

CEDAR REALTY TRUST, INC.  
Form 8-K  
September 14, 2012

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): September 13, 2012

CEDAR REALTY TRUST, INC.  
(Exact Name of Registrant as Specified in its Charter)

Maryland  
(State or Other Jurisdiction of Incorporation)

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 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On September 11, 2012, Cedar Realty Trust, Inc. (the “Company”) priced an underwritten public offering of 4,200,000 shares of its 7.25% Series B Cumulative Redeemable Preferred Stock (liquidation preference \$25.00 per share) (“Series B Preferred Stock”), plus an option of the underwriters to purchase an additional 630,000 shares of Series B Preferred Stock pursuant to an effective registration statement. On September 13, 2012, the underwriters exercised their option to purchase the additional 630,000 shares of Series B Preferred Stock. In connection with the offering, the Company filed Articles Supplementary with the Maryland State Department of Assessments and Taxation (the “Department”) classifying an additional 700,000 shares of the Company’s authorized preferred stock as additional shares of Series B Preferred Stock. The reclassification increases the number of authorized shares classified as Series B Preferred Stock to 6,100,000 shares. A copy of the Articles Supplementary is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference. In addition, in connection with the offering, Cedar Realty Trust Partnership, L.P. amended its Agreement of Limited Partnership to permit the issuance of additional 7.25% Series B Cumulative Redeemable Preferred Partnership Units (the “Series B Preferred Partnership Units”), and to authorize the issuance of the Series B Preferred Partnership Units to its general partner, from time to time. A copy of Amendment No. 7 to the Agreement of Limited Partnership of Cedar Realty Trust Partnership, L.P. is filed as Exhibit 3.2 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles Supplementary to Articles of Incorporation of the Company
3.2	Amendment No. 7 to Agreement of Limited Partnership of Cedar Realty Trust Partnership, L.P.

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: September 14, 2012

CEDAR REALTY TRUST, INC.

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

Exhibit Index

Exhibit Number Description

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