

SAUL CENTERS INC  
Form 8-K  
February 01, 2013

**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): January 31, 2013

**SAUL CENTERS, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-12254**  
(Commission

File Number)

**56-1833074**  
(IRS Employer

Identification No.)

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**7501 Wisconsin Avenue**

**Suite 1500**

**Bethesda, Maryland**

(Address of principal executive offices)

**20814**

(Zip Code)

**Registrant's telephone number, including area code: (301) 986-6200**

**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 (see General Instruction A.2. below):

- .. 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))

**Item 8.01. Other Events.**

On January 31, 2013, Saul Centers, Inc. (the Company ) announced that it was calling for redemption 60% of the outstanding depositary shares (the Depositary Shares ) representing interests in its 8% Series A Cumulative Redeemable Preferred Stock (the Series A Preferred Stock ). The Company will redeem 2,400,000 of the 4,000,000 total outstanding Depositary Shares representing interests in the Series A Preferred Stock. The Depositary Shares will be redeemed on March 2, 2013 at \$25.00 per Depositary Share, plus all accumulated and unpaid distributions through the redemption date, for an aggregate redemption price of \$25.3389 per Depositary Share. The Depositary Shares will be redeemed, as to registered holders, on a pro rata basis, as nearly as practicable. Dividends on the Depositary Shares to be redeemed will cease to accrue after the redemption date.

The redemptions will be made in accordance with The Depository Trust Company s procedures. The Depositary Shares shall be surrendered for payment of the redemption price to Continental Stock Transfer & Trust Company, the paying agent.

The Company s press release announcing the redemption of the Depositary Shares is furnished as Exhibit 99.1 hereto.

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

(d) Exhibits

99.1 Press Release, dated January 31, 2013, of Saul Centers, Inc.

**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.

SAUL CENTERS, INC.

By: /s/ Scott V. Schneider  
Name: Scott V. Schneider  
Title: Senior Vice President,  
Chief Financial Officer,  
Treasurer and Secretary

Dated: February 1, 2013