

Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 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 4, 2017

**URBAN EDGE PROPERTIES
URBAN EDGE PROPERTIES LP**

(Exact name of Registrant as specified in its charter)

**Maryland (Urban Edge Properties)
Delaware (Urban Edge Properties LP)**

(State or other jurisdiction of incorporation)

**001-36523
333-212951-01**

(Commission File Number)

**47-6311266
36-4791544**

(I.R.S. Employer Identification
Number)

**888 Seventh Avenue
New York, NY 10019**

(Address of Principal Executive offices) (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))

Item 3.02 Unregistered Sales of Equity Securities

The information in Item 8.01 below is incorporated into this Item 3.02 by reference.

Item 7.01 Regulation FD Disclosure

On January 4, 2017, Urban Edge Properties (the “Company”) issued a press release announcing the acquisition described below in Item 8.01. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

The information contained in this Item 7.01 is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise. The information in this Item 7.01, including referenced materials posted to the Company’s website, shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Securities Exchange Act of 1934, as amended, except as otherwise expressly stated in any such filing.

Item 8.01 Other Events

On January 4, 2017, the Company, through its operating partnership, Urban Edge Properties LP (the “Operating Partnership”), completed the previously disclosed acquisition of fee and leasehold interests in land underlying the shopping center known as the Yonkers Gateway Center located in Yonkers, New York from an unrelated third party for an agreed contribution value of \$51.7 million. In exchange for the contribution of such fee and leasehold interests, on January 4, 2017, the Operating Partnership issued 1,801,337 common limited partnership interests in the Operating Partnership (“OP units”) valued at \$48.8 million and paid \$2.9 million in cash to such third party.

Beginning one year after issuance, the OP units are redeemable at the option of the holders thereof for cash or, at the Company’s option, for common shares of beneficial interest of the Company on a one-for-one basis, subject to certain adjustments in accordance with the terms of the Operating Partnership’s limited partnership agreement.

The issuance of the OP units described above is exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

99.1 - Press Release dated January 4, 2017.

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 hereunder duly authorized.

URBAN EDGE PROPERTIES

(Registrant)

Date: January 4, 2017

By: /s/ Mark Langer

Mark Langer, Executive Vice President and Chief Financial Officer

URBAN EDGE PROPERTIES LP

(Registrant)

By: Urban Edge Properties, General Partner

Date: January 4, 2017

By: /s/ Mark Langer

Mark Langer, Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Document</u>
99.1	Press Release dated January 4, 2017

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Urban Edge Properties

888 Seventh Avenue
6th Floor
New York, NY 10019
(212) 956-0082



For Additional Information:

Mark Langer, EVP and
Chief Financial Officer

FOR IMMEDIATE RELEASE:

Urban Edge Properties Acquires Interests in Yonkers Gateway Center in Yonkers, NY

New York, NY, January 4, 2017 - Urban Edge Properties (NYSE:UE) announces that it has acquired fee and leasehold interests in 35 acres of land underlying Yonkers Gateway Center, a 437,000 square foot retail property in Yonkers, NY. The center benefits from a highly visible location along Central Park Avenue, a primary retail corridor in Westchester County, and is anchored by exceptionally productive retailers including Burlington Coat Factory, Best Buy, DSW, PetSmart and Alamo Drafthouse Cinema.

UE obtained the interests in a \$51.7 million transaction whereby the land owner received 1.8 million operating partnership units valued at \$48.8 million and \$2.9 million in cash. The acquired interests include fee ownership of 22.1 acres of land and a long-term leasehold in 12.7 acres of adjacent land.

ABOUT URBAN EDGE PROPERTIES

Urban Edge Properties is a NYSE listed real estate investment trust focused on managing, acquiring, developing, and redeveloping retail real estate in urban communities, primarily in the New York metropolitan region. Urban Edge owns 83 properties totaling 14.8 million square feet of gross leasable area.

[\(Back To Top\)](#)