
Section 1: DFAN14A (MACK-CALI REALTY CORPORATION)

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Mack-Cali Realty Corporation

(Name of Registrant as Specified In Its Charter)

Bow Street LLC
Bow Street Special Opportunities Fund XV, LP

A. Akiva Katz
Howard Shinker
Alan R. Batkin
Frederic Cumenal
MaryAnne Gilmartin
Nori Gerardo Lietz

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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**BOW STREET CALLS ON MACK-CALI TO DEFINE MANDATE OF STRATEGIC REVIEW COMMITTEE BY
JUNE 3**

*Sends Open Letter to Mack-Cali Shareholders Outlining Requirements to Ensure
Strategic Review Committee's Success*

*Urges Mack-Cali Shareholders to VOTE the GOLD Proxy Card **FOR** the Election of Bow Street's Four Highly-Qualified,
Independent Director Nominees*

NEW YORK – May 31, 2019 – Bow Street LLC ("Bow Street"), a New York-based investment firm that beneficially owns approximately 4.5% of the outstanding shares of common stock of Mack-Cali Realty Corporation ("Mack-Cali" or the "Company") (NYSE: CLI), is today calling on the Mack-Cali Board of Directors (the "Board") to clearly define the mandate of its Strategic Review Committee by June 3rd, 2019. In conjunction with this request, Bow Street is sending an open letter to Mack-Cali shareholders outlining the terms under which the Strategic Review Committee must be established in order to determine the best path forward for Mack-Cali and its shareholders.

The full text of the letter is below.

Dear Fellow Mack-Cali Shareholders:

It is clear to us that only significant structural change will unlock shareholder value at Mack-Cali.

We are therefore pleased that in response to shareholder pressure, after weeks of rejecting calls to explore strategic alternatives, the Company announced a Strategic Review Committee, comprised of independent directors, to consider all opportunities for maximizing shareholder value, including a sale of the Company.

Furthermore, we are pleased that the Company recognizes the significant value of adding two of Bow Street's highly-qualified, independent director nominees – MaryAnne Gilmartin and Frederic Cumenal – to its Board. We believe the fresh perspectives, skillsets and independent oversight that Ms. Gilmartin and Mr. Cumenal bring to the Boardroom will ensure that the Board evaluates all solutions to address Mack-Cali's structural issues in creating value for shareholders.

However, we strongly believe that an effective Strategic Review Committee must be equipped with the resources and mandate to determine the best path forward for Mack-Cali and its shareholders.

To ensure the Strategic Review Committee is more than mere window dressing and has the ability to succeed, we urge the Company to publicly commit to the following terms by June 3rd, 2019:

1. Appoint both of Bow Street's independent director nominees – Ms. Gilmartin and Mr. Cumenal – to the Strategic Review Committee;
2. Limit the Strategic Review Committee to four independent directors;
3. Empower the Strategic Review Committee to engage an investment bank or other advisors it deems best suited to determine the value that could be received in a strategic transaction as compared to the value of the Company on a standalone basis;
4. Announce that the Strategic Review Committee is open and willing to receive any and all proposals to maximize shareholder value, as the ultimate value-maximizing transaction may be a combination of proposals from prospective acquirers; and
5. Upon completion of the review, release the Strategic Review Committee's conclusions so that shareholders – as the true owners of Mack-Cali – are apprised of the strategic direction of our Company.

If the Strategic Review Committee is established along these terms, we believe that Mack-Cali shareholders will finally have the opportunity to realize the value of their investment.

We strongly encourage all Mack-Cali shareholders to join us in holding Mack-Cali and its Board accountable to the highest principles of governance and independence.

Respectfully,

Akiva Katz
Managing Partner

Howard Shinker
Managing Partner

Bow Street encourages all Mack-Cali shareholders to visit <http://bowstreetllc.com/mack-cali/> to review additional information about THE CASE FOR CHANGE AT MACK-CALI.

Your Vote Is Important, No Matter How Many or How Few Shares You Own!

Please vote today by telephone, via the Internet or by signing, dating and returning the enclosed **GOLD** proxy card. Simply follow the easy instructions on the **GOLD** proxy card.

If you have questions about how to vote your shares, please contact:

INNISFREE M&A INCORPORATED
Shareholders May Call Toll-free: (877) 800-5182
Banks and Brokers May Call Collect: (212) 750-5833

REMEMBER:

Please simply discard any White proxy card that you may receive from Mack-Cali. Returning a White proxy card – even if you “withhold” on the Company's nominees –will revoke any vote you had previously submitted on Bow Street’s **GOLD** proxy card.

About Bow Street LLC

Founded in 2011, Bow Street is a New York-based investment manager that partners with institutional investors and family offices globally to invest opportunistically across public and private securities.

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Important Information

Bow Street LLC ("Bow Street"), A. Akiva Katz, Howard Shinker, Alan R. Batkin, Frederic Cumenal, MaryAnne Gilmartin, and Nori Gerardo Lietz (collectively, the "Participants") have filed with the Securities and Exchange Commission (the "SEC") a definitive proxy statement and accompanying form of proxy to be used in connection with the solicitation of proxies from shareholders of Mack-Cali Realty Corporation (the "Company"). All shareholders of the Company are advised to read the definitive proxy statement and other documents related to the solicitation of proxies by the Participants, as they contain important information, including additional information related to the Participants. The definitive proxy statement and an accompanying proxy card is being furnished to some or all of the Company's shareholders and is, along with other relevant documents, available at no charge on the SEC website at <http://www.sec.gov/> or from the Participants' proxy solicitor, Innisfree M&A Incorporated.

Information about the Participants and a description of their direct or indirect interests by security holdings is contained in the definitive proxy statement on Schedule 14A filed by Bow Street with the SEC on May 1, 2019. This document is available free of charge from the sources indicated above.

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