

Section 1: 8-K (8-K)

**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

(State or other jurisdiction of
incorporation)

1-10093

(Commission File Number)

13-6908486

(IRS Employer Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan

(Address of principal executive offices)

48334

(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

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	<u>Press Release dated December 4, 2018 Announcing Changes to the Board of Trustees</u>

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

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Section 2: EX-99.1 (EXHIBIT 99.1)



News Release (NYSE:RPT)

RPT REALTY ANNOUNCES THE APPOINTMENT OF RICHARD FEDERICO TO ITS BOARD OF TRUSTEES

NEW YORK, Dec. 04, 2018 - RPT Realty (NYSE:RPT) (the "Company") announced today the appointment of Richard L. Federico to its Board of Trustees.

"Rick is one of the leading hospitality and food service minds in the country with a tremendous track record of success. As hospitality becomes a more prevalent component of our centers, Rick will add tremendous value to the board and to the RPT organization," said Brian Harper, President and Chief Executive Officer. "Rick's addition follows the recent election of Andrea Weiss to the Board of Trustees as we continue to refresh our organizational capabilities in response to the evolving retail landscape."

Richard L. Federico currently serves as Non-Executive Chairman of P.F. Chang's China Bistro Inc., a position he has held since February 2016. He previously served as the Chairman and Chief Executive Officer or Co-Chief Executive Officer of P.F. Chang's from September 1997 to March 2015 and as Executive Chairman from March 2015 to February 2016. Mr. Federico joined P.F. Chang's as President in 1996, when he also began his service on its Board of Directors. Prior to joining P.F. Chang's, Mr. Federico held a number of leadership positions in the restaurant industry including roles at Steak & Ale, Orville Beans and Bennigan's restaurants, Grady's Goodtimes, and Brinker International.

Mr. Federico has served on the Domino's Pizza, Inc. Board of Directors since February 2011 and is a member of its Audit and Compensation Committees. He also sits on the boards of several private companies in the food industry and was previously the Chairman of the Board of Directors of Jamba, Inc. Mr. Federico is a Founding Director of Chances for Children.

About RPT Realty

RPT Realty owns and operates a national portfolio of open-air shopping destinations principally located in top U.S. markets. The Company's locally-curated consumer experiences reflect the lifestyles of its diverse neighborhoods and match the modern expectations of its retail partners. The Company is a fully integrated and self-administered REIT publicly traded on the New York Stock Exchange under the ticker symbol RPT. As of September 30, 2018, the Company's portfolio consisted of 57 shopping centers (including one shopping center owned through a joint venture) representing 13.8 million square feet. As of September 30, 2018, the Company's aggregate portfolio was 94.2% leased. For additional information about the Company please visit <http://rptrealty.com>.

Contact Information

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