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

SCHEDULE TO
(Amendment No. 4)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

CEDAR REALTY TRUST, INC.
(Name of Subject Company (Issuer))

CEDAR REALTY TRUST, INC.
(Name of Filing Person (Offeror))

Series C Cumulative Redeemable Preferred Stock
(Title of Class of Securities)

150602506
(CUSIP Number of Series C Cumulative Redeemable Preferred Stock)

M. Andrew Franklin
2529 Virginia Beach Blvd.
Virginia Beach, Virginia 23452
(757) 627-9088
(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

With a copy to:

David E. Brown, Jr.
Alston & Bird LLP
950 F Street NW
Washington, DC 20004

<p><input type="checkbox"/> Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.</p> <p>Check the appropriate boxes below to designate any transactions to which the statement relates:</p> <p><input type="checkbox"/> third-party tender offer subject to Rule 14d-1.</p> <p><input checked="" type="checkbox"/> issuer tender offer subject to Rule 13e-4.</p> <p><input type="checkbox"/> going-private transaction subject to Rule 13e-3.</p> <p><input type="checkbox"/> amendment to Schedule 13D under Rule 13d-2.</p> <p>Check the following box if the filing is a final amendment reporting the results of the tender offer: <input checked="" type="checkbox"/></p> <p>If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:</p> <p><input type="checkbox"/> Rule 13e-4(i) (Cross-Border Issuer Tender Offer)</p> <p><input type="checkbox"/> Rule 14d-1(d) (Cross-Border Third Party Tender Offer)</p>
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AMENDMENT NO. 4 TO SCHEDULE TO

Cedar Realty Trust, Inc. (“Cedar” or the “Company”) hereby amends and supplements its Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on September 25, 2024 (together with all amendments and supplements thereto, the “Schedule TO”). The Schedule TO, as amended by this Amendment No. 4, and Amendments Nos. 1, 2 and 3 filed on September 26, 2024, October 7, 2024 and October 25, 2024, respectively, relates to the Company’s offer to purchase up to \$9million in value of shares of its Series C Cumulative Redeemable Preferred Stock (the “Series C Shares”), at a price not greater than \$15.50 nor less than \$13.25 per Series C Share, to the seller in cash, less any applicable withholding taxes and without interest. The Company’s offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 25, 2024 (the “Offer to Purchase”), previously filed as Exhibit (a)(1)(i) to the Schedule TO, and the Form of Letter of Transmittal (the “Letter of Transmittal”) previously filed as Exhibit (a)(1)(ii) to the Schedule TO (which, as amended and supplemented from time to time, together constitute the “Offer”).

Only those items amended or supplemented are reported in this Amendment No. 4. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase, the Letter of Transmittal and the other documents that constitute part of the Offer remain unchanged.

This Amendment No. 4 should be read in conjunction with the Schedule TO, the Offer to Purchase, the Letter of Transmittal and the other documents that constitute part of the Offer, as each may be further amended or supplemented from time to time.

The purpose of this Amendment No. 4 is to amend and supplement the Schedule TO to indicate that, on October 29, 2024, the Company issued a press release announcing the final results of the Offer. Accordingly, Items 11 and 12 of the Schedule TO, which incorporate by reference the information contained in the Schedule TO and the Offer to Purchase, are hereby amended and supplemented as follows:

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On October 29, 2024, the Company issued a press release announcing the final results of the Offer. A copy of such press release is filed as Exhibit (a)(5)(iii) to this Schedule TO and incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(5)(iii) [Press Release announcing the final results of the Offer, dated October 29, 2024.](#)

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

	CEDAR REALTY TRUST, INC.
	By: /s/ M. Andrew Franklin
	Name: M. Andrew Franklin
	Title: President and Chief Executive Officer
Dated: October 29, 2024	



CEDAR REALTY TRUST ANNOUNCES FINAL RESULTS OF TENDER OFFER

VIRGINIA BEACH, VA/ACCESSWIRE/October 29, 2024 — Cedar Realty Trust, Inc. (NYSE: CDRpB) (NYSE: CDRpC) (the “Company”) today announced the final results of its modified “Dutch auction” tender offer to repurchase up to an aggregate amount paid of \$9 million of shares of its outstanding 6.50% Series C Cumulative Redeemable Preferred Stock (the “Series C Shares”) at a price per share not less than \$13.25 and not greater than \$15.50, which expired at 5:00 P.M., New York City Time on October 24, 2024.

Based on the final count by Computershare Inc. (“Computershare”), the depositary for the tender offer, an aggregate of 688,670 Series C Shares were properly tendered and not properly withdrawn at or below the final purchase price of \$14.00 per share. The Company accepted for purchase all Series C Shares that were properly tendered and not properly withdrawn at or below the final purchase price, which includes 45,813 Series C Shares that the Company has elected to purchase pursuant to its ability to purchase up to an additional 2% of its outstanding Series C Shares. The Company will promptly pay for the shares accepted for purchase and return to tendering shareholders any shares tendered and not purchased.

The aggregate purchase price for the Series C Shares purchased in the tender offer is approximately \$9.6million, excluding fees and expenses relating to the tender offer. The shares purchased represent approximately 14% of the Company’s issued and outstanding Series C Shares as of October 28, 2024.

The Company may purchase additional Series C Shares in the future. The amount and timing of any such purchases depends on a number of factors, including the availability of cash and/or financing on acceptable terms, the amount and timing of dividend payments, if any, and periods in which the Company is restricted from repurchasing Series C Shares, as well as any decision to use cash for other strategic objectives. Under applicable law, the Company may not repurchase any additional Series C Shares until at least ten business days after the expiration of the tender offer.

For all questions relating to the tender offer, please call the information agent, Georgeson LLC toll-free at (866) 735-3807; banks and brokers may call the depositary, Computershare Inc., at (800) 736-3001.

About Cedar Realty Trust

Cedar Realty Trust, Inc., a wholly-owned subsidiary of Wheeler Real Estate Investment Trust, Inc., is a Maryland corporation (taxed as a real estate investment trust (“REIT”)) that focuses on owning and operating income producing retail properties with a primary focus on grocery-anchored shopping centers in the Northeast. Cedar’s portfolio comprises 17 properties, with approximately 2.6 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.wblr.us.

Contact Information:

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

Cautionary Statement Regarding Forward-Looking Statements

This press release contains “forward-looking statements” that are subject to risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe the Company’s future plans, strategies and expectations, are generally identifiable by use of the words “may”, “will”, “should”, “estimates”, “projects”, “anticipates”, “believes”, “expects”, “intends”, “future”, and words of similar import, or the negative thereof. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. You are cautioned to not place undue reliance on forward-looking statements. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.
