

W. P. Carey Inc.

DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

Prospectus

October 1, 2012

W. P. CAREY INC.

Prospectus

Dividend Reinvestment And Share Purchase Plan

5,000,000 Shares of Common Stock

W. P. Carey Inc. is a Maryland corporation, which we will refer to as WPC. Our Dividend Reinvestment and Share Purchase Plan (the “Plan”) provides an economical and convenient method to designate all or a portion of the cash dividends on your shares of WPC stock for reinvestment in more shares under the Plan. The Plan is also designed to provide an easy way for an existing shareholder to increase his or her holdings in WPC through the Plan.

WPC shares are traded on the New York Stock Exchange under the ticker symbol “WPC.”

Some of the significant features of the Plan are as follows:

- As a participant in the Plan, you can automatically reinvest all or a portion of your quarterly cash dividend.
- Participants can add to an existing position in WPC by making optional cash payments of \$500 to \$25,000 per month by writing a check or making automatic purchases through deductions from a U.S. bank account.
- The Plan allows participants to keep all of their WPC shares in safekeeping for easy transfer or sale.

This Prospectus is not an offer to sell securities and it is not soliciting an offer to buy securities in any jurisdiction where the offer or sale is not permitted. Before you participate in the plan, please carefully read this Prospectus, including “Risk Factors” on page 1, and the information referred to under the heading “Incorporation by Reference.”

All questions concerning the Plan should be directed to:

Computershare.
P.O. Box 358035
Pittsburgh, PA 15252-8035
Telephone: (888) 200-8690

These securities have not been approved or disapproved by the Securities and Exchange Commission (the “SEC”) nor any state securities commission nor has the SEC or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus is dated October 1, 2012.

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You should rely only on the information contained in this Prospectus or the information to which we have referred you. We have not authorized anyone to provide you with information that is different. You should not assume that the information in this Prospectus is accurate as of any date other than the date on the front cover of this Prospectus, or that information incorporated by reference is accurate as of any date other than the date of the document incorporated by reference.

RISK FACTORS

Investing in our common stock involves risks. Before making an investment decision, you should read and carefully consider the risk factors described in our annual, quarterly and current reports filed with the SEC, which are incorporated by reference into this Prospectus, as well as other information we include or incorporate by reference in this Prospectus. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, also may affect our business, financial condition and/or future operating results.

W. P. CAREY INC.

We are a publicly traded real estate investment trust (“REIT”) that provides long-term financing via sale-leaseback and build-to-suit transactions for companies worldwide and manages a global investment portfolio. We invest primarily in commercial properties domestically and internationally. We earn revenue principally by leasing the properties we own to single corporate tenants, primarily on a triple-net leased basis, which requires each tenant to pay substantially all of the costs associated with operating and maintaining the property. Through our taxable real estate investment trust subsidiaries (“TRSs”), we also earn revenue as the advisor to publicly-owned, non-listed real estate investment trusts, which are sponsored by us under the Corporate Property Associates brand name (the “CPA® REITs”) and invest in similar properties. As of the date of this Prospectus, we are the advisor to the following CPA® REITs: Corporate Property Associates 16 – Global (“CPA®:16 – Global”) and Corporate Property Associates 17 – Global Incorporated (“CPA®:17 – Global” and, together with CPA®:16 – Global, the “CPA® REITs”), and we were the advisor to CPA®:15 until its merger with and into us on September 28, 2012. We are also the advisor to Carey Watermark Investors Incorporated (“CWI”), which we formed in March 2008 for the purpose of acquiring interests in lodging and lodging-related properties. Our real estate investment portfolio, as well as those of the CPA® REITs we advise, consists primarily of single-tenant commercial real property. Generally, we place primary emphasis on the creditworthiness of the tenant, but we also fully evaluate the underlying real estate. Our leases generally are full recourse obligations of the tenant or its affiliates and place the economic burden of ownership largely on the tenant by requiring it to pay the costs of maintenance, insurance, taxes, structural repairs and other operating expenses (referred to as triple-net leases).

