

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): September 13, 2012

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.)

44 South Bayles Avenue

Port Washington, New York 11050

(Address of Principal Executive Offices) (Zip Code)

(516) 767-6492

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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))

Item 5.03 Amendments to Articles of Incorporation or By-Laws: Change in Fiscal Year

On September 11, 2012, Cedar Realty Trust, Inc. (the "Company") priced an underwritten public offering of 4,200,000 shares of its 7.25% Series B Cumulative Redeemable Preferred Stock (liquidation preference \$25.00 per share) ("Series B Preferred Stock"), plus an option of the underwriters to purchase an additional 630,000 shares of Series B Preferred Stock pursuant to an effective registration statement. On September 13, 2012, the underwriters exercised their option to purchase the additional 630,000 shares of Series B Preferred Stock. In connection with the offering, the Company filed Articles Supplementary with the Maryland State Department of Assessments and Taxation (the "Department") classifying an additional 700,000 shares of the Company's authorized preferred stock as additional shares of Series B Preferred Stock. The reclassification increases the number of authorized shares classified as Series B Preferred Stock to 6,100,000 shares. A copy of the Articles Supplementary is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference. In addition, in connection with the offering, Cedar Realty Trust Partnership, L.P. amended its Agreement of Limited Partnership to permit the issuance of additional 7.25% Series B Cumulative Redeemable Preferred Partnership Units (the "Series B Preferred Partnership Units"), and to authorize the issuance of the Series B Preferred Partnership Units to its general partner, from time to time. A copy of Amendment No. 7 to the Agreement of Limited Partnership of Cedar Realty Trust Partnership, L.P. is filed as Exhibit 3.2 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (d) Exhibits

Exhibit Number

Description

- | | |
|-----|---|
| 3.1 | Articles Supplementary to Articles of Incorporation of the Company |
| 3.2 | Amendment No. 7 to Agreement of Limited Partnership of Cedar Realty Trust Partnership, L.P. |

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.

Dated: September 14, 2012

CEDAR REALTY TRUST, INC.

By: /s/ Bruce J. Schanzer
Bruce J. Schanzer
President and CEO

Exhibit Index

Exhibit Number

Description

- | | |
|-----|---|
| 3.1 | Articles Supplementary to Articles of Incorporation of the Company |
| 3.2 | Amendment No. 7 to Agreement of Limited Partnership of Cedar Realty Trust Partnership, L.P. |

CEDAR REALTY TRUST, INC.

ARTICLES SUPPLEMENTARY

7.25% Series B Cumulative Redeemable Preferred Stock

Cedar Realty Trust, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: By Articles Supplementary filed with the Department on May 15, 2012 (the "May 15 Articles Supplementary"), the Corporation classified and designated 400,000 shares of Preferred Stock (as defined in the Charter (defined below)) as shares of 7.25% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock"), and set the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, terms and conditions of redemption and other terms and conditions of such Series B Preferred Stock. By Articles Supplementary filed with the Department on May 29, 2012 (the "May 29 Articles Supplementary"), the Corporation classified and designated an additional 5,000,000 shares of Preferred Stock as Series B Preferred Stock, forming a single series with and having the same preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, terms and conditions of redemption of shares of stock as the Series B Preferred Stock established pursuant to the May 15 Articles Supplementary.

SECOND: Under a power contained in Article IV of the Articles of Incorporation of the Corporation, as amended and supplemented (the "Charter"), the Board of Directors of the Corporation (the "Board of Directors"), by resolution duly adopted as of September 10, 2012, classified and designated an additional 700,000 shares of Preferred Stock as Series B Preferred Stock (the "Additional Shares of Series B Preferred Stock") and provided for the issuance thereof. The Additional Shares of Series B Preferred Stock form a single series with and have the same preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption of shares of stock as the Series B Preferred Stock established pursuant to the May 15 Articles Supplementary and the May 29 Articles Supplementary, all as set forth in the May 15 Articles Supplementary and the May 29 Articles Supplementary. Upon any restatement of the Charter, Sections 1 and 2 of this Article SECOND shall become part of Article IV of the Charter, with such changes in enumeration as are necessary to complete such restatement.

Section 1. **Number, Preferences and Other Rights.** The number of Additional Shares of Series B Preferred Stock shall be 700,000 and shall form a single series with the 5,400,000 shares of Series B Preferred Stock established pursuant to the May 15 Articles Supplementary and the May 29 Articles Supplementary, for a total of 6,100,000 shares of Preferred Stock classified and designated as shares of Series B Preferred Stock. The Additional Shares of Series B Preferred Stock shall have the same preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption of shares of stock as the 5,400,000 shares of Series B Preferred Stock established pursuant to the May 15 Articles Supplementary and the May 29 Articles Supplementary, all as set forth in the May 15 Articles Supplementary and the May 29 Articles Supplementary. The par value of the Additional Shares of Series B Preferred Stock shall be \$.01 per share.

