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

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SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 5)

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

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

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Series B Cumulative Redeemable Preferred Stock  
(Titles of Classes of Securities)

150602407  
(CUSIP Number of Series B Cumulative Redeemable Preferred Stock)

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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)

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*With a copy to:*

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

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
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## AMENDMENT NO. 5 TO SCHEDULE TO

This Amendment No. 5 (this “Amendment No. 5”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) on February 21, 2025, as amended by Amendment No. 1 filed on March 5, 2025, Amendment No. 2 filed on March 24, 2025, Amendment No. 3 filed on March 26, 2025 and Amendment No. 4 filed on April 7, 2025 (as supplemented or amended from time to time, the “Schedule TO”) by Cedar Realty Trust, Inc. (the “Company”), a Maryland corporation, in relation to the Company’s offer to purchase up to 563,380 shares of the Company’s 7.25% Series B Cumulative Redeemable Preferred Stock (the “Series B Shares”) for a purchase price of \$17.75 per share, in cash (the “Series B Offer”), less any applicable withholding taxes and without interest.

Except as amended hereby to the extent specifically provided herein, the information contained in the Schedule TO, Offer to Purchase, the related Letter of Transmittal, and Notice of Guaranteed Delivery, and all other exhibits to the Schedule TO, remains unchanged and is hereby expressly incorporated into this Amendment No. 5 by reference.

The purpose of this Amendment No. 5 is to amend and supplement the Schedule TO to indicate that, on April 9, 2025, the Company issued a press release announcing the final results of the Series B Offer. Accordingly, Items 11 and 12 of this Schedule TO 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 April 9, 2025, the Company issued a press release announcing the final results of the Series B Offer. A copy of such press release is filed as Exhibit (a)(5)(v) to this Schedule TO and incorporated herein by reference. The Company expects to pay for the purchased Series B Shares with a combination of cash on hand and borrowings from the senior unsecured term loan with KeyBank.

### ITEM 12. EXHIBITS

(a)(1)(i)	<a href="#">Offer to Purchase, dated February 21, 2025.*</a>
(a)(1)(ii)	<a href="#">Form of Letter of Transmittal (including IRS Form W-9).*</a>
(a)(1)(iii)	<a href="#">Notice of Guaranteed Delivery.*</a>
(a)(5)(i)	<a href="#">Current Report on Form 8-K of Cedar Realty Trust, Inc., filed on February 21, 2025 (incorporated by reference to such filing).</a>
(a)(5)(ii)	<a href="#">Press release dated March 24, 2025.*</a>
(a)(5)(iii)	<a href="#">Press release dated March 26, 2025.*</a>
(a)(5)(iv)	<a href="#">Press release dated April 7, 2025.*</a>
(a)(5)(v)	<a href="#">Press release dated April 9, 2025.</a>
(b)(i)	<a href="#">Commitment Letter, dated as of March 24, 2025 by and between KeyBank National Association and Cedar Realty Trust Partnership, LP.*#</a>
107	<a href="#">Filing Fee Exhibit.*</a>

\* Previously Filed

# Certain portions of this exhibit have been omitted.

### ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

**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: April 9, 2025



**Cedar Realty Trust Announces Final Results of Series B Tender Offer**

Virginia Beach, VA /ACCESS Newswire / April 9, 2025 / Cedar Realty Trust, Inc. (NYSE: CDRpB) (NYSE: CDRpC) (the “Company”) announced today the final results of its offer to purchase up to 563,380 shares of its 7.25% Series B Cumulative Redeemable Preferred Stock (the “Series B Shares”) for a purchase price of \$17.75 per share, in cash (the “Offer”), which expired at 5:00 p.m., New York City time, on April 4, 2025.

Based on the final count by Computershare Inc. (“Computershare”), the depository for the tender offer, an aggregate of 787,343 Series B Shares were properly tendered and not properly withdrawn. The Company accepted for purchase 592,372 Series B Shares that were properly tendered and not properly withdrawn, which includes 28,992 Series B Shares that the Company elected to purchase pursuant to its ability to purchase up to an additional 2% of its outstanding Series B Shares. The final proration factor is approximately 75%. The Company will promptly pay for the Series B Shares accepted for purchase and return to tendering shareholders any Series B Shares tendered and not purchased.

The aggregate purchase price for the Series B Shares purchased in the tender offer is approximately \$10.5 million, excluding fees and expenses relating to the tender offer. The shares purchased represent approximately 41% of the Company’s issued and outstanding Series B Shares as of April 8, 2025.

The Company may purchase additional Series B 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 B Shares, as well as any decision to use cash for other strategic objectives. Under applicable law, the Company may not repurchase any additional Series B Shares until at least ten business days after the expiration of the tender offer.

**For all questions relating to the 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.**

**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) 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 14 properties, with approximately 2.3 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](http://www.whlr.us).

**Contact Information:**

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

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**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.

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