Most of our properties either were acquired as a result of our consolidation in 1998 with nine affiliated Corporate Property Associates limited partnerships and their successors or were subsequently acquired from certain CPA® REITs in connection with the provision of liquidity to shareholders of those REITs, as further described below. Because our advisory agreements with the existing CPA® REITs require that we use our best efforts to present to them a continuing and suitable program of investment opportunities that meet their investment criteria, we generally provide investment opportunities to these funds first and earn revenues from transaction and asset management services performed on their behalf. Our principal focus on our owned real estate portfolio in recent years has therefore been on enhancing the value of our existing properties.

Under advisory agreements that we have with each of the CPA® REITs and CWI, we perform services and earn asset management revenue related to the day-to-day management of the CPA® REITs and CWI and provide transaction-related services and earn structuring revenue in connection with structuring and negotiating real estate and real estate-related investments and mortgage financing on their behalf. In addition, we provide further services and earn revenue when each CPA® REIT and CWI is liquidated. We are also reimbursed for certain costs incurred in providing services, including broker-dealer commissions paid on behalf of the CPA® REITs and CWI, marketing costs and the cost of personnel provided for the administration of the CPA® REITs and CWI. As a result of electing to receive certain payments for services in shares, we also hold ownership interests in the CPA® REITs and CWI.

We were formed as a corporation under the laws of Maryland on February 15, 2012. On February 17, 2012, W. P. Carey & Co. LLC., our predecessor, announced its intention to reorganize to qualify as a real estate investment trust for federal income tax purposes (the “REIT Reorganization”). On September 13, 2012, W. P. Carey & Co. LLC’s shareholders approved the REIT Reorganization. As part of the REIT Reorganization, on September 28, 2012, W. P. Carey & Co. LLC merged with and into us. Upon consummation of the REIT Reorganization, the shareholders of W. P. Carey & Co. LLC. received one share of our common stock for each listed share of W. P. Carey & Co. LLC that they owned. Immediately after the REIT Reorganization, the listed shares of W. P. Carey & Co. LLC were delisted from the New York Stock Exchange and the shares were canceled, and we became listed on the New York Stock Exchange under the Symbol “WPC.”

We have elected to qualify as a REIT under Section 856 through 860 of the Internal Revenue Code beginning with the 2012 taxable year. As a REIT, we are not subject to United States federal income taxation as long as we

satisfy certain requirements, principally relating to the nature of our income, the level of our distributions as well as other factors.

In October 2007, we completed a restructuring whereby we transferred our real estate assets from a wholly owned subsidiary into a newly formed, wholly owned REIT subsidiary (“Carey REIT II”). Carey REIT II elected to be treated as a REIT under sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the “Code”), with the filing of its 2007 return.

Our principal executive offices are located at 50 Rockefeller Plaza, New York, NY 10020 and our telephone number is (212) 492-1100. As of December 31, 2011, we employed 212 individuals through our wholly-owned subsidiaries.

FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws. There statements may be identified by the use of forward-looking terminology such as “estimates,” “projects,” “anticipates,” “expects,” “intends,” “believes,” or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. You should exercise caution in relying on forward-looking statements as they involve known and unknown risks, uncertainties and other factors that may materially affect our future results, performance, achievements or transactions. Factors, risks and uncertainties which could impact actual results and cause them to differ from what is anticipated in the forward-looking statements statement contained herein are discussed in this Prospectus as well as in our other filings with the SEC, including but not limited to those under the heading “Risk Factors” in this Prospectus.

All forward-looking statements made in this Prospectus supplement that are attributable to us or persons acting on behalf of us are expressly qualified in their entirety by the factors listed above in the section captioned “Risk Factors” and other cautionary statements included in this Prospectus, including by way of incorporation by reference. We disclaim any obligation to update information contained in any forward-looking statement.

DESCRIPTION OF THE PLAN

The following questions and answers defined the terms and conditions of the Plan.

