
Section 1: 8-K (8-K)

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):
January 15, 2015

URBAN EDGE PROPERTIES

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction of
Incorporation)

No. 001-36523
(Commission
File Number)

No. 47-6311266
(IRS Employer
Identification No.)

888 Seventh Avenue
New York, New York
(Address of Principal Executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code: **(212) 956-2556**

Former name or former address, if changed since last report: **N/A**

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 (see General Instructions A.2.):

- 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))
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Item 7.01 Regulation FD Disclosure.

On January 15, 2015, UE issued a press release announcing that it had completed its previously announced spinoff from Vornado Realty Trust and is now an independent public company. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 or furnished with this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Urban Edge Properties, under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Urban Edge Properties, dated January 15, 2015.

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SIGNATURE

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.

URBAN EDGE PROPERTIES
(Registrant)

By: /s/ Donald P. Casey
Name: Donald P. Casey
Title: General Counsel and Secretary

Date: January 15, 2015

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Exhibit Index

99.1 Press Release of Urban Edge Properties, dated January 15, 2015.

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

CONTACT: DAVID REIFF
201-571-3523



FOR IMMEDIATE RELEASE — January 15, 2015

Urban Edge Announces Completion of its Spin-Off from Vornado Realty Trust

PARAMUS, NEW JERSEY — Urban Edge Properties (NYSE:UE) (“UE”) announced today that it has completed its separation from Vornado Realty Trust (“Vornado”) and is now an independent public company that will trade on the NYSE under the symbol “UE”. UE holds interests in 79 strip shopping centers, three malls and one warehouse park formerly owned by Vornado, encompassing more than 15 million square feet in ten states and Puerto Rico, with concentrations in New Jersey, New York and Pennsylvania.

Vornado common shareholders and Vornado Realty L.P. (“VRLP”) common limited partners at the close of business on January 7, 2015 (the “Record Date”) today received a distribution of one UE common share for every two Vornado common shares or VRLP common limited partnership units held as of the Record Date. Fractional shares of UE were not distributed, and instead Vornado common shareholders and VRLP common limited partners will receive cash in lieu of any fractional shares they would otherwise have been entitled to receive in the distribution.

Since January 5, 2015, UE shares have traded on a “when issued” basis on the NYSE under the symbol “UE WI”, permitting shareholders to trade the right to receive UE shares in today’s distribution. “When issued” trading of UE common shares ended at the close of the market

today. Starting tomorrow, January 16, 2015, the “regular way” trading of UE common shares on the NYSE will commence under the symbol “UE”. Vornado common shares will continue to trade under the symbol “VNO” on the NYSE.

Urban Edge Properties is an equity real estate investment trust that owns and operates high-quality strip shopping centers and malls in high barrier-to-entry markets.

Forward-Looking Statements

This press release may contain forward-looking statements that are subject to risks and uncertainties. Forward-looking statements are not guarantees of performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar expressions in this press release. We also note the following forward-looking statements that have been included in this press release: the impact of the spin-off on UE, the timing of and costs associated with property improvements, financing commitments, and general competitive factors. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements and our future results and financial condition, see “Item 1A. Risk Factors” and “Cautionary Statement Concerning Forward-Looking Statements” of UE on Form 10, as amended. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this press release. All subsequent written and oral forward-looking statements attributable to us or any person on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statement to reflect events or circumstances occurring after the date of this press release.

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