Section 2. **Distributions.** Holders of the Additional Shares of Series B Preferred Stock shall be entitled to receive the full amount of all distributions payable in respect of the Series B Preferred Stock from the Distribution Payment Date immediately preceding the date of original issuance of the Additional Shares of Series B Preferred Stock, but shall not be entitled to receive any distributions paid or payable with regard to Series B Preferred Stock prior to such Distribution Payment Date.

THIRD: The Additional Shares of Series B Preferred Stock have been classified and designated by the Board of Directors under the authority contained in the Charter.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FIFTH: The undersigned President of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its President and attested to by its Secretary on this 13th day of September, 2012.

ATTEST:

/s/ Stuart H. Widowski
Stuart H. Widowski, Secretary

CEDAR REALTY TRUST, INC.

/s/ Bruce J. Schanzer
Bruce J. Schanzer, President

AMENDMENT NO. 7
TO
AGREEMENT OF LIMITED PARTNERSHIP
OF
CEDAR REALTY TRUST PARTNERSHIP, L.P.

This Amendment No. 7 (this "Amendment") to Agreement of Limited Partnership (the "Partnership Agreement") of Cedar Realty Trust Partnership, L.P. (the "Partnership") is entered into as of September 13, 2012, by and among Cedar Realty Trust, Inc. (the "General Partner") and the Partnership. All capitalized terms used herein shall have the meanings given to them in the Partnership Agreement.

WHEREAS, Section 4.5 of the Partnership Agreement authorizes the General Partner to cause the Partnership to issue additional Partnership Units in one or more classes or series, with such designations, preferences and relative, participating, optional or other special rights, powers and duties as shall be determined by the General Partner, subject to the provisions of such Section; and

WHEREAS, the General Partner established a new class of Partnership Units, designated the 7.25% Series B Cumulative Redeemable Preferred Partnership Units (the "Series B Preferred Partnership Units") and issued 400,000 Series B Preferred Partnership Units to the General Partner; and

WHEREAS, the General Partner amended the Partnership Agreement to (i) increase the number of designated Series B Preferred Partnership Units to 5,400,000 and (ii) authorize the issuance of up to an additional 5,000,000 Series B Preferred Partnership Units to the General Partner, from time to time.

WHEREAS, the General Partner desires to amend the Partnership Agreement to (i) increase the number of designated Series B Preferred Partnership Units to 6,100,000 and (ii) authorize the issuance of up to an additional 700,000 Series B Preferred Partnership Units (the "Additional Series B Preferred Partnership Units") to the General Partner, from time to time.

NOW THEREFORE, in consideration of the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Section 1. Issuance of Series B Preferred Partnership Units

In consideration of the contribution of the net proceeds from the issue and sale by the General Partner of up to 700,000 shares of its 7.25% Series B Cumulative Redeemable Preferred Stock from time to time, the Partnership hereby agrees to issue to the General Partner the applicable number of Additional Series B Preferred Partnership Units, from time to time, as such number of shares of the General Partner's 7.25% Series B Cumulative Redeemable Preferred Stock are sold.

Section 2. Exhibits to Partnership Agreement

(a) The General Partner shall maintain the information set forth in Exhibit A to the Partnership Agreement, as such information shall change from time to time, in such form as the General Partner deems appropriate for the conduct of the Partnership affairs, and Exhibit A shall be deemed amended from time to time to reflect the information so maintained by the General Partner, whether or not a formal amendment to the Partnership Agreement has been executed amending such Exhibit A. In addition to the issuance of the Additional Series B Preferred Partnership Units to the General Partner from time to time pursuant to this Amendment, such information shall reflect (and Exhibit A shall be deemed amended from time to time to reflect) the issuance of any additional Partnership Units to the General Partner or any other Person, the transfer of Partnership Units and the redemption of any Partnership Units, all as contemplated herein.

(b) In addition, Section 1 to Exhibit 2 to the Partnership Agreement is hereby amended by deleting the second sentence thereof in its entirety and replacing it with the following:

"The number of Series B Preferred Partnership Units shall be 6,100,000."

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 7 to the Partnership Agreement to be executed as of the day and year first above written.

CEDAR REALTY TRUST PARTNERSHIP, L.P.

By: Cedar Realty Trust, Inc.
General Partner

By: /s/ Bruce J. Schanzer
Name: Bruce J. Schanzer
Title: President

CEDAR REALTY TRUST, INC.

By: /s/Bruce J. Schanzer
Name: Bruce J. Schanzer
Title: President