

CEDAR REALTY TRUST, INC.  
Form 8-K  
June 19, 2012

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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): June 15, 2012

CEDAR REALTY TRUST, INC.  
(Exact Name of Registrant as Specified in its Charter)

Maryland  
(State or Other Jurisdiction of Incorporation)

001-31817  
(Commission File Number)

42-1241468  
(IRS Employer  
Identification No.)

44 South Bayles Avenue  
Port Washington, New York 11050  
(Address of Principal Executive Offices) (Zip Code)

(516) 767-6492  
(Registrant's Telephone Number, Including Area Code)

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))
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## Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On June 15, 2012, Cedar Realty Trust, Inc. held an annual meeting of stockholders.

(b) At the meeting, stockholders voted on the election of directors, the approval of the 2012 Stock Incentive Plan, approval (non-binding) of executive compensation and approval of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2012. A total of 65,673,890 shares of the Company's common stock outstanding and entitled to vote were present at the meeting, in person or by proxy, representing approximately 95% of the outstanding stock entitled to vote at such meeting. All nominees were elected, the 2012 Stock Incentive Plan was approved, executive compensation (non-binding) was not approved and the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2012 was approved. The results of the meeting were as follows:

|   | For           | Withheld/<br>Against | Abstain      | Broker<br>Non-Votes |
|---|---------------|----------------------|--------------|---------------------|
| 1. Directors  |               |                      |              |                     |
| James J. Burns  | 50,384,928.61 | 11,315,632.40        | 298,070.52   | 3,675,258.60        |
| Raghunath Davloor   | 53,434,079.61 | 8,266,773.40         | 297,779.52   | 3,675,257.60        |
| Pamela N. Hootkin   | 47,232,978.61 | 14,467,573.40        | 298,079.52   | 3,675,258.60        |
| Paul G. Kirk, Jr.   | 50,549,954.61 | 11,153,606.40        | 295,070.52   | 3,675,258.60        |
| Everett B. Miller, III  | 47,229,701.61 | 14,470,651.40        | 298,279.52   | 3,675,257.60        |
| Bruce J. Schanzer   | 54,481,090.61 | 7,216,095.67         | 301,446.25   | 3,675,257.60        |
| Roger M. Widmann  | 47,229,754.61 | 14,470,174.40        | 298,703.52   | 3,675,257.60        |
| 2. Approval of the 2012<br>Stock Incentive Plan   |               |                      |              |                     |
|   | 37,088,515.47 | 18,811,050.40        | 6,099,066.67 | 3,675,257.60        |
| 3. Approval<br>(non-binding) of<br>executive compensation                                     |               |                      |              |                     |
|   | 21,391,988.29 | 34,434,128.24        | 6,172,517.00 | 3,675,256.60        |
| 4. Appointment of Ernst<br>& Young LLP as<br>independent registered<br>public accounting firm |               |                      |              |                     |
|   | 58,105,233.21 | 728,403.00           | 6,840,253.92 | 0.00                |

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.

Dated: June 18, 2012

CEDAR REALTY TRUST, INC.

By: /s/Bruce J. Schanzer  
Bruce J. Schanzer  
President and CEO