

Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form FWP

FEDERAL REALTY INVESTMENT TRUST
Form FWP
August 10, 2009

Filed Pursuant to Rule 433

Dated August 10, 2009

Registration Statement No. 333-160009

Relating to

Preliminary Prospectus Supplement Dated August 10, 2009 to

Prospectus dated June 16, 2009

Federal Realty Investment Trust

5.95% Notes due 2014

Term sheet dated August 10, 2009

Issuer:	Federal Realty Investment Trust	
Security:	5.95% notes due August 15, 2014	
Size:	\$150,000,000	
Maturity Date:	August 15, 2014	
Interest Payment Dates:	February 15 and August 15, beginning February 15, 2010	
Benchmark Treasury:	2.625% UST due July 31, 2014	
Benchmark Treasury Yield and Price:	2.774%; 99-10	
Yield to Maturity:	6.149%	
Spread to Benchmark Treasury:	337.5 basis points	
Coupon (Interest Rate):	5.95% per year	
Price to Public:	99.153% of principal amount, plus accrued interest, if any, from the Settlement Date	
Trade Date:	August 10, 2009	
Settlement Date:	T+3; August 13, 2009	
Aggregate Price to Public:	\$148,729,500	
Redemption Provision:	Make-whole call at any time based on U.S. Treasury plus 50 basis points (0.50%)	
CUSIP/ISIN:	313747AQ0/US313747AQ05	
Joint Book-Running Managers:	J.P. Morgan Securities Inc.	\$ 52,500,000
	Wells Fargo Securities, LLC	\$ 52,500,000
Co-Managers:	Citigroup Global Markets Inc.	\$ 11,250,000
	PNC Capital Markets LLC	\$ 11,250,000
	Morgan Keegan & Company, Inc.	\$ 7,500,000
	SunTrust Robinson Humphrey, Inc.	\$ 7,500,000

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Capital One Southcoast, Inc. \$ 4,500,000

U.S. Bancorp Investments, Inc. \$ 3,000,000

The issuer has filed a registration statement (including a preliminary prospectus supplement and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the preliminary prospectus supplement and the prospectus if you request it by calling J.P. Morgan Securities Inc. collect at 1-212-834-4533 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.

3

SEC USE ONLY

4

SOURCE OF FUNDS

WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF

SHARES

BENEFICIALLY

7

SOLE VOTING POWER

- 0 -

OWNED BY

EACH

REPORTING

8

SHARED VOTING POWER

759,093

PERSON WITH

9

SOLE DISPOSITIVE POWER

- 0 -

10

SHARED DISPOSITIVE POWER

759,093

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

759,093

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14

TYPE OF REPORTING PERSON

CO

NAME OF REPORTING PERSONS

1

ModusLink Global Solutions, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*

(a)

2

(b)

3

SEC USE ONLY
SOURCE OF FUNDS

4

AF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

NUMBER OF DELAWARE
SHARES SOLE VOTING POWER

7

BENEFICIALLY OWNED BY - 0 -
SHARED VOTING POWER

8

REPORTING 759,093
SOLE DISPOSITIVE POWER

PERSON WITH 9

- 0 -
SHARED DISPOSITIVE POWER

10

759,093
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

759,093

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.5%

TYPE OF REPORTING PERSON

14

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The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (“Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 759,093 Shares owned directly by ModusLink Securities is approximately \$21,044,250, including brokerage commissions. The Shares owned directly by ModusLink Securities were acquired with the working capital of ModusLink Securities.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported as beneficially owned by each person named herein is based upon 11,758,924 Shares outstanding, which is the total number of Shares outstanding as of November 9, 2015, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

As of the close of business on December 29, 2015, ModusLink Securities owned directly 759,093 Shares, constituting approximately 6.5% of the Shares outstanding. By virtue of its relationship with ModusLink Securities discussed in further detail in Item 2, MLNK may be deemed to beneficially own the Shares owned directly by ModusLink Securities.

(b) Each of ModusLink Securities and MLNK is deemed to have shared power to vote and dispose of the Shares owned directly by ModusLink Securities.

(c) Schedule A annexed hereto (“Schedule A”) lists all transactions in the Shares by of the Issuer by the Reporting Persons since the filing of Amendment No. 2. All of such transactions were effected in the open market.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 31, 2015 ModusLink Securities Corp.

By: /s/ Joseph B. Sherk
Joseph B. Sherk, Principal Financial and Accounting Officer

ModusLink Global Solutions, Inc.

By: /s/ Joseph B. Sherk
Joseph B. Sherk, Principal Financial and Accounting Officer

SCHEDULE ATransactions in the Shares of the Issuer Since the Filing of Amendment No. 2

<u>Class of Security</u>	<u>Securities Sold</u>	<u>Price (\$)</u>	<u>Date of Sale</u>
<u>ModusLink Securities Corp.</u>			
Common Stock	21,319	29.9984	12/7/2015
Common Stock	1,260	29.7653	12/8/2015
Common Stock	200	29.7675	12/10/2015
Common Stock	11,778	29.8206	12/16/2015
Common Stock	13,440	30.3124	12/17/2015
Common Stock	11,850	30.4625	12/18/2015
Common Stock	4,800	30.3453	12/21/2015
Common Stock	13,689	30.4907	12/22/2015
Common Stock	16,596	31.0277	12/23/2015
Common Stock	2,281	31.1281	12/24/2015
Common Stock	14,283	30.4258	12/28/2015
Common Stock	9,826	29.9965	12/29/2015