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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

**Form 8-A**

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

**REALTY INCOME CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or Other Jurisdiction of  
Incorporation or Organization)

**1-13374**

(Commission File Number)

**33-0580106**

(IRS Employer Identification No.)

**11995 El Camino Real, San Diego,  
California**

(Address of principal executive offices)

**92130**

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of Each Class to be so  
Registered**

**5.000% Notes due 2029**

**5.250% Notes due 2041**

**Name of Each Exchange on Which  
Each Class is to be Registered**

**The New York Stock Exchange**

**The New York Stock Exchange**

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

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

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:**

**333-277150**

**(If applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

**(Title of Class)**

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

Realty Income Corporation (the “Company”) has filed with the U.S. Securities and Exchange Commission (the “Commission”) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated August 27, 2024 (the “Prospectus Supplement”) to a prospectus dated February 16, 2024 (the “Prospectus”) contained in the Company’s effective Registration Statement on Form S-3 (Registration No. 333-277150) (the “Registration Statement”), which Registration Statement was filed with the Commission on February 16, 2024, relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

### Item 1. Description of Registrant’s Securities to be Registered.

The information required by this item is incorporated by reference to the information contained and incorporated by reference in the sections captioned “Description of Notes” and “Supplemental U.S. Federal Income Tax Considerations” in the Prospectus Supplement and “Description of the Debt Securities” in the Prospectus.

### Item 2. Exhibits.

- [4.1](#) [Indenture dated as of October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A. as successor trustee \(filed as Exhibit 4.1 to the Company’s Form 8-K, filed on October 28, 1998 and incorporated herein by reference\).](#)
  - [4.2](#) [Form of 5.000% Note due 2029 \(filed as an Exhibit 4.2 to the Company’s Form 8-K, filed on September 4, 2024 and incorporated herein by reference\).](#)
  - [4.3](#) [Form of 5.250% Note due 2041 \(filed as an Exhibit 4.3 to the Company’s Form 8-K, filed on September 4, 2024 and incorporated herein by reference\).](#)
  - [4.4](#) [Officers’ Certificate dated September 4, 2024 pursuant to Sections 201, 301 and 303 of the Indenture dated as of 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 “5.000% Notes due 2029” and a series of securities entitled “5.250% Notes due 2041” \(filed as an Exhibit 4.4 to the Company’s Form 8-K, filed on September 4, 2024 and incorporated herein by reference\).](#)
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**SIGNATURE**

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

Dated: September 4, 2024

REALTY INCOME CORPORATION

By: /s/ Bianca Martinez

Bianca Martinez

Senior Vice President, Associate General Counsel and Assistant Secretary

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