

**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): December 27, 2024

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
7.25% Series B Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	CDRpB	New York Stock Exchange
6.50% 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 December 27, 2024, Cedar Realty Trust, Inc. (the "Company") issued a press release announcing a tender offer (the "Offer") to purchase up to an aggregate amount paid of \$12,500,000 of shares of its 6.50% Series C Cumulative Redeemable Preferred Stock (the "Series C Preferred Stock"). The purchase price per share of Series C Preferred Stock will be not less than \$13.75 per share nor greater than \$15.75 per share. The Offer is intended to commence on December 27, 2024 and to expire on January 28, 2025, unless the Company earlier extends or terminates it. Furnished as Exhibit 99.1 and incorporated herein by reference is a copy of the press release announcing the Offer.

The Offer has not yet commenced. The press release included as Exhibit 99.1 is for informational purposes only. The press release is not a recommendation to buy or sell the Series C Preferred Stock or any other securities, and it is neither an offer to purchase nor a solicitation of an offer to sell the Series C Preferred Stock or any other securities. On the commencement of the Offer, the Company will file a tender offer statement on Schedule TO, including an offer to purchase, letter of transmittal and related materials, with the United States Securities and Exchange Commission (the "SEC"). The Offer will be made only pursuant to the offer to purchase, letter of transmittal and related materials filed as a part of the Schedule TO. Stockholders should read carefully the offer to purchase, letter of transmittal and related materials because they contain important information, including the various terms of, and conditions to, the Offer. Once the Offer is commenced, stockholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the offer to purchase, letter of transmittal and other documents that the Company will be filing with the SEC at the SEC's website at www.sec.gov

or from the information agent for the Offer.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 27, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934, as amended, 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.

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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.

Date: December 27, 2024

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

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CEDAR REALTY TRUST ANNOUNCES TENDER OFFER

Virginia Beach, Virginia, December 27, 2024 – Cedar Realty Trust, Inc. (NYSE: CDRpB)(NYSE: CDRpC) (the “Company”) announced today a “modified Dutch auction” tender offer (the “Offer”) to purchase up to an aggregate amount paid of \$12,500,000 of shares of its outstanding 6.50% Series C Cumulative Redeemable Preferred Stock (the “Series C Shares”), at a price per Series C Share of not less than \$13.75 and not greater than \$15.75. The tender offer will commence upon the filing by the Company of a tender offer statement on Schedule TO, including an offer to purchase, letter of transmittal and related materials, with the United States Securities and Exchange Commission (the “SEC”).

The Offer will commence on December 27, 2024, and is intended to expire at 5:00 p.m., New York City time, on January 28, 2025, unless the offer is extended. Tenders of Series C Shares must be made prior to the expiration of the Offer and may be withdrawn at any time prior to the expiration time, in each case, in accordance with the procedures described in the tender offer materials. The Company intends to pay for the shares repurchased in the Offer with available cash.

A “modified Dutch auction” tender offer allows stockholders to indicate how many shares of stock and at what price within the specified offer range they wish to tender their stock. Based on the number of Series C Shares tendered and the prices specified by the tendering stockholders, the Company will determine the lowest price per Series C Share within the specified range that will enable it to purchase up to an aggregate amount paid of \$12,500,000 of Series C Shares at such price, or such lesser number of Series C Shares that are tendered and not withdrawn (the “Final Purchase Price”), subject to the terms of the Offer. All Series C Shares purchased by the Company in the Offer will be purchased at the same price.

If, based on the Final Purchase Price, more than an aggregate amount paid of \$12,500,000 of Series C Shares (or such greater number of Series C Shares as the Company may choose to purchase in accordance with applicable rules) are properly tendered and not properly withdrawn, the Company will purchase shares tendered at or below the Final Purchase Price on a pro rata basis, subject to certain conditional tender provisions. Stockholders whose Series C Shares are purchased in the Offer will be paid the determined purchase price in cash, less any applicable withholding taxes and without interest, after the expiration of the Offer.

The Offer will not be contingent upon the receipt of financing or any minimum number of Series C Shares being tendered. However, the Offer is subject to a number of other terms and conditions, which will be described in detail in the offer to purchase for the Offer. Specific instructions and a complete explanation of the terms and conditions of the Offer will be contained in the offer to purchase, the related letter of transmittal and other related materials, which will be sent to stockholders of record promptly after commencement of the Offer.

While the Company’s Board of Directors has authorized the Company to make the Offer, none of the Company, its Board of Directors, the Company’s officers, the information agent, or the depository makes any recommendation as to whether to tender or refrain from tendering Series C Shares or as to the price at which to tender them. The Company has not authorized any person to make any such recommendation. Stockholders must make their own decision as to whether to tender their Series C Shares and, if so, how many Series C Shares to tender and the purchase price or purchase prices at which they will tender them. In doing so, stockholders should consult their own financial and tax advisors and read carefully and evaluate the information in the Offer documents, when available.

Georgeson LLC is serving as information agent for the tender offer and Computershare Inc. is serving as the depository for the tender offer. Alston & Bird LLP is serving as counsel to the Company for the tender offer. **Once commenced, 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 depository, Computershare Inc., at (800) 736-3001.**

Additional Information Regarding the Tender Offer

This communication is for informational purposes only and is not a recommendation to buy or sell the Company’s Series C Shares or any other securities, and it is neither an offer to purchase nor a solicitation of an offer to sell the Company’s Series C Shares or any other securities. On the commencement of the Offer, the Company will file a tender offer statement on Schedule TO, including an offer to purchase, letter of transmittal and related materials, with the SEC. The Offer will only be made pursuant to the offer to purchase, letter of transmittal and related materials filed as a part of the Schedule TO. Stockholders should read carefully the offer to purchase, letter of transmittal and related materials because they contain important information, including the various terms of, and conditions to, the Offer. Once the Offer is commenced, stockholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the offer to purchase, letter of transmittal and other documents that the Company will be filing with the SEC at the SEC’s website at www.sec.gov or from the information agent for the tender offer.

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 16 properties, with approximately 2.4 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

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.
