

CEDAR REALTY TRUST, INC.  
Form 8-K  
January 10, 2014

**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): January 7, 2014**

**CEDAR REALTY TRUST, INC.**

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

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**001-31817**  
(Commission File Number)

**42-1241468**  
(IRS Employer

Identification No.)

**44 South Bayles Avenue**

**Port Washington, New York 11050**

(Address of Principal Executive Offices) (Zip Code)

**(516) 767-6492**

(Registrant's Telephone Number, Including Area Code)

**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 8.01 Other Events.**

On January 7, 2014, Cedar Realty Trust, Inc. (the Company ) and Cedar Realty Trust Partnership, L.P. entered into an underwriting agreement (the Underwriting Agreement ) with Raymond James & Associates, Inc. (the Underwriter ) in connection with the underwritten public offering by the Company of 6,000,000 shares of common stock (the Shares ).

The Shares will be issued pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-179956). The Company filed a prospectus supplement, dated January 7, 2014, with the Securities and Exchange Commission in connection with the offer and sale of the Shares.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report and is incorporated by reference herein.

On January 9, 2014 Stroock & Stroock & Lavan LLP rendered their opinions as to the validity of the Shares and a tax opinion, copies of which are filed as Exhibits 5.1 and 8.1 hereto, respectively, which opinions are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
1.1	Underwriting Agreement, dated January 7, 2014, by and among Cedar Realty Trust, Inc., Cedar Realty Trust Partnership, L.P and Raymond James & Associates, Inc.
5.1	Opinion of Stroock & Stroock & Lavan LLP with respect to the validity of the Shares
8.1	Opinion of Stroock & Stroock & Lavan LLP with respect to tax matters
23.1	Consents of Stroock & Stroock & Lavan LLP (contained in the opinions filed as Exhibits 5.1 and 8.1)

**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.

Dated: January 9, 2014

CEDAR REALTY TRUST, INC.

By: /s/ Bruce J. Schanzer  
Bruce J. Schanzer  
President and CEO

Exhibit Index

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1.1	Underwriting Agreement, dated January 9, 2014, by and among Cedar Realty Trust, Inc., Cedar Realty Trust Partnership, L.P and Raymond James & Associates, Inc.
5.1	Opinion of Stroock & Stroock & Lavan LLP with respect to the validity of the Shares
8.1	Opinion of Stroock & Stroock & Lavan LLP with respect to tax matters
23.1	Consents of Stroock & Stroock & Lavan LLP (contained in the opinions filed as Exhibits 5.1 and 8.1)