

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
November 04, 2016

**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) November 2, 2016**

**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)**

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

**1626 East Jefferson Street, Rockville, Maryland**  
**(Address of principal executive offices)**

**20852-4041**  
**(Zip Code)**

**Registrant's telephone number including area code: 301/998-8100**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 2, 2016, the Board of Trustees of Federal Realty Investment Trust (the Trust ) approved an amendment to Section 8 of Article II of the Trust s Amended and Restated Bylaws to provide that a majority of the votes cast at a meeting of shareholders shall be required to elect any nominee for Trustee in an uncontested election of Trustees.

The new Section 8 is filed as an exhibit to this report and is incorporated by reference into this Item 5.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibits are included in the Form 8-K:

| Exhibit | Description of Exhibit   |
|---------|--|
| 3.1     | Amended Section 8 of Article II of the Amended and Restated Bylaws |

**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.

**FEDERAL REALTY INVESTMENT TRUST**

Date: November 4, 2016

/s/ Dawn M. Becker

Dawn M. Becker  
Executive Vice President-General Counsel and  
Secretary