

## Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on June 7, 2019

Registration No. 333-

UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**RPT REALTY**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of Incorporation)

**13-6908486**

(I.R.S. Employer Identification No.)

**19 W 44th Street, Suite 1002  
New York, NY**

(Address of principal executive offices)

**10036**

(Zip code)

**RPT REALTY 2019 OMNIBUS LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**Brian L. Harper**

**President and Chief Executive Officer**

**RPT Realty**

**19 W 44th Street, Suite 1002**

**New York, NY 10036**

**(212) 221-1261**

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

*Copies to:*

**Donald J. Kunz, Esq.**

**Honigman LLP**

**2290 First National Building**

**660 Woodward Ave.**

**Detroit, Michigan 48226-3506**

**(313) 465-7454 (telephone)**

**(313) 465-7455 (facsimile)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.



## CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Shares of Beneficial Interest, par value \$0.01 per share	3,500,000	\$12.20	\$42,700,000	\$5,175.24

- (1) Represents common shares of beneficial interest (“Shares”), par value \$0.01, of RPT Realty (the “Registrant”) issuable under the RPT Realty 2019 Omnibus Long-Term Incentive Plan (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall cover any additional Shares of the Registrant that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration that results in an increase in the number of the Registrant’s outstanding Shares.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act. The offering price per share and aggregate offering price are based on the average of the high and low prices of the Registrant’s Shares as reported on the New York Stock Exchange on June 3, 2019.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Form S-8 will be delivered to the participants in the Plan, as specified in Rule 428(b)(1) of the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2018, filed with the Commission on February 21, 2019 (including information specifically incorporated by reference therein from the Registrant’s [Proxy Statement](#) filed with the Commission on March 18, 2019, [as amended](#));
- (b) The Registrant’s [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2019, filed with the Commission on May 2, 2019;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 4, 2019](#) and [April 30, 2019](#);
- (d) The description of the Registrant’s Common Shares contained in Item 1 of the Registrant’s registration statement on Form 8-A filed with the Commission on November 1, 1988 (which incorporates by reference pages 101-119 of the Registrant’s prospectus/proxy statement filed with the Commission on November 1, 1988), as updated by the description of the Registrant’s Common Shares contained in the Registrant’s [Proxy Statement on Schedule 14A](#) for the special meeting of shareholders held on December 18, 1997; and
- (e) The description of the Registrant’s 7.25% Series D Cumulative Convertible Perpetual Preferred Shares of Beneficial Interest contained in the Registrant’s registration statement on [Form 8-A](#) filed with the Commission on April 21, 2011, which incorporates by reference the information under “Description of the Series D Preferred Shares” in the Registrant’s registration statement on [Form S-3](#) (Registration No. 333-156689).

In addition, all documents the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) after the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents. Notwithstanding anything herein, the Registrant is not incorporating by reference any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless, and to the extent, specified in any such Current Report on Form 8-K.

Any statement herein or contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or supersedes such prior statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

**Item 5. Interests of Name Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The declaration of trust of the Registrant, as amended, restated, and supplemented (the “Declaration of Trust”), permits the Registrant, and the Registrant’s Bylaws, as amended and restated (the “Bylaws”), require the Registrant, to the maximum extent permitted by Maryland law in effect from time to time, to indemnify any trustee or officer (a) against reasonable expenses incurred by him in the successful defense (on the merits or otherwise) of any proceeding to which he is made a party by reason of such status or (b) against any claim or liability to which he may become subject by reason of such status unless it is established that (i) the act or omission that was material to the matter giving rise to the procedure was committed in bad faith or was the result of active and deliberate dishonesty, (ii) he actually received an improper personal benefit in money, property or services, or (iii) in the case of a criminal proceeding, he had reasonable cause to believe that his act or omission was unlawful. The Registrant is also required by the Bylaws to pay or reimburse, in advance of a final disposition and without requiring a preliminary determination of the ultimate entitlement to indemnification, reasonable expenses of a trustee or officer made a party to a proceeding by reason of his status as such, provided, however, that in accordance with Maryland law, the Registrant has received a written affirmation by the trustee or officer of his good faith belief that he has met the applicable standard for indemnification under such Bylaws and a written undertaking to repay such expenses if it shall ultimately be determined that the applicable standard was not met. The Registrant may, with the approval of the Board of Trustees (the “Board”) or any duly authorized committee, provide such indemnification and advance for expenses to any of the Registrant’s employees or agents or to any person who served a predecessor entity.