Purpose of the Plan

The primary purpose of the Plan is to provide current holders of shares with an economical and convenient method of increasing their investment in us by investing cash dividends in additional shares and/or by investing optional cash payments in shares at the current market value without payment of any brokerage commission or service charge. If you do not participate in the Plan, you will receive cash dividends, as declared and paid in the usual manner.

The Plan was originally adopted by our Board of Directors on February 11, 2001 and became effective on February 11, 2001. The Plan was amended by our Board of Directors on March 3, 2009 effective as of March 19, 2009 as our Board adopted the Plan effective upon consummation of the REIT Reorganization.

Our Dividend Reinvestment and Share Purchase Plan is described in the following questions and answers:

1. What features are available to participants in the Plan?

Dividend Reinvestment. Participants may purchase additional shares, if desired, by automatically reinvesting all or a portion of their cash dividends in shares through the Plan.

Optional Cash Investment. Participants may also purchase additional shares by making optional cash payments of \$500 to \$25,000 per month or by making an initial optional cash payment of \$500 to \$25,000 in the Plan.

Voluntary Participation. Participation in the Plan is entirely voluntary, and participants may terminate their participation at any time. Shareholders who do not choose to participate in the Plan will continue to receive cash

dividends, as declared, in the usual manner. Participants may also request that any or all of the shares they hold in the Plan be sold by the plan administrator.

2. Who will handle the administration of the Plan?

We have designated Computershare Trust Company, N.A. as the plan administrator to administer the Plan and act as agent for the participants. Computershare Trust Company, N.A. and its designated affiliate will perform certain services for the Plan. These companies will purchase and hold shares for participants keep records and statements and perform other duties required by the Plan.

All correspondence regarding the Plan should be directed to:

Computershare
P.O. Box 358035
Pittsburgh, PA 15252-8035
Telephone: (888) 200-8690

Please mention W. P. Carey Inc. and this Plan in all correspondence.

Dividend Reinvestment Program

3. How does an existing shareholder participate in the Plan?

If you own our shares that are registered in your name, you may enroll in the Plan immediately by completing the enrollment form and returning it to the plan administrator in the prepaid envelope. Alternatively, you may enroll on-line through Investor ServiceDirect. See question #8 for more details.

4. I already own shares, but they are held at a bank or broker. Can I use these shares to participate in the Plan?

If the shares are held with a bank or broker you may make arrangements with your financial advisor to have some or all of your shares registered directly in your name. Once you own at least one share in registered form you will need to complete the enrollment form and return it to the administrator in the prepaid envelope.

5. I do not currently own shares. Can I participate in the Dividend Reinvestment Program?

No. To participate in the Dividend Reinvestment Program, you must be one of our existing shareholders.

6. I am not sure where my shares are held. How can I find out?

Please call Computershare at 1-888-200-8690 to inquire.

7. What are my dividend options?

Full Dividend Reinvestment. By selecting this option you are authorizing Computershare to apply all of your dividends on all of our shares registered in your name toward the purchase of additional shares.

Partial Dividend Reinvestment. If you select this option, Computershare will apply the dividends from the number of shares specified on your enrollment form toward more shares and pay the balance of the remaining dividends in cash.

Full Cash Dividend Payment. If you select this option, all of the dividends from your shares will be paid in cash by check or direct deposit.

8. How may I change my dividend option or discontinue reinvesting my dividends?

You may change or withdraw from the Plan with respect to all or a portion of the shares held in your account in the Plan at any time. If the request to withdraw is received prior to a dividend record date, the request will be processed on the day following receipt of the request by the plan administrator.

If the request to withdraw is received by the plan administrator on or after a dividend record date, but before the payment date, the plan administrator, in its sole discretion, may either pay such dividend in cash or reinvest it in shares for your account. The request for withdrawal will then be processed as promptly as possible following such dividend payment date. All dividends subsequent to the effective date of the withdrawal will be paid in cash unless you re-enroll in the Plan, which you may do at any time.

