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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): February 11, 2014**

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**Cedar Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-31817**  
(Commission  
File No.)

**42-1241468**  
(IRS Employer  
Identification No.)

**44 South Bayles Avenue**  
**Port Washington, NY**  
(Address of principal executive offices)

**11050-3765**  
(Zip Code)

**(516) 767-6492**  
(Registrant's telephone number, including area code)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 11, 2014, the Company closed \$150 million of unsecured term loans consisting of a five-year \$75 million term loan, maturing on February 11, 2019, and a seven-year \$75 million term loan, maturing on February 11, 2021. Under an accordion feature, the term loans can be increased to an aggregate of \$300 million, subject to customary conditions and lending commitments from participating banks.

The five-year term loan is initially priced at LIBOR plus 175 basis points ("bps"), and can range from LIBOR plus 145 bps to 205 bps based on the Company's leverage ratio. The seven-year term loan is initially priced at LIBOR plus 200 bps, and can range from LIBOR plus 170 bps to 230 bps, also based on the Company's leverage ratio. The loan agreement governing the term loans contains financial covenants including, but not limited to, maximum debt leverage, maximum secured debt, minimum interest coverage, minimum fixed charge coverage, and minimum net worth. In addition, the loan agreement contains restrictions including, but not limited to, limits on indebtedness, certain investments and distributions. Although the term loans are unsecured, borrowing availability is based on adjusted net operating income of unencumbered properties, as defined in the loan agreement. The Company's failure to comply with the covenants or the occurrence of an event of default could result in the acceleration of the related debt.

The Company also entered into forward interest rate swap agreements which convert the LIBOR rates to fixed rates for the new term loans beginning July 1, 2014 through their maturities. As a result, the effective fixed interest rates will be 3.37% for the five-year term loan and 4.27% for the seven-year term loan beginning July 1, 2014, based on the Company's leverage ratio at closing. Additionally, the Company amended its existing \$50 million unsecured term loan, which matures on August 1, 2018, decreasing the interest rate by 20 bps to LIBOR plus 175 bps thereby matching the pricing grid of the new five-year unsecured term loan.

Certain of the banks and financial institutions that are parties to the loan agreement and their respective affiliates have in the past provided, are currently providing and in the future may continue to provide, investment banking, commercial banking and other financial services to the Company in the ordinary course of business for which they have received and may in the future receive customary compensation.

The foregoing summary is qualified in its entirety by reference to the amended and restated credit facility.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure required by Item 2.03 is included in Item 1.01 and incorporated herein by reference.

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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.

/s/ PHILIP R. MAYS

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Philip R. Mays  
Chief Financial Officer  
(Principal financial officer)

Dated: February 13, 2014