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CARRAMERICA REALTY CORP  
Form 8-K  
December 18, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 13, 2001

CARRAMERICA REALTY CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	1-11706 (Commission File Number)	52-1796339 (IRS Employer Identification Number)
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1850 K Street, NW, Suite 500 Washington, DC (Address of principal executive offices)	20006 (Zip Code)
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Registrant's telephone number, including area code:  
(202) 729-7500

Not applicable  
(Former name or former address, if changed since last report)

Item 5. Other Events

On December 13, 2001, CarrAmerica Realty Corporation (the "Company") entered into an Underwriting Agreement with Security Capital Group Incorporated and Goldman, Sachs & Co. relating to the proposed public offering of 16,872,537 shares of the Company's common stock held by Security Capital, with a 30-day overallotment option for an additional 2,530,880 shares. The shares were offered to the public at \$28.37 per share. The closing of this offering is expected to occur on December 19, 2001. A copy of the Underwriting Agreement relating to the public offering is filed as an exhibit to this report.

Item 7. Exhibits

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The following exhibit is filed as part of this report:

- 1.1 Underwriting Agreement, dated as of December 13, 2001, by and among the Company, Security Capital and Goldman, Sachs & Co., Salomon Smith Barney Inc., First Union Securities, Inc., Legg Mason Wood Walker, Incorporated, Banc of America Securities LLC, Deutsche Banc Alex. Brown Inc. and A.G. Edwards & Sons, Inc., as representatives of the several underwriters named in Schedule I thereto.

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### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRAMERICA REALTY CORPORATION

Date: December 17, 2001

By: /s/ Linda A. Madrid

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Linda A. Madrid  
Managing Director

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### EXHIBIT INDEX

Exhibit -----	Document -----
1.1	Underwriting Agreement, dated as of December 13, 2001, by and among the Company, Security Capital and Goldman, Sachs & Co., Salomon Smith Barney Inc., First Union Securities, Inc., Legg Mason Wood Walker, Incorporated, Banc of America Securities LLC, Deutsche Banc Alex. Brown Inc. and A.G. Edwards & Sons, Inc., as representatives of the several underwriters named in Schedule I thereto.