You may do so by:

- Calling Computershare directly at 1-888-200-8690 and instruct them to change your dividend option;
- Instructing Computershare by mail at:

Computershare
Attn: Investment Plan Services
P.O. Box 358035
Pittsburgh, PA 15252-8035

- Submitting a new election on an enrollment authorization form; or
- Accessing your personal account by visiting Computershare's website at www.cpushareownerservices.com. You can enroll, obtain information and perform certain transactions on your account online at the www.cpushareownerservices.com. In order to access your account online, you will need to create a Personal ID and Password. To begin, you will need your 12-digit Investor ID, which can be found on your check stub, statement, or advice. Select Investor ID as your login method and click continue. Please follow the prompts to complete the registration process.

For added security, to safeguard your assets, the plan administrator requires you to authenticate your identity when you register to access your account online. If you are a U.S. resident, you may authenticate your identity online by answering a series of questions. If you choose not to utilize the online authentication process, or you are not a U.S. resident, your individual authentication code will be sent to you via the U.S. Postal Service.

9. How can I have my dividends directly deposited in my bank account?

Simply call Computershare at 1-888-200-8690 and ask to have a direct deposit form mailed to you or visit the Investor Relations section of our website at www.wpcarey.com to print the form.

10. If I am enrolled in the full or partial dividend reinvestment Plan, when will the investment be made?

The investment date for shares acquired through the Plan will be the date or dates of actual investment, but no later than 30 days following the dividend payment date.

When open market purchases are made by the plan administrator, such purchases may be made on any securities exchange where the shares are traded, in the over-the-counter market or by negotiated transactions, and may be subject to such terms with respect to price, delivery and other matters as agreed to by the plan administrator. Shares will be allocated and credited to participants' accounts on the appropriate investment date. No interest will be paid on cash dividends pending reinvestment under the terms of the Plan.

11. At what price will the shares be purchased?

Shares purchased with reinvested dividends will be purchased for the Plan at the market price.

“Market Price” means the weighted average of the actual prices paid, computed to four decimal places, for all of the shares purchased by the plan administrator with all participants’ reinvested dividends and optional cash payments for the related month.

The price of the shares will be determined by the weighted average price of all shares purchased for the entire Plan on the investment date. Neither we nor any participant shall have any authorization or power to direct the time or price at which shares will be purchased or the selection of the broker or dealer through or from whom purchases are to be made by the plan administrator. However, when open market purchases are made by the plan administrator, the plan administrator shall use its best efforts to purchase the shares at the lowest possible price.

12. How will I be assured that my dividends are fully reinvested?

Your account in the Plan will be credited with the number of shares, including fractional shares computed to four decimal places, equal to the total amount to be invested for you divided by the applicable weighted average market price.

13. What is the source of the shares being purchased under the Plan?

Shares purchased through the Plan will be purchased on the open market.

Share Purchase Program

14. I am currently a shareholder. How do I make an additional investment in your shares?

The Plan allows for optional cash purchases to be made on a monthly basis. You may purchase a minimum of \$500 and a maximum of \$25,000 by including a check payable to “Computershare/W. P. Carey Inc. DRP” with the authorization form and sending them directly to the plan administrator. You can also authorize an individual automatic deduction from your bank account online (see question #8 above for more details). If you wish to make regular monthly purchases, you may authorize automatic monthly deductions from your bank account.

15. I am not currently a shareholder. Can I participate in the Share Purchase Program?

No. To participate in the Share Purchase Program, you must be one of our existing shareholders.

16. Am I able to make more than one investment?

Yes. The Plan allows you to make investments on a monthly basis. Each optional cash payment must be accompanied by an authorization form. Each month, the plan administrator will apply any optional cash payment received from you no later than the optional cash payment due date to the purchase of additional shares for the account of the participant on the following investment date. The optional cash payment due date is one business day prior to the investment date.

17. When will the shares be purchased for my account?

Optional cash purchases will be made on the 20th day of each month or the business day immediately preceding the 20th day of the month if the 20th day of the month is not a business day.

18. How will the price be determined for my investment?

The price of the shares will be determined by the weighted average market price of all shares purchased for the entire Plan on the investment date. Neither we nor any participant shall have any authorization or power to direct the time or price at which shares will be purchased or the selection of the broker or dealer through or from whom purchases are to be made by the plan administrator. However, the plan administrator shall use its best efforts to purchase the shares at the lowest possible price.

19. If I change my mind, can I cancel my investment?

Your optional cash payments will be returned to you as soon as practicable after the plan administrator receives such a request from you. Your investment may be cancelled only by written request (to the attention of Computershare). Your request must be received at least two business days prior to the investment date with respect to which the optional cash payments you delivered to the plan administrator are scheduled to be invested. In the case of requests received less than two business days prior to such date, the plan administrator, in its sole discretion, may either return or invest such cash payments.

20. Will there be interest paid on funds pending investment?

No. Interest will not be paid on funds held in your plan accounts. Since no interest is paid on cash held by the plan administrator, it normally will be in your best interest to defer optional cash payments until shortly before the optional cash payment due date.

21. When the shares are purchased, where are they held?

Normally, shares purchased for you will be held in book-entry form.

No certificates will be issued to you for shares in the Plan unless you submit a request to the plan administrator. At any time, you may request the plan administrator to send a certificate for some or all of the whole shares credited to your account. This request should be mailed to the plan administrator. There is no fee for this service. Any remaining whole shares and any fractions of shares will remain credited to your plan account. We will not issue certificates for fractional shares under any circumstances.

22. How may I receive a certificate for my shares?

You may obtain a certificate by:

- Using the tear-off section of the investment statement you will receive shortly after each investment date and requesting a certificate for a specified number of whole shares;
- Contacting Computershare at 1-888-200-8690;
- Sending a written notice specifying the number of shares you are requesting to be issued in certificate form;
or
- Accessing your account via the internet at www.cpushareownerservices.com and authorizing the certificate issuance.

23. How will I know how many shares I own?

- The plan administrator will provide you with a current activity statement reflecting the exact number of shares purchased shortly after an investment has been made.
- You are able to view real-time account information through Computershare's web-site at www.cpushareownerservices.com. You can simply log in with your IID and a self-established PIN.

In addition, you will receive copies of other communications sent to shareholders, including our annual report to shareholders, the notice of annual meeting and proxy statement in connection with our annual meeting of shareholders and Internal Revenue Service information necessary for the completion of your tax return.

24. How do I withdraw from the Plan?

If you wish to withdraw from the Plan with respect to all or a portion of the shares held in your account in the Plan, you must notify the plan administrator in writing or by marking and returning the tear-off section of the plan activity statement you will receive from the plan administrator following each purchase of additional shares by telephone, or through Computershare's website. Upon your withdrawal from the Plan or termination of the Plan by us, certificates for the appropriate number of whole shares credited to your account under the Plan will be issued free of charge. A cash payment will be made for any fraction of a share.

Upon withdrawal from the Plan, you may also request in writing that the plan administrator sell all or part of the shares credited to your account in the Plan (see Question #25 below for more details).

26. I do not wish to withdraw from the Plan, but would like to sell some of my shares. Can I do this through the Plan?

You may sell shares at any time by contacting the plan administrator as follows:

Sale order via the Internet. You may instruct the plan administrator to sell some or all of your Plan shares by placing a sale order via the Internet. To place a sale order, visit the plan administrator's website at www.cpushareownerservices.com.

Sale order via interactive voice response system. You may place sale orders via the Interactive Voice Response system, or IVR, or by speaking directly to a Customer Service Representative (CSR). To place a sale order, telephone the plan administrator at 1-888-200-8690 and enter your investor ID at the prompt. Sales are subject to stock exchange holidays, early closings and black-out periods imposed by us.

Sale order by mail. You may use the stub from the plan statement that you receive from the plan administrator to sell your shares. You must complete and sign the stub and mail the instructions to the plan administrator. All listed participants must sign the instruction form. Sale orders received by mail will be executed by the plan administrator promptly after receipt.

All sales transactions under the plan are made through a broker affiliated with the plan administrator that will receive brokerage commissions in connection with such sales. Shares are sold on the exchange on which W. P. Carey Inc. common stock trades. The selling price may not be known until the sale is complete.

Methods for Selling Your Shares in the Plan

You may instruct the plan administrator to sell your shares under the Plan in one of four ways – through a Batch Order, Market Order, Day Limit Order or Good-Till-Cancelled (GTC) Limit Order.

Batch Order. In a Batch Order, the plan administrator will combine the shares you want to sell through the Plan with shares that are being sold by other Plan participants. Shares are then periodically submitted in bulk to a broker affiliated with the plan administrator for sale on the open market. Your shares will usually be sold within one business day after the plan administrator receives your request, but no later than five business days (except where deferral is necessary under state or federal regulations). Depending on the number of shares being sold and current trading volume in the shares, bulk sales may be executed in multiple transactions and over more than one day. Once entered, a Batch Order request cannot be cancelled. Sales proceeds in a Batch Order transaction equal the market price that the broker receives for your shares (or, if more than one trade is necessary to sell all of the Plan shares submitted to the broker on that day, the weighted average price for all such shares sold on the applicable trade date or dates), less applicable taxes and fees. Requests for Batch Orders may be placed online at www.cpushareownerservices.com, by telephone using the IVR system, through a CSR or in writing by completing and signing the tear-off portion of your account statement and mailing the instructions to the plan administrator.

Market Order. A Market Order is a request to sell your shares at the prevailing market price when the trade is executed. If such an order is placed during market hours, the plan administrator will promptly submit your shares to a broker affiliated with the plan administrator for sale on the open market (such orders cannot be cancelled). If such

an order is placed outside of market hours, the plan administrator will submit your shares to an affiliated broker on the next trading day (any requests to cancel such an order will be honored on a best efforts basis).

Day Limit Order. A Day Limit Order is an order to sell your shares when and if the stock reaches a specific price on a specific day. The order is automatically cancelled if the price is not met by the end of that trading day (or, for orders placed outside of market hours, the next trading day). Depending on the number of shares being sold and current trading volume in the shares, your order may only be partially filled, in which case the remainder of your order will be cancelled. Any request to otherwise cancel a pending Day Limit Order will be honored on a best efforts basis.

Good-Till-Cancelled (GTC) Limit Order. A GTC Limit Order is an order to sell your shares when and if the stock reaches a specific price at any time while the order remains open (up to 30 days). Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day. The order (or any unexecuted portion thereof) is automatically cancelled if the price is not met by the end of the order period. The order also may be cancelled by the applicable stock exchange or by the participant's request.

Sales proceeds in Market Orders, Day Limit Orders and GTC Limit Orders equal the market price that the broker receives for your shares, less applicable taxes and fees. Requests for such transactions may only be placed online at www.cpushareownerservices.com, by telephone using the IVR system or through a CSR. Any sale request received in writing will be processed as a Batch Order request.

A check for the proceeds of the sale of shares (in US dollars), less applicable taxes and fees, will generally be mailed to you by first class mail within four business days after the final trade settlement date. If you sell shares through a Market Order, Day Limit Order or GTC Limit Order, you may choose to receive sales proceeds in a foreign currency or by wire or direct deposit. These services are subject to additional fees and additional terms and conditions, which you must agree to when submitting the transaction.

All sales are subject to market conditions, system availability and other factors. The actual sale date or price received for any shares sold through the Plan may not be guaranteed.

See Addendum A: Dividend Reinvestment and Stock Purchase Plan Fees and General Information for a description of applicable fees.

If you want to sell shares through your own broker, you may request the plan administrator to transfer shares electronically from your Plan account to your brokerage account. Alternatively, you may request a stock certificate that you can then deliver to your broker.

Plan participants must perform their own research and must make their own investment decisions. Neither the plan administrator nor any of its affiliates will provide any investment recommendations or investment advice with respect to transactions made through the Plan.

27. Will interest be paid on funds received prior to or during the pricing period?

No interest will be paid by us or the plan administrator on optional cash payments held pending investment.

Other Important Information

28. What are your responsibilities and those of the plan administrator under the program?

We and the plan administrator will not be liable in administering the Plan for any act done in good faith or required by applicable law or for any good faith omission to act including, without limitation:

- any claim or liability arising out of failure to terminate a participant's account upon his or her death; or

- with respect to the price at which shares are purchased and/or the times when such purchases are made or with respect to any fluctuation in the market value before or after purchase or sale of shares.

Notwithstanding the foregoing, nothing contained in the Plan limits our liability with respect to alleged violations of federal securities laws. We and the plan administrator shall be entitled to rely on completed forms and the proof of due authority to participate in the Plan, without further responsibility of investigation or inquiry.

Any questions of interpretation arising under the Plan will be determined by us and any such determination will be final. We may adopt rules and regulations to facilitate the administration of the Plan. The terms and conditions of the Plan and its operation will be governed by the laws of the State of Maryland.

29. What are the responsibilities of the participant under the Plan?

Shares purchased through the Plan are subject to escheat to the state in which the participant resides in the event that such shares are deemed, under such state's laws, to have been abandoned by the participant. Therefore, you should notify the plan administrator promptly in writing of any change of address. Account statements and other communications to participants will be addressed to them at the last address of record provided by participants to the plan administrator.

You will have no right to draw checks or drafts against your plan account or to instruct the plan administrator with respect to any shares or cash held by the plan administrator except as expressly provided herein.

30. How do I vote my shares acquired through any part of the Plan?

You will receive a proxy card covering both directly held shares and shares held in the Plan. If a proxy is returned properly signed and marked for voting, all of the shares covered by the proxy will be voted as marked. If you beneficially own shares that are registered in a name other than your own (for example, in the name of a bank, broker or other nominee), you will receive a proxy covering plan shares through your bank, broker or other nominee. If your proxy is returned properly signed but no voting instructions are given, all of your shares will be voted in accordance with recommendations of our Board of Directors, unless applicable laws require otherwise. If your proxy is not returned, or if it is returned unexecuted or improperly executed, shares registered in your name may be voted only by you in person.

31. What are the tax consequences related to the plan?

We are not in a position to advise you on the tax consequences of your participation in the plan. As a general rule, participants in the plan will have the same federal income tax obligations as participants who do not participate in the plan, and reinvested dividends must be included in gross income.

Whether you participate in the plan or not, we will provide you with a year-end statement to be used in preparing your tax returns as applicable under IRS guidelines. Dividends paid to shareholders prior to the REIT Reorganization on September 28, 2012 will be reported on a Form K-1. Dividends paid to shareholders after the REIT Reorganization on September 28, 2012 will be reported on a Form 1099-DIV. *You should consult with your own tax advisor for advice applicable to your particular situation.*

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. The reports, proxy statements and other information filed by us and W.P. Carey & Co. LLC may be inspected without charge at the public reference room of the SEC, which is located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of the reports, proxy statements and other information from the public reference room, upon the payment of the prescribed fees. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330.

The SEC maintains a web site at www.sec.gov that contains reports, proxy statements and other information regarding registrants like us that file electronically with the SEC. You can inspect the reports, proxy statements and

other information on this website. You also can inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

INCORPORATION BY REFERENCE

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this Prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the following documents previously filed by us with the SEC:

- Our annual report for the year ended December 31, 2011 on Form 10-K, filed on February 29, 2012, which incorporates by reference certain portions of our proxy statement filed with the SEC on April 30, 2012 (filed by our predecessor W.P. Carey & Co. LLC).
- Our quarterly report for the quarter ended September 30, 2012 on Form 10-Q, filed on November 8, 2012.
- Our quarterly report for the quarter ended June 30, 2012 on Form 10-Q, filed on August 7, 2012 (filed by our predecessor W. P. Carey & Co. LLC).
- Our quarterly report for the quarter ended March 31, 2012 on Form 10-Q, filed on May 8, 2012 (filed by our predecessor W. P. Carey & Co. LLC).
- Our current report dated October 4, 2012 and our current reports dated September 25, 2012, September 14, 2012 and August 6, 2012 (filed by our predecessor W. P. Carey & Co. LLC) on Form 8-K.
- Our current reports dated January 4, 2012, February 21, 2012, March 2, 2012, March 20, 2012, March 29, 2012, June 27, 2012, July 18, 2012, July 24, 2012, and August 6, 2012 (filed by our predecessor W. P. Carey & Co. LLC) and our current reports dated October 19, 2012 and October 22, 2012 on Form 8-K; and
- Our Registration Statement on Form 8-A, dated September 25, 2012, describing our shares of common stock, including any amendments or reports filed for the purpose of updating such description.

