

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
December 27, 2017

**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): December 21, 2017**

**Federal Realty Investment Trust**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-07533**  
**(Commission**  
  
**File Number)**  
**1626 East Jefferson Street**

**52-0782497**  
**(IRS Employer**  
  
**Identification No.)**

**Rockville, Maryland 20852-4041**

**(301) 998-8100**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**(Former name or former address, if changed since last report)**

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:

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 230.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 230.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities Act (17 CFR 230.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events**

On December 21, 2017, Federal Realty Investment Trust (the Registrant ) closed its underwritten public offering of \$175,000,000 aggregate principal amount of 3.25% Notes due 2027 (the Notes ). The offering was made pursuant to an underwriting agreement with Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule I to the related pricing agreement.

The Notes are of the same series as the 3.25% Notes due 2027 that the Registrant first issued on June 23, 2017 and are governed by the Indenture, dated as of September 1, 1998, between the Registrant and U.S. Bank National Association (successor trustee to Wachovia Bank, National Association (successor trustee to First Union National Bank)). The Notes are senior unsecured obligations of the Registrant and rank equally with all of the Registrant's other senior unsecured indebtedness. The Notes bear interest at 3.25% per annum, and interest will be payable on January 15 and July 15 of each year, beginning on January 15, 2018. The notes will mature on July 15, 2027 (unless redeemed prior to such date in accordance with their terms).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | <u>Form of 3.25% Note due 2027</u>  |
| 5.1         | <u>Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to legality of the securities being issued by the Registrant</u> |
| 8.1         | <u>Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to material tax matters relating to the Registrant</u>           |
| 23.1        | Consents of Pillsbury Winthrop Shaw Pittman LLP (contained in the opinions filed as <u>Exhibits 5.1 and 8.1</u> hereto)     |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERAL REALTY INVESTMENT TRUST

Date: December 27, 2017

By: /s/ Donald C. Wood  
Donald C. Wood  
President and Chief Executive Officer