Maryland law also permits the declaration of trust of a real estate investment trust to include a provision limiting the liability of trustees and officers to the trust and shareholders for money damages, except to the extent that it is provided that the trustee or officer actually received an improper benefit or profit in money, property or services or a judgment or other final adjudication adverse to the trustee or officer is entered in a proceeding based on a finding that the trustee or officer’s action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. The Declaration of Trust contains a provision providing for elimination of the liability of the Registrant’s trustees and officers to the Registrant or the Registrant’s shareholders for money damages to the maximum extent permitted by Maryland law in effect from time to time.

The Registrant has purchased a policy of Directors’ and Officers’ insurance that insures both the Registrant and its officers and trustees against expenses and liabilities of the type normally insured against under such policies, including the expenses of indemnification described above.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Articles of Restatement of Declaration of Trust of the Registrant, effective June 8, 2010, incorporated by reference to <a href="#">Appendix A</a> to the Registrant's 2010 Proxy filed on April 30, 2010
4.2	Amended and Restated Bylaws of the Registrant, effective November 13, 2018, incorporated by reference to <a href="#">Exhibit 3.2</a> to the Company's Current Report on Form 8-K dated November 13, 2018
4.3	Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011, incorporated by reference to <a href="#">Exhibit 3.1</a> to the Company's Form 8-K dated April 6, 2011
4.4	Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011, incorporated by reference to <a href="#">Exhibit 3.2</a> to the Company's Form 8-K dated April 6, 2011
4.5	Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 28, 2011, incorporated by reference to <a href="#">Exhibit 3.1</a> to the Company's Form 8-K dated April 28, 2011
4.6	Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on September 21, 2012, incorporated by reference to <a href="#">Exhibit 3.1</a> to the Company's Form 8-K dated September 24, 2012
4.7	Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on July 31, 2013, incorporated by reference to <a href="#">Exhibit 3.1</a> to the Company's Form 8-K dated July 31, 2013
4.8	Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on November 9, 2018, incorporated by reference to <a href="#">Exhibit 3.1</a> to the Company's Current Report on Form 8-K dated November 13, 2018
5.1*	<a href="#">Opinion of Ballard Spahr LLP</a>
10.1	RPT Realty 2019 Omnibus Long-Term Incentive Plan, incorporated by reference to <a href="#">Exhibit 10.1</a> to the Registrant's Current Report on Form 8-K filed on April 30, 2019
23.1*	<a href="#">Consent of Grant Thornton LLP</a>
23.2*	Consent of Ballard Spahr LLP (included in its opinion filed as <a href="#">Exhibit 5.1</a> hereto)
24.1*	Power of Attorney (included after the signature of the Registrant contained on <a href="#">Signature Page</a> of this Registration Statement).
*	Filed herewith.

## Item 9. Undertakings.

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material changes to such information in this Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 New York, State of New York, on June 7, 2019.

