

FEDERAL REALTY INVESTMENT TRUST

Form 8-K

April 26, 2013

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): April 26, 2013

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)

52-0782497

(IRS Employer
Identification No.)

1626 East Jefferson Street, Rockville, Maryland

(Address of principal executive offices)

20852-4041

(Zip Code)

Registrant's telephone number including area code: 301/998-8100

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 (see General Instruction A.2. below):

- .. 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))
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Item 1.01. Entry into a Material Definitive Agreement.

On April 22, 2013, Federal Realty Investment Trust (the “Trust”) entered into an amendment (the “Amendment”) to its Credit Agreement dated as of July 7, 2011 (the “Agreement”), by and among the Trust, as Borrower, the financial institutions party thereto and their permitted assignees under Section 12.6., as Lenders, Wells Fargo Bank, National Association, as Administrative Agent (the “Administrative Agent”), PNC Bank, National Association, as Syndication Agent, Wells Fargo Securities, LLC, as a Lead Arranger and Book Manager, and PNC Capital Markets LLC, as a Lead Arranger and Book Manager.

The Amendment increases the unsecured revolving credit facility (the “Credit Facility”) from \$400.0 million to \$600.0 million and extends the maturity date to April 21, 2017, subject to a one-year extension at the option of the Trust. The Credit Facility initially bears interest at a rate of LIBOR plus 100 basis points, and the spread over LIBOR is subject to adjustment based on our credit rating. As a result of Standard & Poor's recent upgrade of the Trust's credit rating from BBB+ to A-, the spread over LIBOR will decrease to 90 basis points effective May 1, 2013. Under an accordion feature, the Trust has the option to expand the borrowing capacity under the Credit Facility to up to \$1.0 billion. The Amendment also makes certain changes to the Trust's financial maintenance and other covenants as described more fully therein.

The foregoing does not constitute a complete summary of the terms and conditions of the Amendment, which is attached hereto as Exhibit 10.1 and incorporated hereunder by reference, or the Credit Agreement, which was attached as Exhibit 10.1 to the Trust's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 11, 2011. The description contained herein of the terms and conditions of the Amendment is qualified in its entirety by reference to the Amendment.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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The following Exhibits are included in the Form 8-K:

| Exhibit | Description of Exhibit |
|--------------|---|
| Exhibit 10.1 | First Amendment to Credit Agreement, dated as of April 22, 2013, by and among Federal Realty Investment Trust, each of the Lenders party thereto, and Wells Fargo Bank, National Association, as Administrative Agent |

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: April 26, 2013

By: /s/ James M. Taylor, Jr.

James M. Taylor, Jr.
Executive Vice President-
Chief Financial Officer and Treasurer