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TANGER FACTORY OUTLET CENTERS INC
Form S-8 POS
August 11, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE
COMMISSION ON August 11, 2005

Registration No. 333-[_____]

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO.1 TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

TANGER FACTORY OUTLET CENTERS, INC.
(Exact name of registrant as specified in its charter)

NORTH CAROLINA
(State or other jurisdiction
of incorporation or organization)

56-1815473
(I.R.S. Employer
Identification No.)

3200 NORTHLINE AVENUE
SUITE 360
GREENSBORO, NORTH CAROLINA
(Address of principal executive offices)

27408
(Zip Code)

THE AMENDED AND RESTATED
INCENTIVE AWARD PLAN OF
TANGER FACTORY OUTLET CENTERS, INC. AND
TANGER PROPERTIES LIMITED PARTNERSHIP

Copy to:

FRANK C. MARCHISELLO, JR.
TANGER FACTORY OUTLET CENTERS, INC.
3200 NORTHLINE AVENUE
SUITE 360
GREENSBORO, NORTH CAROLINA 27408
(336) 292-3010

(Name, address, including zip code,
and telephone number, including
area code, of agent for service)

RAYMOND Y. LIN, ESQ.
LATHAM & WATKINS LLP
885 THIRD AVENUE
SUITE 1000
NEW YORK, NEW YORK 10022
(212) 906-1200

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 incorporates the correct and updated consent of our Independent Registered Public Accounting Firm, PriceWaterhouseCoopers LLP. The consent we included in the initial S-8 filing did not include the prescribed language consenting to internal controls over financial reporting due to an inadvertent use of an old form of consent.

Tanger Factory Outlet Centers, Inc., a North Carolina corporation (the "Company"), previously registered 1,750,000 common shares of the Company, \$.01 par value (the "Common Shares"), to be offered or sold to participants under the Company's Share Option Plan for Directors and Executive and Key Employees of Tanger Factory Outlet Centers, Inc. (the "Share Option Plan") and the Unit Option Plan for Employees of Tanger Properties Limited Partnership ("Unit Option Plan") on Form S-8 (File Nos. 333-80450 and 333-91863). At the Annual Meeting of Shareholders of the Company on May 9, 2003, the Shareholders ratified an increase, from 1,750,000 to 2,250,000, in the aggregate number of Common Shares which may be issued under the Share Option Plan and Unit Option Plan. In order to add restricted shares and other share-based grants to the Share Option Plan and to merge the Unit Option Plan into the Share Option Plan, holders of Common Shares (the "Shareholders") ratified the Amended and Restated Incentive Award Plan (the "Incentive Plan") of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (the "Operating Partnership"), by and between the Company and the Operating Partnership, at the Annual Meeting of Shareholders of the Company held on May 14, 2004 (the "Annual Meeting"). At the Annual Meeting the Shareholders also ratified an increase, from 2,250,000 to 3,000,000, in the aggregate number of Common Shares which may be issued under the Incentive Plan.

On December 29, 2004, the Company's Common Shares underwent a two-for-one split (the "Stock Split"). Accordingly, pursuant to Rule 416(a) of the Securities Act of 1933, 3,500,000 Common Shares were previously registered and pursuant to Section 10.3 of the Incentive Plan, an aggregate of 6,000,000 Common Shares may be issued under the Incentive Plan. This registration statement is being filed pursuant to General Instruction E on Form S-8 (Registration of Additional Securities) in order to register an additional 2,500,000 Common Shares, as approved by the Shareholders, which may be offered or sold to participants under the Incentive Plan.

INCORPORATION BY REFERENCE

The Company has filed with the Securities and Exchange Commission the Registration Statements with respect to 1,750,000 Common Shares (as adjusted pursuant to Rule 416(a) of the Securities Act of 1933 to 3,500,000 Common Shares due to the Stock Split) and the Definitive Proxy Statement for the Annual Meeting of Shareholders held on May 14, 2004. The contents of such Registration Statements (File Nos. 333-80450 and 333-91863) and Definitive Proxy Statement (File No. 001-11986) are hereby incorporated by reference.

Item 8.

EXHIBITS

- 5(a) * Opinion of Vernon, Vernon, Wooten, Brown, Andrews & Garrett, P.A. as to the legality of the Common Shares being registered.
- 23(a) Consent of PricewaterhouseCoopers LLP.
- 23(b) * Consent of Vernon, Vernon, Wooten, Brown, Andrews & Garrett, P.A.
- 24 * Power of Attorney.

* Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the city of Greensboro, State of North Carolina, on this 11th day of August 2005.

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Stanley K. Tanger

 Stanley K. Tanger
 Chairman of the Board and Chief
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in their respective capacities with Tanger Factory Outlet Centers, Inc. and on the date indicated.

| Signature ----- | Title ----- | Date Signed ----- |
|---|---|----------------------|
| /s/ Stanley K. Tanger ----- Stanley K. Tanger | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | August 11, 2005 |
| * ----- Steven B. Tanger | President, Chief Operating Officer and Director | August 11, 2005 |
| * ----- Frank C. Marchisello, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 11, 2005 |
| * ----- Jack Africk | Director | August 11, 2005 |
| * ----- William G. Benton | Director | August 11, 2005 |
| * ----- Thomas E. Robinson | Director | August 11, 2005 |

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*

Director

August 11, 200

Allan L. Schuman

* /s/ Stanley K. Tanger

Stanley K. Tanger
Attorney-in-Fact

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION | SEQUENTIALLY |
|----------------|---|--------------|
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