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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): January 24, 2024**

**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.)

**2529 Virginia Beach Blvd.**  
**Virginia Beach, VA**  
(Address of Principal Executive Offices)

**23452**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (757) 627-9088**

(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 obligations 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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
7.25% Series B Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	CDRpB	New York Stock Exchange
6.50% Series C Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	CDRpC	New York Stock Exchange

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 8.01 Other Events.**

On January 24, 2024, Cedar Realty Trust, Inc. (the “Company”) issued a press release announcing tax information for 2023 distributions.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press Release, dated January 24, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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.

CEDAR REALTY TRUST, INC.

Date: January 24, 2024

By:

/s/ M. ANDREW FRANKLIN

M. Andrew Franklin

Chief Executive Officer and President



**CEDAR REALTY TRUST ANNOUNCES  
TAX INFORMATION FOR 2023 DISTRIBUTIONS**

Virginia Beach, Virginia – January 24, 2024 - Cedar Realty Trust, Inc. (the “Company”) (NYSE: CDRpB) (NYSE: CDRpC) today announced the federal income tax treatment of its 2023 distributions to the holders of its preferred shares.

Series B Preferred Stock		Symbol: CDRpB			CUSIP: 150602407	
Record Date	Payable Date	Total	Ordinary	Capital Gain	Unrecaptured	Nondividend
		Distribution				
		Per Share	Dividends	Distribution <sup>(2) (3)</sup>	1250 Gain <sup>(1)</sup>	Distribution
2/10/2023	2/20/2023	\$0.453125	\$0.000000	\$0.022656	\$0.022656	\$0.430469
5/10/2023	5/22/2023	\$0.453125	\$0.000000	\$0.022656	\$0.022656	\$0.430469
8/10/2023	8/21/2023	\$0.453125	\$0.000000	\$0.022656	\$0.022656	\$0.430469
11/10/2023	11/20/2023	\$0.453125	\$0.000000	\$0.022656	\$0.022656	\$0.430469
Totals		\$1.812500	\$0.000000	\$0.090624	\$0.090624	\$1.721876

Series C Preferred Stock		Symbol: CDRpC			CUSIP: 1506025063	
Record Date	Payable Date	Total	Ordinary	Capital Gain	Unrecaptured	Nondividend
		Distribution				
		Per Share	Dividends	Distribution <sup>(2) (3)</sup>	1250 Gain <sup>(1)</sup>	Distribution
2/10/2023	2/20/2023	\$0.406250	\$0.000000	\$0.020313	\$0.020313	\$0.385937
5/10/2023	5/22/2023	\$0.406250	\$0.000000	\$0.020313	\$0.020313	\$0.385937
8/10/2023	8/21/2023	\$0.406250	\$0.000000	\$0.020313	\$0.020313	\$0.385937
11/10/2023	11/20/2023	\$0.406250	\$0.000000	\$0.020313	\$0.020313	\$0.385937
Totals		\$1.625000	\$0.000000	\$0.081252	\$0.081252	\$1.543748

(1) The amount reported as Unrecaptured Section 1250 Gain is a subset of, and is included in, the Capital Gain Distribution.

(2) The Section 897 Capital Gain amount is equal to 100% of the total Capital Gain Distribution to Shareholders for the tax year ended December 31, 2023.

(3) Pursuant to Treasury Regulation §1.1061-6(c), Cedar Realty Trust, Inc. is disclosing additional information related to the Capital Gain Distributions reported on Form 1099-DIV, for purposes of Section 1061. Section 1061 is generally applicable to direct and indirect holders of "applicable partnership interests." "The One Year Amounts" and "Three Year Amounts" required to be disclosed are both zero with respect to the 2023 distributions, since all capital gain dividends relate to Section 1231 gains.

Shareholders are advised to consult their tax advisor about the specific tax treatment of 2023 dividends.

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**About Cedar Realty Trust**

Cedar Realty Trust, Inc., a wholly owned subsidiary of Wheeler Real Estate Investment Trust, Inc., is a real estate investment trust (REIT) that owns and operates income producing retail properties with a primary focus on grocery-anchored shopping centers in the Northeast. The Company's portfolio comprises 19 properties, with approximately 2.8 million square feet of gross leasable area.

For additional financial and descriptive information on the Company, its operations, and its portfolio, please refer to the Company's website at [www.whlr.us](http://www.whlr.us).

Contact Information:  
Cedar Realty Trust, Inc.  
(757) 627-9088

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