

RPT Realty
Form 8-K
December 04, 2018

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): December 4, 2018 (November 30, 2018)

RPT REALTY

(Exact name of registrant as specified in its Charter)

Maryland 1-10093 13-6908486
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan 48334
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 350-9900

Not applicable

(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 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))

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 ☐

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If an emerging growth company, indicate by check mark if the registrant has elected not to 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

5.02(d): Appointment of Richard L. Federico

On November 30, 2018, the Board of Trustees of RPT Realty (the "Company") was expanded to nine members. Richard L. Federico was appointed to fill the vacancy on the Board of Trustees. The Board has determined, after considering all of the relevant facts and circumstances known as of the date hereof, that Mr. Federico is an independent trustee in accordance with the NYSE listing standards and the Company's Corporate Governance Guidelines.

The foregoing is qualified in its entirety by reference to a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As a non-employee Trustee, Mr. Federico will participate in the Company's compensation program for non-employee Trustees and will receive an annual cash retainer of \$40,000 and an annual equity retainer of \$90,000, consisting of a restricted share grant, including a prorated restricted share grant for the portion of the period until the 2019 Annual Meeting of Shareholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated December 4, 2018 Announcing Changes to the Board of Trustees

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.

RPT REALTY

Date: December 4, 2018 By: /s/ MICHAEL P. FITZMAURICE

Michael P. Fitzmaurice

Executive Vice President, Chief Financial Officer and Secretary