance Period, shall be determined as follows:

Growth Rate	Target Number of Growth Rate Performance Shares that Performance-Vest
< 2.0%	0%
2.0%	50%
6.0	100%
≥ 12.0%	200%

Defined Terms

(a) “**Adjusted EBITDA**” shall mean, for the most recent quarter, annualized earnings (net income) before (i) interest expense, (ii) income and franchise taxes, (iii) depreciation and amortization, (iv) impairment losses (and reversals of previous impairments), (v) loss (gain) on swaps, (vi) gain on sales (Realty Income properties) and (vii) merger related costs.

(b) “**Debt**” shall mean the total outstanding debt of the Company per the consolidated balance sheet as of the end of the Performance Period, inclusive of outstanding senior notes (net of original issuance discounts), term loans, mortgages (net of net mortgage premiums) and credit facility borrowings.

(c) “**Debt/EBITDA Ratio**” shall mean the product obtained by dividing (i) Debt by (ii) Adjusted EBITDA.

(d) “**Dividends Per Share**” shall mean, with respect to an applicable period, the sum of all dividends (including special or extraordinary dividends) paid, on a per share basis, by the Company with respect to the Common Stock during an applicable period.

(e) “**Growth Rate**” shall mean negative one plus (i) the aggregate Dividends Per Share with respect to the final 12 months of the Performance Period, divided by (ii) the aggregate Dividends Per Share with respect to the Company’s 2016 fiscal year.

(f) “**Share Value**” shall mean, as of a particular date, the average of the closing trading prices of a share of Common Stock on the principal exchange on which such shares are then traded for each trading day during the twenty (20) consecutive trading days ending on the applicable date; *provided, however*, that in the event that a Performance Share Award Change in Control occurs prior to the End Date, Share Value shall mean the price per share of Common Stock paid by the acquiror in the Performance Share Award Change in Control transaction.

(g) “**J.P. Morgan Net Lease Peer Group**” shall consist of the companies categorized as “Triple Net Lease REITs” in the “J.P. Morgan REIT Database” report published by J.P. Morgan North American Equity Research on a weekly basis, excluding the Company. The constituent companies will be determined using the last published report of 2016 calendar year; *provided, however*,

that if a constituent company in the J.P. Morgan Net Lease Peer Group is delisted during the Performance Period, due, for example, to a merger, acquisition or bankruptcy or the Administrator otherwise reasonably determines that it is no longer suitable for the purposes of this Agreement, then such company shall be excluded from the constituent companies.

(h) “**Total Shareholder Return**” or “**TSR**” shall mean a company’s compound annual total shareholder return for the Performance Period, calculated based on the Fair Market Value as of December 31, 2016 as the beginning stock price and the Share Value as of the Valuation Date as the ending stock price (and, for the avoidance of doubt, assuming the reinvestment of all dividends paid on common stock on the ex-dividend date). Additionally, as set forth in, and pursuant to, Section 3.4 of the Agreement, appropriate adjustments to the Total Shareholder Return shall be made to take into account all stock dividends, stock splits, reverse stock splits and the other events set forth in Section 3.4 of the Agreement that occur prior to the Valuation Date.

Certification of Chief Executive Officer

I, John P. Case, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Realty Income Corporation for the quarter ended March 31, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 26, 2017

/s/ JOHN P. CASE
John P. Case
Chief Executive Officer

Certification of Chief Financial Officer

I, Paul M. Meurer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Realty Income Corporation for the quarter ended March 31, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 26, 2017

/s/ PAUL M. MEURER
Paul M. Meurer
Executive Vice President,
Chief Financial Officer and Treasurer

**Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to 18 U.S.C. SECTION 1350**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Realty Income Corporation, a Maryland corporation (the "Company"), hereby certify, to his best knowledge, that:

- (i) the accompanying quarterly report on Form 10-Q of the Company for the quarter ended March 31 2017, (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Act"); and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JOHN P. CASE

John P. Case
Chief Executive Officer

/s/ PAUL M. MEURER

Paul M. Meurer
Executive Vice President, Chief Financial Officer and Treasurer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Act, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing .
