

RAMCO GERSHENSON PROPERTIES TRUST

Form 8-K

March 18, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): March 18, 2013 (March 12, 2013)

RAMCO-GERSHENSON PROPERTIES TRUST

(Exact name of registrant as specified in its Charter)

Maryland  
(State or other jurisdiction  
of incorporation)

1-10093  
(Commission  
File Number)

13-6908486  
(IRS Employer  
Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan 48334  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (248) 350-9900

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01                      Entry into a Material Definitive Agreement.

On March 12, 2013, Ramco-Gershenson Properties Trust (the “Company”) and Ramco-Gershenson Properties, L.P., entered into an underwriting agreement (the “Underwriting Agreement”) with Deutsche Bank Securities Inc. (the “Underwriter”), in connection with the public offering of 8.05 million shares of the Company’s common shares of beneficial interest (the “Shares”), including 1.05 million shares pursuant to the exercise of the underwriter’s option. The sale of 8.05 million shares closed March 18, 2013.

The offering of the Shares was made pursuant to the Registration Statement on Form S-3 (Registration No. 333-174805), the base prospectus dated June 17, 2011, and the related prospectus supplement dated March 12, 2013.

Item 8.01                      Other Events

On March 12, 2013, the Company issued a press release announcing the pricing of the Shares. On March 18, 2013, the Company issued a press release announcing the closing of the offering. Copies of the press releases are attached hereto as Exhibit 99.1, and Exhibit 99.2, respectively, and are incorporated by reference herein.

Item 9.01                      Financial Statements and Exhibits

(d)                      Exhibits.

1.1 Underwriting Agreement, dated March 12, 2013, by and among the Company, Ramco-Gershenson Properties, L.P., and Deutsche Bank Securities Inc., the underwriter named therein.

5.1	Opinion of Ballard Spahr LLP.
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99.1	Press Release dated March 12, 2013.
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99.2	Press Release dated March 18, 2013.
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SIGNATURES

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.

RAMCO-GERSHENSON PROPERTIES TRUST

Date: March 18, 2013

By: /s/ Gregory R. Andrews  
Gregory R. Andrews  
Chief Financial Officer and Secretary

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EXHIBIT INDEX

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99.2	Press Release dated March 18, 2013.