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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

Form 8-K

March 14, 2019

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) March 12, 2019

Pennsylvania Real Estate Investment Trust

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania 1-6300 23-6216339
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation or Organization) File Number) Identification No.)

The Bellevue, 200 S. Broad Street, Philadelphia, Pennsylvania 19102
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (215) 875-0700

(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

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 3.02 Unregistered Sale of Equity Securities

The partnership agreement of PREIT Associates, L.P., the operating partnership of Pennsylvania Real Estate Investment Trust (the “Company”), provides that, subject to certain terms and conditions, a holder of Class B units of limited partnership interest may redeem such units at any time after issuance and that, upon a holder's notice of redemption, the Company may elect to acquire the tendered units in exchange for the issuance of a like number of the Company's common shares of beneficial interest. On March 12, 2019, the Company, in its capacity as the general partner of PREIT Associates, L.P., issued 6,250,000 common shares of beneficial interest of the Company in exchange for a like number of Class B units of limited partnership interest in PREIT Associates, L.P. The shares were issued to Vornado Investments LLC, an affiliate of Franconia Two, L.P., the holder of the Class B units, at its direction. The shares were issued under exemptions provided by Section 4(2) of the Securities Act of 1933 or Regulation D promulgated under the Securities Act as a transaction not involving a public offering.

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.

PENNSYLVANIA REAL ESTATE
INVESTMENT TRUST

Date: March 14, 2019 By: /s/ Lisa M. Most
Lisa M. Most
Senior Vice President and General Counsel