

Urban Edge Properties  
 Form 4  
 April 22, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Langer Mark

(Last) (First) (Middle)

C/O URBAN EDGE  
 PROPERTIES, 888 SEVENTH  
 AVENUE

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Urban Edge Properties [UE]

3. Date of Earliest Transaction  
 (Month/Day/Year)

04/20/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options <u>(1)</u>	\$ 23.515	04/20/2015	A		0 <u>(1)</u>		<u>(1)</u>	04/19/2025	Common Shares	0 <u>(1)</u>	\$ 0
Units <u>(2)</u> <u>(3)</u>	\$ 0	04/20/2015	A		0 <u>(2)</u> <u>(3)</u>		<u>(2)(3)</u>	<u>(2)(3)</u>	Common Shares	0 <u>(2)</u> <u>(3)</u>	\$ 0 <u>(2)</u> <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langer Mark C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106			Chief Financial Officer	

## Signatures

/s/ Mark Langer                      04/22/2015  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On April 20, 2015, the reporting person received a grant pursuant to the Urban Edge Properties 2015 Omnibus Share Plan (the "Plan") of options to purchase common shares of beneficial interest, par value \$0.01 ("Common Shares") of Urban Edge Properties ("UE"). The options vest ratably over four years, subject to continued employment through each vesting date, with the initial vesting occurring on April 20, 2016. The number of shares underlying the options is not known at this time, but will be based on the options having a grant date Black Scholes value equal to \$500,000. Once the number of shares underlying the options is determined, Mr. Langer will file an amendment to this report.
- (2) On April 20, 2015, the reporting person received a grant of LTIP Units ("LTIP Units") of Urban Edge Properties LP ("UELPLP"), the operating partnership of UE, pursuant to the Plan. The LTIP Units are a class of units of UELPLP that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Partnership Units of UELPLP ("Common Units"). Common Units are redeemable by the holder for cash or, at UE's election, Common Shares on a one-for-one basis or the cash value of such shares. The LTIP Units vest ratably over four years, subject to continued employment through each vesting date, with the initial vesting occurring on April 20, 2016.
- (3) The number of LTIP Units is not known at this time, but will be based on a number of Common Units equal to \$1,000,000 divided by the weighted average trading price of the Company's stock on the New York Stock Exchange for the ten trading days up to and including the

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grant date. Once the number of LTIP Units is determined, Mr. Langer will file an amendment to this report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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