

Registration No. 333-235866
Registration No. 333-217664
Registration No. 333-183205
Registration No. 333-179935
Registration No. 333-118361

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-235866
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-217664
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-183205
POST-EFFECTIVE AMENDMENT NO. 3 TO FORM S-8 REGISTRATION STATEMENT NO. 333-179935
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-118361

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Cedar Realty Trust, Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

42-1241468
(I.R.S. Employer
Identification No.)

2529 Virginia Beach Blvd.
Virginia Beach, VA, 23452
(757) 627-9088
(Address of principal executive offices)

Cedar Realty Trust, Inc. 2017 Stock Incentive Plan
2012 Stock Incentive Plan
2004 Stock Incentive Plan
1998 Stock Option Plan
(Full Titles of the Plans)

M. Andrew Franklin
Chief Executive Officer and President
Cedar Realty Trust, Inc.
2529 Virginia Beach Blvd.
Virginia Beach, VA 23452
(Name and address of Agent for Service)

Telephone: (757) 627-9088
(Telephone number, including area code, of agent of service)

Copies to:

David E. Brown, Jr.
Alston & Bird LLP
950 F St. NW
Washington, D.C. 20004
Telephone: (202) 239-3345

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

These Post-Effective Amendments (these “Post-Effective Amendments”) filed by Cedar Realty Trust, Inc., a Maryland corporation (“Cedar”), deregister all shares of Cedar’s common stock, par value \$.06 per share (the “Shares”), that remain unissued under the following Registration Statements on Form S-8 (each, a “Registration Statement”, and collectively, the “Registration Statements”) filed by Cedar with the U.S. Securities and Exchange Commission (the “Commission”):

- Registration Statement on [Form S-8](#) (No. 333-235866) filed with the Commission on January 9, 2020, registering an aggregate of 2,000,000 Shares issuable under Cedar’s 2017 Stock Incentive Plan;
- Registration Statement on [Form S-8](#) (No. 333-217664) filed with the Commission on May 4, 2017, registering an aggregate of 4,000,000 Shares issuable under Cedar’s 2017 Stock Incentive Plan;
- Registration Statement on [Form S-8](#) (333-183205) filed with the Commission on August 10, 2012, registering an aggregate of 4,500,000 Shares issuable under Cedar’s 2012 Stock Incentive Plan;
- Registration Statement on [Form S-8](#) (333-179935) filed with the Commission on March 6, 2012, registering an aggregate of 4,850,000 Shares issuable under Cedar’s 2004 Stock Incentive Plan; and
- Registration Statement on [Form S-8](#) (333-118361) filed with the Commission on August 19, 2004, registering an aggregate of 2,750,000 Shares issuable under Cedar’s 1998 Stock Option Plan and 2004 Stock Incentive Plan.

On August 22, 2022, pursuant to the Agreement and Plan of Merger (the “Merger”), dated as of March 2, 2022, as amended, by and among Cedar, Wheeler Real Estate Investment Trust, Inc. (“Wheeler”), WHLR Merger Sub Inc., WHLR OP Merger Sub LLC, and Cedar Realty Trust Partnership, L.P., Cedar became a wholly owned subsidiary of Wheeler.

In connection with the consummation of the Merger, Cedar has terminated all offerings of its securities pursuant to the Registration Statements. In accordance with undertakings made by Cedar in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities that remain unsold at the termination of the offerings, Cedar hereby removes from registration all securities registered under the Registration Statements but not sold under the Registration Statements.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, Cedar certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Virginia Beach, State of Virginia, on August 26, 2022.

Cedar Realty Trust, Inc.

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

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

| Signatures | Title | Date |
|---|--|-----------------|
| By: <u>/s/ M. Andrew Franklin</u> M. Andrew Franklin | Chief Executive Officer, President and Director (principal executive officer) | August 26, 2022 |
| By: <u>/s/ Crystal Plum</u> Crystal Plum | Chief Financial Officer, Treasurer, Secretary and Director (principal financial and accounting officer) | August 26, 2022 |
| By: <u>/s/ Kerry G. Campbell</u> Kerry G. Campbell | Director | August 26, 2022 |
| By: <u>/s/ E.J. Borrack</u> E.J. Borrack | Director | August 26, 2022 |
| By: <u>/s/ Paula J. Poskon</u> Paula J. Poskon | Director | August 26, 2022 |