

SAUL CENTERS INC  
Form 8-K  
March 09, 2018

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

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FORM 8-K

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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 5, 2018

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Saul Centers, Inc.  
(Exact name of registrant as specified in its charter)

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|   |                          |   |
|---|--------------------------|---|
| Maryland  | 1-12254                  | 52-1833074                              |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification Number) |

|   |            |
|---|------------|
| 7501 Wisconsin Avenue, Suite 1500 E, Bethesda, Maryland | 20814      |
| (Address of Principal Executive Offices)                | (Zip Code) |

(301) 986-6200  
(Registrant's telephone number, including area code)

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

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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 (see General Instruction A.2. below):

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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 4.01 Changes in Registrant's Certifying Accountant.

On March 5, 2018, the Audit Committee of the Board of Directors of Saul Centers, Inc. (the "Company") elected to replace Ernst & Young LLP ("EY") with Deloitte & Touche LLP ("Deloitte") as the Company's independent registered public accounting firm effective as of March 9, 2018.

The audit reports of EY on the consolidated financial statements of the Company as of and for the fiscal years ended December 31, 2017 and December 31, 2016 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years ended December 31, 2017 and December 31, 2016, and the subsequent interim period through March 9, 2018 (i) there were no disagreements with EY on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure that, if not resolved to EY's satisfaction, would have caused EY to make reference to the subject matter of the disagreement in their reports on the Company's financial statements for such years, and (ii) there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided EY with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "SEC"), and requested that EY furnish the Company with a letter addressed to the SEC stating whether or not EY agrees with the statements made above. A copy of EY's letter, dated March 9, 2018, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

The Company formally engaged Deloitte as its independent registered public accounting firm for the year ending December 31, 2018 pursuant to an engagement letter effective as of March 9, 2018. During the Company's two most recent fiscal years ended December 31, 2017 and December 31, 2016 and the subsequent interim period through March 9, 2018, neither the Company nor anyone on its behalf consulted Deloitte regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Deloitte concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement" (within the meaning of Item 304(a)(1)(iv) of Regulation S-K) or a "reportable event" (within the meaning of Item 304(a)(1)(v) of Regulation S-K).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Exhibit |
|-------------------|---------|
|-------------------|---------|

|      |   |
|------|---|
| 16.1 | <u>Letter of Ernst &amp; Young LLP dated March 9, 2018.</u> |
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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.

SAUL CENTERS, INC.

By: /s/ Scott V. Schneider  
Scott V. Schneider  
Senior Vice President and Chief Financial Officer

Dated: March 9, 2018