
**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): August 12, 2025 (August 8, 2025)

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. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 8, 2025, Wheeler Real Estate Investment Trust, Inc., the sole common stockholder of Cedar Realty Trust, Inc. (the “Company”), acting by written consent in lieu of an annual meeting, re-elected the board of directors of the Company in full, consisting of the following individuals, each to serve effective immediately until the next annual meeting of the Company’s sole common stockholder or until their successors are duly elected and qualified, or until their earlier death, resignation or removal: E. J. Borrack, Kerry G. Campbell, M. Andrew Franklin, Crystal Plum, Paula J. Poskon and Gary Skoien.

Item 7.01 Regulation FD Disclosure.

As previously disclosed, on August 8, 2024, the Board of Directors of Cedar Realty Trust, Inc. (the “Company”) authorized the repurchase of up to an aggregate amount of \$10 million of the Company’s 7.25% Series B Cumulative Redeemable Preferred Stock and 6.50% Series C Cumulative Redeemable Preferred Stock (together, the “Preferred Stock”) over a period of twelve months (the “2024 Repurchase Program”). This 2024 Repurchase Program expired on August 8, 2025. On August 12, 2025, the Company announced that on August 8, 2025 its Board of Directors authorized the repurchase of up to an aggregate amount of \$20 million of Preferred Stock over a period of 24 months (the “2025 Repurchase Program”). The repurchases may be made in the open market, in privately negotiated transactions, block trades or by other means, as determined by management. The Company is not required to repurchase any shares of Preferred Stock under the 2025 Repurchase Program. The timing, price and actual number of shares of Preferred Stock repurchased under the 2025 Repurchase Program will depend on a variety of factors, including price, market conditions and regulatory requirements. The 2025 Repurchase Program supersedes the 2024 Repurchase Program.

A copy of the press release announcing the 2025 Repurchase Program is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

The information included under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 12, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 12, 2025

By: /s/ M. Andrew Franklin

M. Andrew Franklin

Chief Executive Officer and President



Cedar Realty Trust Announces Preferred Stock Repurchase Authorization

Virginia Beach, VA /ACCESS Newswire / August 12, 2025 / Cedar Realty Trust, Inc. (NYSE: CDRpB) (NYSE: CDRpC) (the “Company”) announced today that its Board of Directors authorized on August 8, 2025 the repurchase of up to an aggregate amount of \$20 million of the Company’s 7.25% Series B Cumulative Redeemable Preferred Stock and 6.50% Series C Cumulative Redeemable Preferred Stock (together, the “Preferred Stock”) over a period of 24 months. Preferred Stock repurchases may be made in the open market, through privately negotiated transactions, block trades or other means, as determined by management, in accordance with applicable securities laws, including through repurchase plans complying with the rules and regulations of the U.S. Securities and Exchange Commission. The Company is not required to repurchase any shares of Preferred Stock. The timing, price and actual number of shares of Preferred Stock repurchased will depend on a variety of factors, including price, market conditions and regulatory requirements. Repurchases may be commenced or suspended at any time without prior notice.

About Cedar Realty Trust

Cedar Realty Trust, Inc., a wholly-owned subsidiary of Wheeler Real Estate Investment Trust, Inc., is a Maryland corporation (taxed as a real estate investment trust) that focuses on owning and operating income producing retail properties with a primary focus on grocery-anchored shopping centers in the Northeast. Cedar's portfolio comprises 14 properties, with approximately 2.3 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.

Contact Information:

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

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements that are subject to risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe the Company’s future plans, strategies and expectations, are generally identifiable by use of the words “may”, “will”, “should”, “estimates”, “projects”, “anticipates”, “believes”, “expects”, “intends”, “future”, and words of similar import, or the negative thereof. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. You are cautioned to not place undue reliance on forward-looking statements. The Company undertakes no

obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.