

CEDAR REALTY TRUST, INC.
Form 8-A12B
May 16, 2012

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)

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

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

11050
(Zip Code)

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.

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

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:

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| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|---|---|
| 7.25% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share | New York Stock Exchange |

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

None
(Title of Class)

None
(Name of Exchange)

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

For a description of the securities to be registered hereunder, reference is made to the information set forth under the headings (i) Description of the Series B Preferred Stock in the Prospectus Supplement, dated May 15, 2012, to the Prospectus, dated May 2, 2012 (the Prospectus), included in the Registration Statement on Form S-3 of Cedar Realty Trust, Inc. (the Company), as filed with the Securities and Exchange Commission (File No. 333-179956), under the Securities Act of 1933, as amended, and (ii) Description of Preferred Stock in the Prospectus, which information is incorporated herein by reference.

Item 2. Exhibits

- 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, 2011.
- 3.2 Articles Supplementary to the Company's Articles of Incorporation, as amended, dated May 15, 2012.

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: May 16, 2012

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EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
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