## RPT REALTY

By: /s/ BRIAN L. HARPER

Brian L. Harper

President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and trustees of RPT REALTY, a Maryland real estate investment trust (the "Registrant"), hereby constitutes and appoints Brian L. Harper and Michael Fitzmaurice, and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, each with the power of substitution for him or her in any and all capacities, with full power and authority in said attorneys-in-fact and agents and in any one or more of them, to sign and execute and file the proposed registration statement on Form S-8 to be filed by the Registrant under the Securities Act, which registration statement relates to the registration and issuance of the Registrant's Common Shares, par value \$0.01 a share, pursuant to the RPT Realty 2019 Omnibus Long-Term Incentive Plan, and any of the documents relating to such registration statement, any and all amendments to such registration statement, including any amendment thereto changing the amount of securities for which registration is being sought, and any post-effective amendment, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ BRIAN L. HARPER</u> Brian L. Harper	President, Chief Executive Officer and Trustee (Principal Executive Officer)	June 7, 2019
<u>/s/ MICHAEL P. FITZMAURICE</u> Michael P. Fitzmaurice	Chief Financial Officer (Principal Financial Officer)	June 7, 2019
<u>/s/ RAYMOND J. MERK</u> Raymond J. Merk	Chief Accounting Officer (Principal Accounting Officer)	June 7, 2019
<u>/s/ RICHARD L. FEDERICO</u> Richard L. Federico	Trustee	June 7, 2019
<u>/s/ ARTHUR H. GOLDBERG</u> Arthur H. Goldberg	Trustee	June 7, 2019
<u>/s/ JOANNA T. LAU</u> Joanna T. Lau	Trustee	June 7, 2019
<u>/s/ DAVID J. NETTINA</u> David J. Nettina	Trustee	June 7, 2019
<u>/s/ LAURIE M. SHAHON</u> Laurie M. Shahon	Trustee	June 7, 2019
<u>/s/ ANDREA M. WEISS</u> Andrea M. Weiss	Trustee	June 7, 2019

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## Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1

**Ballard Spahr**  
LLP

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300 East Lombard Street, 18th Floor  
Baltimore, MD 21202-3268  
TEL 410.528.5600  
FAX 410.528.5650  
www.ballardspahr.com

June 7, 2019

RPT Realty  
19 W. 44th Street  
Suite 1002  
New York, NY 10036

Re: RPT Realty, a Maryland real estate investment trust (the "Company") - Registration Statement on Form S-8 pertaining to up to 3,500,000 common shares of beneficial interest of the Company (the "Shares"), par value \$0.01 per share ("Common Shares"), to be issued pursuant to the RPT Realty 2019 Omnibus Long-Term Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as Maryland real estate investment trust counsel to the Company in connection with the registration of the Shares under the Securities Act of 1933, as amended (the "Act"), by the Company pursuant to a Registration Statement on Form S-8 filed or to be

filed with the Securities and Exchange Commission (the “Commission”) on or about the date hereof (the “Registration Statement”). You have requested our opinion with respect to the matters set forth below.

In our capacity as Maryland real estate investment trust counsel to the Company and for the purposes of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

- (i) the declaration of trust of the Company (the “Declaration of Trust”) represented by Articles of Restatement filed with the State Department of Assessments and Taxation of Maryland (the “Department”) on June 9, 2010, Articles of Amendment filed with the Department on April 5, 2011, Articles Supplementary filed with the Department on April 5, 2011, Articles Supplementary filed with the Department on April 28, 2011, Articles of Amendment filed with the Department on September 21, 2012, Articles of Amendment filed with the Department on July 31, 2013 and Articles of Amendment filed with the Department on November 9, 2018;
- (ii) the Amended and Restated Bylaws of the Company, adopted as of November 13, 2018 (the “Bylaws”);
- (iii) the Written Consent of Trustees in Lieu of Organization Meeting, dated as of October 2, 1997 (the “Organizational Resolutions”);
- (iv) certain resolutions adopted by the Board of Trustees of the Company (the “Board of Trustees”) which, among other things, authorized the issuance of the Shares (the “Trustees’ Resolutions”);
- (v) the Plan;
- (vi) the Registration Statement in substantially the form filed or to be filed with the Commission pursuant to the Act;
- (vii) a certificate of one or more officers of the Company, dated as of a recent date (the “Officers’ Certificate”), to the effect that, among other things, the Declaration of Trust, the Bylaws, the Organizational

Resolutions and the Trustees' Resolutions are true, correct and complete, have not been rescinded or modified and are in full force and effect on the date of the Officers' Certificate;

- (viii) a status certificate of the Department, dated as of a recent date, to the effect that the Company is duly formed and existing under the laws of the State of Maryland and is duly authorized to transact business in the State of Maryland; and
- (ix) such other laws, records, documents, certificates, opinions and instruments as we have deemed necessary to render this opinion, subject to the limitations, assumptions and qualifications noted below.

