

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): November 27, 2020

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.)

44 South Bayles Avenue
Port Washington, New York 11050
(Address of Principal Executive Offices) (Zip Code)

(516) 767-6492
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>	<u>Trading Symbol(s)</u>
Common Stock, \$0.06 par value	New York Stock Exchange	CDR
7-1/4% Series B Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	New York Stock Exchange	CDRpB
6-1/2% Series C Cumulative Redeemable Preferred Stock, \$25.00 Liquidation Value	New York Stock Exchange	CDRpC

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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 23, 2020, Cedar Realty Trust, Inc. (the "Company") filed with the State Department of Assessments and Taxation of Maryland two Articles of Amendment (the "Amendments") to its Articles of Incorporation, as amended, that: (i) provided for a 1-for-6.6 reverse stock split of the issued and outstanding shares of common stock of the Company, par value \$0.06 (the "Common Stock"), effective at 9:00 a.m. Eastern time on November 27, 2020, and (ii) provided for the par value of the Common Stock to be changed from \$0.396 per share (as a result of the reverse stock split) to \$0.06 per share, effective at 9:01 a.m. Eastern Time on November 27, 2020.

The foregoing description of the Amendments does not purport to be complete and is qualified in its entirety by reference to the complete Amendments, copies of which are filed as Exhibit 3.1 and Exhibit 3.2 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial statements and exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
3.1*	Articles of Amendment.
3.2*	Articles of Amendment.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed herewith

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.

Dated: November 27, 2020

CEDAR REALTY TRUST, INC.

By: /s/ Philip R. Mays
Philip R. Mays
Executive Vice President, Chief Financial Officer and Treasurer

CEDAR REALTY TRUST, INC.**ARTICLES OF AMENDMENT**

Cedar Realty Trust, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the "Charter") is hereby amended to provide that, at 9:00 a.m. Eastern Time on November 27, 2020 (the "Effective Time"), each share of common stock of the Corporation (the "Common Stock"), \$0.06 par value per share, issued and outstanding immediately prior to the Effective Time shall automatically be changed into 1/6.6 of a share of Common Stock, \$0.396 par value per share, without any further action by the Corporation or the holder thereof.

SECOND: The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of any class or series of stock of the Corporation have not been changed by the foregoing amendment.

THIRD: The amendments to the Charter set forth above have been approved by a majority of the entire Board of Directors and the amendments are limited to a reverse stock split authorized by the Maryland General Corporation Law (the "MGCL") to be effected without action by the stockholders pursuant to Section 2-309(e) of the MGCL.

FOURTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 23rd day of November, 2020.

CEDAR REALTY TRUST, INC.

By: /S/ Philip R. Mays
Name: Philip R. Mays
Title: Executive Vice President, Chief Financial
Officer and Treasurer

ATTEST:

By: /S/ ADINA G. STORCH
Name: Adina G. Storch
Title: Executive Vice President, General Counsel
and Corporate Secretary

CEDAR REALTY TRUST, INC.**ARTICLES OF AMENDMENT**

Cedar Realty Trust, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the "Charter") is hereby amended to, effective as of 9:01 a.m. Eastern Time on November 27, 2020, decrease the par value of the issued and outstanding shares of common stock of the Corporation (the "Common Stock") from \$0.396 par value per share to \$0.06 par value per share and, thereby, reduce the aggregate par value of all authorized shares of Common Stock to \$9,000,000 and reduce the aggregate par value of all authorized shares to \$9,125,000.

SECOND: The amendment to the Charter as set forth above has been approved by a majority of the entire Board of Directors and the amendment is limited to a change expressly authorized by Section 2-605 of the Maryland General Corporation Law to be made without action by the stockholders.

THIRD: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 23rd day of November, 2020.

CEDAR REALTY TRUST, INC.

By: /S/ Philip R. Mays _____

Name: Philip R. Mays

Title: Executive Vice President, Chief Financial
Officer and Treasurer

ATTEST:

By: /S/ ADINA G. STORCH _____

Name: Adina G. Storch

Title: Executive Vice President, General Counsel
and Corporate Secretary