

CEDAR REALTY TRUST, INC.  
Form 8-A12B  
August 18, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Cedar Realty Trust, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State of Incorporation or Organization)**

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

**44 South Bayles Avenue**  
**Port Washington, New York**  
**(Address of principal executive offices)**

**11050**  
**(Zip Code)**

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

| <b>Title of Each Class</b>   | <b>Name of Each Exchange on Which</b>                                   |
|--|---|
| <b>to be so Registered</b><br><b>6.50% Series C Cumulative Redeemable Preferred</b><br><b>Stock,</b><br><br><b>par value \$.01 per share</b> | <b>Each Class is to be Registered</b><br><b>New York Stock Exchange</b> |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box:

**Securities Act registration statement file numbers to which this form relates:**

**333-203667**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

**Item 1. Description of Registrant's Securities to be Registered**

Cedar Realty Trust, Inc. (the Company) hereby incorporates by reference herein the description of its 6.50% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series C Preferred Stock), to be registered hereunder, set forth under the heading Description of the Series C Preferred Stock in the Company's prospectus supplement, dated August 16, 2017, to the prospectus, dated May 29, 2015 (the Prospectus), constituting part of the Registration Statement on Form S-3 (File No. 333-203667) of the Company, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the Securities Act), the related information under the heading Description of Preferred Stock in the Prospectus, and any description included in a form of prospectus supplement subsequently filed by the Company under Rule 424(b) under the Securities Act. The Series C Preferred Stock is expected to be listed on the New York Stock Exchange

**Item 2. Exhibits**

| Exhibit | Description   |
|---------|---|
| 3.1     | Articles of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2013). |
| 3.2*    | Articles Supplementary to the Company's Articles of Incorporation, as amended, dated August 18, 2017.   |
| 3.3     | By-laws of Cedar Realty Trust, Inc., including all amendments previously filed (incorporated by reference to Exhibit 3.2 of Form 10-K for the year ended December 31, 2011).      |
| 4.1*    | Form of Specimen Certificate for Cedar Realty Trust, Inc.'s 6.50% Series C Cumulative Redeemable Preferred Stock.   |

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CEDAR REALTY TRUST, INC.

By: /s/ Bruce J. Schanzer

Name: Bruce J. Schanzer

Title: President and Chief Executive Officer

Date: August 18, 2017

**EXHIBIT INDEX**

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