

**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): May 9, 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 2.02 Results of Operations and Financial Condition.

The information in Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.02.

Item 7.01 Regulation FD Disclosure.

On May 9, 2023, Wheeler Real Estate Investment Trust, Inc. (“WHLR”), the parent company of Cedar Realty Trust, Inc. (the “Company”), made available certain information about the Company that was not previously publicly available in WHLR's press release, dated May 9, 2023, and supplemental financial information for the three months ended March 31, 2023. Such information is available on WHLR's website, www.wHLR.us, and is furnished as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K, including the exhibits 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. The information found on, or otherwise accessible through, Wheeler's website is not incorporated into, and does not form a part of this Current Report on Form 8-K or any other report or document the Company files with or furnishes to the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Wheeler Real Estate Investment Trust, Inc., dated May 9, 2023, incorporated by reference to Exhibit 99.1 to WHLR's Current Report on Form 8-K filed on May 9, 2023.
99.2	Supplemental financial information for the three months ended March 31, 2023, incorporated by reference to Exhibit 99.2 to WHLR's Current Report on Form 8-K filed on May 9, 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: May 9, 2023

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