

**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 23, 2023

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, Virginia
(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 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
7-1/4% Series B Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	CDRpB	New York Stock Exchange
6-1/2% 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 8.01 Other Events.

On January 23, 2023, Cedar Realty Trust, Inc. (the “Company”) issued a press release announcing tax information for 2022 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 23, 2023
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: January 23, 2023

By: /s/ M. ANDREW FRANKLIN
M. Andrew Franklin
Chief Executive Officer and President



FOR IMMEDIATE RELEASE

**CEDAR REALTY TRUST ANNOUNCES
TAX INFORMATION FOR 2022 DISTRIBUTIONS**

Virginia Beach, Virginia, January 23, 2023 - Cedar Realty Trust, Inc. (the "Company") today announced the federal income tax treatment of its 2022 distributions to the holders of its common and preferred shares.

Common Stock		Symbol: CDR				CUSIP: 150602209	
Record Date	Payable Date	Total Distribution Per Share	Ordinary Dividend	Capital Gain Dividend	Section 199A Dividends	Nondividend Distribution	
2/11/2022	2/22/2022	\$ 0.066000	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.066000	
8/19/2022	8/26/2022	\$ 19.520000	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 19.520000	
Totals		\$ 19.586000	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 19.586000	

Series B Preferred Stock		Symbol: CDR-PB				CUSIP: 150602407	
Record Date	Payable Date	Total Distribution Per Share	Ordinary Dividends	Capital Gain Dividend	Section 199A Dividends	Nondividend Distribution	
2/11/2022	2/22/2022	\$ 0.453125	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.453125	
5/10/2022	5/20/2022	\$ 0.453125	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.453125	
8/12/2022	8/22/2022	\$ 0.453125	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.453125	
11/10/2022	11/21/2022	\$ 0.453125	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.453125	
Totals		\$ 1.812500	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 1.812500	

Series C Preferred Stock		Symbol: CDR-PC				CUSIP: 1506025063	
Record Date	Payable Date	Total Distribution Per Share	Ordinary Dividends	Capital Gain Dividend	Section 199A Dividends	Nondividend Distribution	
2/11/2022	2/22/2022	\$ 0.406250	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.406250	
5/10/2022	5/20/2022	\$ 0.406250	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.406250	
8/12/2022	8/22/2022	\$ 0.406250	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.406250	
11/10/2022	11/21/2022	\$ 0.406250	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 0.406250	
Totals		\$ 1.625000	\$ 0.000000	\$ 0.000000	\$ 0.000000	\$ 1.625000	

Shareholders are advised to consult their tax advisor about the specific tax treatment of 2022 dividends.

On August 22, 2022, Cedar Realty Trust, Inc. completed its merger with Wheeler Real Estate Investment Trust Inc. As a result of the merger each outstanding share of common stock of Cedar Realty Trust, Inc. held by shareholders immediately prior to the merger was cancelled and converted into the right to receive a cash payment of \$9.48 per share (the “Merger Consideration”). Shareholders are advised to consult their tax advisor about the specific tax treatment of the Merger Consideration.

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 which focuses on owning and operating 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.

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