All documents filed with or furnished to the SEC by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date of this Prospectus and prior to the termination of the offering of the securities made hereby shall be deemed to be incorporated by reference into this Prospectus; provided, however, that we are not incorporating by reference any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless, and to the extent, specified in any such Current Report on Form 8-K. Any statement herein or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We will provide without charge to each person to whom a copy of this prospectus has been delivered, upon the written or oral request of any such person, a copy of any or all of the documents referred to above that have been or may be incorporated in this prospectus by reference (other than exhibits to such documents unless such exhibits are themselves specifically incorporated by reference). Requests for such copies should be directed to the following:

W. P. Carey Inc.
50 Rockefeller Plaza
New York, New York 10020
Attention: Investor Relations
Telephone: (212) 492-1100

This prospectus is not an offer to sell nor is it seeking an offer to buy our securities in any jurisdiction where the offer or sale is not permitted. The information contained or incorporated by reference in this prospectus is correct as of the date of this prospectus, regardless of the time of the delivery of this prospectus or any sale of our securities.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations.

LEGAL MATTERS

The validity of the shares offered hereby has been passed upon by DLA Piper LLP, New York, NY.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2012 (filed by our predecessor W. P. Carey & Co. LLC) have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

INDEMNIFICATION

Our Articles of Amendment and Restatement contain provisions regarding the indemnification by us of directors, officers and other persons under specified conditions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Addendum A
Dividend Reinvestment and Stock Purchase Plan Fees and General Information
As of October 1, 2012

Allow non-U.S. Enrollment..... Yes
 U.S. Geographic Restriction..... No

Enrollment:

Electronic Purchases..... Yes
 Minimum Purchase..... \$500
 Maximum Purchase..... \$25,000
 Discount on Purchases..... 0%
 Purchase Trading Fee..... No Charge
 (Does not include any fees charged by your financial institution)
 Electronic Purchase Service Fee..... No Charge
 (Does not include any fees charged by your financial institution)
 Check Purchase Service Fee..... No Charge

Additional Purchases:

Minimum Periodic Electronic or Check Purchase..... \$500
 Maximum Periodic Electronic or Check Purchase..... \$25,000
 Discount on Periodic Purchase..... 0%
 Periodic Electronic Purchase Trading Fee..... No Charge
 (Does not include any fees charged by your financial institution)
 Periodic Electronic Purchase Service Fee..... No Charge
 (Does not include any fees charged by your financial institution)
 Periodic Check Purchase Service Fee..... No Charge

Dividend Options:

Dividend Reinvestment Option..... Full, Partial or None
 Dividend Reinvestment Trading Fee..... No Charge
 Dividend Reinvestment Service Fee..... No Charge
 Direct Deposit of Dividends..... Yes

Sale of Shares

Batch Order Transaction Service Fee..... \$15.00 plus \$0.12/Share
 Market Order Transaction Service Fee..... \$25.00 plus \$0.12/Share

Day Limit Order Transaction Service Fee..... \$30.00 plus \$0.12/Share
GTC Limit Order Transaction Service Fee..... \$30.00 plus \$0.12/Share

Alternative Currency Disbursement Fees

U.S.\$ or Foreign Currency Wire \$50.00 per transaction
Foreign Check \$15.00 per transaction
EFT (Direct Deposit – U.S.\$ only) \$10.00 per transaction

Convenience Fees

CSR Assisted Sale \$15.00 per transaction