

SAUL CENTERS INC  
Form S-8  
March 14, 2017

File No. 333-

As filed with the Securities and Exchange Commission on March 14, 2016.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

SAUL CENTERS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other Jurisdiction of

Incorporation or Organization)

7501 Wisconsin Avenue

52-1833074  
(I.R.S. Employer

Identification No.)

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**Bethesda, Maryland 20814**

**(Address of Principal Executive Offices)**

**THE SAUL CENTERS, INC.**

**2004 STOCK PLAN, AS AMENDED**

**(Full Title of the Plan)**

**Scott Schneider**

**Senior Vice President, Chief Financial Officer,**

**Treasurer and Secretary**

**7501 Wisconsin Avenue**

**Bethesda, Maryland 20814**

**(Name and Address of Agent for Service)**

**(301) 986-6000**

**(Telephone Number, Including Area Code, of Agent for Service)**

*with a copy to:*

**Jeffrey B. Grill, Esq.**

**Justin J. Bintrim, Esq.**

**Pillsbury Winthrop Shaw Pittman LLP**

**1200 Seventeenth Street NW**

**Washington, DC 20036**

**(202) 663-8000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| <b>Title of Securities</b>               | <b>Amount</b>         | <b>Proposed<br/>Maximum<br/>Offering Price</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|------------------------------------------|-----------------------|------------------------------------------------|------------------------------------------------------------------|---------------------------------------|
| <b>to be Registered</b>                  | <b>Registered (1)</b> | <b>Per Share (2)</b>                           |                                                                  |                                       |
| Common Stock, \$0.01 par value per share | 1,000,000 shares      | \$60.72                                        | \$60,720,000                                                     | \$7,037.45                            |

- (1) Pursuant to Rule 416(c) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of Common Stock which become issuable under The Saul Centers, Inc. 2004 Stock Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) of the Securities Act, based on the average of the high and low sales price on March 10, 2017, as reported by the New York Stock Exchange.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E**

**Incorporation by Reference of Previous Registration Statement**

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the Commission) to register an additional 1,000,000 shares of the Registrant's Common Stock under the Registrant's 2004 Stock Plan, as amended. Pursuant to General Instruction E, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-115262) filed on May 7, 2004 are hereby incorporated by reference into this Registration Statement, except as revised herein.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which are on file with the Commission, are incorporated herein by this reference and made a part hereof:

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended December 31, 2016, filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act); and
- (b) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-11 (File No. 33-4562) filed pursuant to the Securities Act of 1933, as amended, as incorporated by reference in the Registrant's Registration Statement on Form 8-A filed pursuant to the Exchange Act, including any amendments or reports filed to update the description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such reports and documents.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration:

| Exhibit Number | Description of Exhibit                                                                                                                                                                                                                       |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1            | Opinion of Pillsbury Winthrop Shaw Pittman LLP, counsel to the Registrant, regarding the validity of the securities being registered hereunder (filed herewith)                                                                              |
| 23.1           | Consent of Ernst & Young LLP (filed herewith)                                                                                                                                                                                                |
| 23.2           | Consent of Pillsbury Winthrop Shaw Pittman LLP (included in its opinion filed as Exhibit 5.1 hereto)                                                                                                                                         |
| 24.1           | Power of Attorney (included on signature page)                                                                                                                                                                                               |
| 99.1           | The Saul Centers, Inc. 2004 Stock Plan, as filed as Annex A to the Proxy Statement of the Company for its 2004 Annual Meeting of Stockholders filed with the Commission on April 5, 2004, is hereby incorporated by reference.               |
| 99.2           | Amendment to The Saul Centers, Inc. 2004 Stock Plan, as filed as Annex A to the Proxy Statement of the Company for its 2008 Annual Meeting of Stockholders filed with the Commission on March 21, 2008, is hereby incorporated by reference. |

99.3 Amendment to The Saul Centers, Inc. 2004 Stock Plan, as filed as Annex B to the Proxy Statement of the Company for its 2013 Annual Meeting of Stockholders filed with the Commission on March 27, 2013, is hereby incorporated by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bethesda, Maryland, on this 14<sup>th</sup> day of March, 2017.

SAUL CENTERS, INC.,

a Maryland corporation

(Registrant)

By: /s/ B. Francis Saul II  
B. Francis Saul II  
Chairman of the Board and  
Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Scott V. Schneider and Christine Nicolaides Kearns, and each of them, his true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and any or all other documents in connection therewith, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said authority to do and perform each and every act and thing requisite and necessary to be done in connection with such matters, as fully to all intents and purposes as might or could be done in person, hereby ratifying and confirming all said attorney-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

[Signature Page Follows]

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| Signature                                            | Title                                                                                                    | Date           |
|------------------------------------------------------|----------------------------------------------------------------------------------------------------------|----------------|
| /s/ B. Francis Saul II<br>B. Francis Saul II         | Chairman of the Board and<br>Chief Executive Officer (principal executive officer)                       | March 14, 2017 |
| /s/ J. Page Lansdale<br>J. Page Lansdale             | President, Chief Operating Officer and Director                                                          | March 14, 2017 |
| /s/ Philip D. Caraci<br>Philip D. Caraci             | Vice Chairman of the Board                                                                               | March 14, 2017 |
| /s/ Scott V. Schneider<br>Scott V. Schneider         | Senior Vice President, Chief Financial Officer,<br>Treasurer and Secretary (principal financial officer) | March 14, 2017 |
| /s/ Joel A. Friedman<br>Joel A. Friedman             | Senior Vice President and Chief Accounting<br>Officer (principal accounting officer)                     | March 14, 2017 |
| /s/ George P. Clancy<br>George P. Clancy             | Director                                                                                                 | March 14, 2017 |
| /s/ John E. Chapoton<br>John E. Chapoton             | Director                                                                                                 | March 14, 2017 |
| /s/ Gilbert M. Grosvenor<br>Gilbert M. Grosvenor     | Director                                                                                                 | March 14, 2017 |
| /s/ Philip C. Jackson, Jr.<br>Philip C. Jackson, Jr. | Director                                                                                                 | March 14, 2017 |
| /s/ Patrick F. Noonan<br>Patrick F. Noonan           | Director                                                                                                 | March 14, 2017 |
| /s/ H. Gregory Platts<br>H. Gregory Platts           | Director                                                                                                 | March 14, 2017 |
| /s/ Andrew M. Saul II<br>Andrew M. Saul II           | Director                                                                                                 | March 14, 2017 |



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|                        |          |                |
|------------------------|----------|----------------|
| /s/ Mark Sullivan III  | Director | March 14, 2017 |
| Mark Sullivan III      |          |                |
| /s/ James W. Symington | Director | March 14, 2017 |
| James W. Symington     |          |                |
| /s/ John R. Whitmore   | Director | March 14, 2017 |
| John R. Whitmore       |          |                |

**EXHIBIT INDEX**

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