

SAUL CENTERS INC  
Form 8-K  
March 19, 2019

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 14, 2019

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of March 14, 2019, Ms. Willoughby B. Laycock was appointed to the Board of Directors ("Board") of Saul Centers, Inc. (the "Company"). Ms. Laycock is not currently expected to be named to any committees of the Board. There have been no transactions, either since the beginning of the Company's last fiscal year or that are currently proposed, regarding Ms. Laycock that are required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Laycock has served as Assistant Vice President, Residential Marketing of the Company from 2016 through 2018 and Vice President, Residential Development of the Company since May 2018. Ms. Laycock previously worked as a financial analyst at Dalton Investments and Davis Advisors. Ms. Laycock earned a degree in Psychology from Princeton University and an MBA from Columbia University, in its Value Investing Program. Ms. Laycock is the granddaughter of the Company's Chairman and Chief Executive Officer, B. Francis Saul II, and the niece of Andrew M. Saul II, a member of the Board.

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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 14, 2019