

FEDERAL REALTY INVESTMENT TRUST

Form 8-K

April 26, 2016

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 20, 2016

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland	1-07533	52-0782497
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1626 East Jefferson Street, Rockville, Maryland	20852-4041
(Address of principal executive offices)	(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))

Item 1.01. Entry into a Material Definitive Agreement.

On April 20, 2016, Federal Realty Investment Trust (the “Trust”) entered into an amendment (the “Third Amendment”) to its Term Loan Agreement dated as of November 22, 2011, as amended by that certain First Amendment to Term Loan Agreement dated as of April 22, 2013 and that certain Second Amendment to Term Loan Agreement dated as of August 28, 2014 (the “Term Loan Agreement”), by and among the Trust, as Borrower, each of the lenders party thereto and PNC Bank, National Association, as Administrative Agent.. The Third Amendment 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 of the Third Amendment, which is attached hereto as Exhibit 10.1 and incorporated hereunder by reference, or the Term Loan 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 November 28, 2011, or the First Amendment to Term Loan Agreement, which was attached as Exhibit 10.40 to the Trust's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 1, 2013, or the Second Amendment to Term Loan 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 September 2, 2014. The description contained herein of the terms of the Third Amendment is qualified in its entirety by reference to the Third Amendment.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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

Exhibit	Description of Exhibit
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Exhibit 10.1	Third Amendment to Term Loan Agreement, dated as of April 20, 2016, by and among Federal Realty Investment Trust, each of the Lenders party thereto, and PNC Bank, National Association, as Administrative Agent
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SIGNATURES

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.

FEDERAL REALTY INVESTMENT TRUST

Date: April 26, 2016 /s/ James M. Taylor, Jr.

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