In reaching the opinion set forth below, we have assumed the following:

- (a) each person executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so;
- (b) each natural person executing any of the Documents is legally competent to do so;
- (c) any of the Documents submitted to us as originals are authentic; the form and content of any Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such documents as executed and delivered; any of the Documents submitted to us as certified or photostatic copies conform to the original documents; all signatures on all of the Documents are genuine; all public records reviewed or relied upon by us or on our behalf are true and complete; there has been no modification of, or amendment to, any of the Documents, and there has been no waiver of any provision of any of the Documents by action or omission of the parties or otherwise;
- (d) the Officers' Certificate and all other certificates submitted to us are true and correct both when made and as of the date hereof;
- (e) at all times from and after their date of issuance through the date of issuance of the Shares subsequent to the date hereof, all shares of beneficial interest of the Company (including the Shares) constitute, and will constitute, "transferable shares" under Section 856(a)(2) of the Internal Revenue Code of 1986, as amended;
- (f) none of the Shares issued subsequent to the date hereof will be issued or transferred in violation of the provisions of Article VII of the Declaration of Trust relating to restrictions on ownership and transfer of Common Shares of the Company;
- (g) none of the Shares issued subsequent to the date hereof will be issued and sold to an Interested Stockholder of the Company or an Affiliate thereof, all as defined in Subtitle 6 of Title 3 of the Maryland General Corporation Law (the "MGCL"), in violation of Section 3-602 of the MGCL; and
- (h) upon issuance of any of the Shares subsequent to the date hereof, the total number of Common Shares of the Company issued and outstanding will not exceed the total number of Common Shares of the Company that the Company is authorized to issue under its Declaration of Trust.

Based on the foregoing, and subject to the assumptions and qualifications set forth herein, it is our opinion that, as of the date of this letter:

- 1) The Company has been duly formed and is validly existing as a real estate investment trust in good standing under the laws of the State of Maryland.
- 2) The Shares have been generally authorized for issuance pursuant to the Plan and if, as and when the Shares are issued either upon the exercise of options or as awards of restricted shares or unrestricted shares, or in respect of share appreciation rights, restricted share units, dividend equivalent rights or performance awards, in each case duly authorized by the Board of Trustees or a properly appointed committee thereof to which the Board of Trustees has delegated the requisite power and authority, in exchange for the consideration therefor, all in accordance with, and subject to, the terms and conditions of the Plan and the awards of options, restricted shares, unrestricted shares, share appreciation rights,

restricted share units, dividend equivalent rights or performance awards relating to such Shares, such Shares will be duly authorized, validly issued and fully paid and non-assessable.

The foregoing opinion is limited to the substantive laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

This opinion letter is issued as of the date hereof and is necessarily limited to laws now in effect and facts and circumstances presently existing and brought to our attention. We assume no obligation to supplement this opinion letter if any applicable laws change after the date hereof, or if we become aware of any facts or circumstances that now exist or that occur or arise in the future and may change the opinions expressed herein after the date hereof.

We consent to your filing this opinion as an exhibit to the Registration Statement and further consent to the filing of this opinion as an exhibit to the applications to securities commissioners for the various states of the United States for registration of the Shares. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act.

Very truly yours,

/s/ Ballard Spahr LLP

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## **Section 3: EX-23.1 (EXHIBIT 23.1)**

**Exhibit 23.1**

### **CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 21, 2019, with respect to the consolidated financial statements and internal control over financial reporting of RPT Realty included in the Annual Report on Form 10-K for the year ended December 31, 2018, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Chicago, Illinois  
June 7, 2019

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