**Urban Edge Properties** Form 4 February 19, 2015

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MINUTOLI ROBERT

(First)

Symbol

(Middle)

(Zip)

Urban Edge Properties [UE]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year)

02/17/2015

C/O URBAN EDGE PROPERTIES, 888 SEVENTH **AVENUE** 

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Issuer

below)

Director

X\_ Officer (give title

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Operating Officer

below)

NEW YORK, NY 10106

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A)

or

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Derivative Conversion

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr Underlying Securities

1

#### Edgar Filing: Urban Edge Properties - Form 4

(Instr. 3)		or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr
					Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Units (1)	<u>(1)</u>	02/17/2015		A	83,685		<u>(1)</u>	<u>(1)</u>	Common Shares	83,685	2
	Units (2)	<u>(2)</u>	02/17/2015		A	25,105		(2)	(2)	Common Shares	25,105	١

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MINUTOLI ROBERT C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106

**Chief Operating Officer** 

### **Signatures**

/s/ Robert 02/19/2015 Minutoli

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 17, 2015, the reporting person received a grant of LTIP Units ("LTIP Units") of Urban Edge Properties LP ("UELP"), the

(1) (the "Plan"). The LTIP Units are a class of units of UELP that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Common Partnership Units of UELP ("Common Units"). Common Units are redeemable by the holder for cash or, at UE's election, common shares, par value \$0.01 ("Common Shares") of UE on a one-for-one basis or the cash value of such shares. The LTIP Units vested on February 17, 2015.

operating partnership of Urban Edge Properties ("UE"), pursuant to the terms of the Urban Edge Properties 2015 Omnibus Share Plan

- On February 17, 2015, the reporting person received a grant of LTIP Units of UELP pursuant to the terms of the Plan. The LTIP Units are a class of units of UELP that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent
- (2) number of Common Units of UELP. These LTIP Units vest ratably over four years, subject to continued employment for each vesting date with the initial vesting occurring on February 17, 2016. Common Units are redeemable by the holder for cash or, at UE's election, Common Shares of UE on a one-for-one basis or the cash value of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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