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FEDERAL REALTY INVESTMENT TRUST
Form S-3MEF
August 12, 2002

As filed with the Securities and Exchange Commission on August 12, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FEDERAL REALTY INVESTMENT TRUST
(Exact name of registrant as specified in its governing instrument)

Maryland
(State or other jurisdiction of incorporation or organization)

52-0782497
(I.R.S. employer identification number)

1626 East Jefferson Street
Rockville, MD 20852
(301) 998-8100
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Dawn M. Becker
Vice President, General Counsel and Secretary
Federal Realty Investment Trust
1626 East Jefferson Street
Rockville, MD 20852
(301) 998-8100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
James E. Showen
Kevin L. Vold
HOGAN & HARTSON L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-63619

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Being Registered (1) | Proposed Maximum Aggregate Offering Price (2) | Regi |
|---|--|------|
| Debt Securities, Preferred Shares, Common Shares | \$26,419,500 | |

- (1) This registration statement also covers delayed delivery contracts that may be issued by the registrant under which the part purchasing such contracts may be required to purchase Debt Securities, Preferred Shares or Common Shares. Such contracts may be issued together with the securities to which they relate. In addition, securities registered hereunder either may be sold separately or as units comprised of more than one type of security registered hereunder.
- (2) In U.S. dollars or the equivalent thereof in one or more foreign currencies (such as European Currency Units).
- (3) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (4) A total of \$500,000,000 of securities were registered under Registration No. 333-63619, of which \$132,097,500 remain unsold as of the date hereof. A filing fee of \$147,500 was previously paid with the earlier registration statement (and a filing fee of \$483 was paid in connection with \$1,399,996 of securities carried forward onto such filing from the registrant's Registration Statement on Form S-3 (Registration No. 33-63687)).

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The information included or incorporated by reference in the Registration Statement on Form S-3 filed by Federal Realty Investment Trust with the Securities and Exchange Commission, File No. 333-63619, is incorporated by reference into this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Rockville, Maryland, on this 12th day of August, 2002.

FEDERAL REALTY INVESTMENT TRUST

By: /s/ Steven J. Guttman

Steven J. Guttman
Chairman of the Board and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of the 12th day of August, 2002.

| Signature | Title |
|---|--|
| ----- | ----- |
| /s/ Steven J. Guttman ----- Steven J. Guttman | Chairman of the Board and Chief Executive Officer |
| /s/ Larry E. Finger ----- Larry E. Finger | Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) |
| ----- Dennis L. Berman | Trustee |
| /s/ Kristin Gamble ----- Kristin Gamble | Trustee |
| /s/ Walter F. Loeb ----- Walter F. Loeb | Trustee |
| /s/ Mark S. Ordan ----- Mark S. Ordan | Trustee |
| ----- Amy B. Lane | Trustee |

Trustee

Joseph S. Vassalluzzo

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INDEX TO EXHIBITS

- 5.1 Opinion of Hogan & Hartson L.L.P. regarding the legality of the securities being registered
- 23.1 Consent of Hogan & Hartson L.L.P. (included as part of Exhibit 5.1)

The consent of Arthur Andersen LLP, the registrant's former independent public accountants for the years ended December 31, 1999, 2000 and 2001, could not be obtained after reasonable efforts and, accordingly, is being omitted pursuant to Rule 437a promulgated under the Securities Act of 1933, as amended. The absence of a consent from Arthur Andersen may limit recovery by investors on certain claims. In particular, and without limitation, investors will not be able to assert claims against Arthur Andersen under Section 11 of the Securities Act. In addition, the ability of Arthur Andersen to satisfy any claims (including claims arising from Arthur Andersen's provision of auditing and other services to us) may be limited as a practical matter due to the recent criminal conviction and other recent events regarding that firm.

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