

RAMCO GERSHENSON PROPERTIES TRUST
Form 8-K
November 13, 2018

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): November 13, 2018

RPT REALTY

(Exact name of registrant as specified in its Charter)

Maryland 1-10093 13-6908486
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan 48334
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 350-9900

RAMCO-GERSHENSON PROPERTIES TRUST

(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))

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

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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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective November 13, 2018, Ramco-Gershenson Properties Trust (the “Trust”), with the prior approval of the Board of Trustees of the Trust, changed its name to RPT Realty (the “name change”), pursuant to Articles of Amendment to the Declaration of Trust of the Trust (the “Articles of Amendment”), filed with the State Department of Assessments and Taxation of Maryland on November 9, 2018.

Effective November 13, 2018, the Trust also adopted Amended and Restated Bylaws (the “Bylaws”), solely to reflect the new name of the Trust.

The common shares of beneficial interest of the Trust will continue trading under the ticker symbol “RPT” on the New York Stock Exchange.

Copies of the Articles of Amendment and the Bylaws are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 3.1 | <u>Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on November 9, 2018</u> |
| 3.2 | <u>Amended and Restated Bylaws of RPT Realty, effective November 13, 2018</u> |

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.

RPT REALTY

Date: November 13, 2018 By: /s/ MICHAEL P. FITZMAURICE
Michael P. Fitzmaurice
Executive Vice President, Chief Financial Officer and Secretary