

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
March 17, 2015

**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): March 11, 2015**

**Federal Realty Investment Trust**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-07533**  
**(Commission**  
  
**File Number)**  
**1626 East Jefferson Street**

**52-0782497**  
**(IRS Employer**  
  
**Identification No.)**

**Rockville, Maryland 20852-4041**

**(301) 998-8100**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**(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 230.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 230.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities Act (17 CFR 230.13e-4(c))

**Item 8.01. Other Events**

On March 11, 2015, Federal Realty Investment Trust (the Registrant) entered into an underwriting agreement with Wells Fargo Securities, LLC, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule I to the related pricing agreement, whereby the Registrant agreed to issue and sell \$200,000,000 aggregate principal amount of 4.50% Notes due 2044 (the Notes) in an underwritten public offering. The Notes are of the same series as the 4.50% Notes due 2044 that the Registrant first issued on November 14, 2014. The Notes will be governed by the Indenture, dated as of September 1, 1998, between the Registrant and U.S. Bank National Association (successor trustee to Wachovia Bank, National Association (successor trustee to First Union National Bank)). The offering closed on March 16, 2015.

The Notes will be senior unsecured obligations of the Registrant and will rank equally with all of the Registrant's other senior unsecured indebtedness. The Notes will bear interest at 4.50% per annum, and interest will be payable on June 1 and December 1 of each year, beginning on June 1, 2015. The Notes will mature on December 1, 2044.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

No.	Description
1.1	Underwriting Agreement, dated March 11, 2015, by and among the Registrant and Wells Fargo Securities, LLC, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named in Schedule I to the related pricing agreement
1.2	Pricing Agreement, dated March 11, 2015, by and among the Registrant and Wells Fargo Securities, LLC, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein
4.1	Form of 4.50% Note due 2044
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to legality of the securities being issued by the Registrant
8.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to material tax matters relating to the Registrant
12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges
23.1	Consents of Pillsbury Winthrop Shaw Pittman LLP (contained in the opinions filed as Exhibits 5.1 and 8.1 hereto)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERAL REALTY INVESTMENT TRUST

Date: March 17, 2015

By: /s/ Dawn M. Becker  
Dawn M. Becker  
Executive Vice President-General Counsel and  
Secretary