

RAMCO GERSHENSON PROPERTIES TRUST

Form 8-K

September 11, 2018

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): September 11, 2018 (September 6, 2018)

RAMCO-GERSHENSON PROPERTIES TRUST

(Exact name of registrant as specified in its Charter)

Maryland

1-10093

13-6908486

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan 48334

(Address of principal executive offices) (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 ☐

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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. ☐

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.  
5.02(b): Dennis Gershenson

Dennis Gershenson, the former President and Chief Executive Officer of Ramco-Gershenson Properties Trust (the "Trust"), has stepped down from the position of Chairman of the Board of Trustees effective September 6, 2018, and has informed the Board of Trustees that he will not stand for reelection to the Board of Trustees when his current term expires at the 2019 Annual Meeting of Shareholders.

5.02(d): Appointment of Andrea M. Weiss

On September 6, 2018, the Board of Trustees of the Trust was expanded to eight members. Andrea M. Weiss 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 Ms. Weiss is an independent trustee in accordance with the NYSE listing standards and the Trust'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, Ms. Weiss will participate in the Trust'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.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated September 6, 2018 Announcing Changes to the Board of Trustees

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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.

RAMCO-GERSHENSON PROPERTIES TRUST

Date: September 11, 2018 By: /s/ MICHAEL P. FITZMAURICE

Michael P. Fitzmaurice

Executive Vice President, Chief Financial Officer and Secretary