

ROTH STEVEN
Form 4
March 04, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STEVEN

(Last) (First) (Middle)

C/O VORNADO REALTY TRUST, 888 7TH AVENUE

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Urban Edge Properties [UE]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Shares, \$0.01 par value (the "Common Shares")	02/28/2019		C ⁽¹⁾⁽²⁾		5,717,184 <u>(1) (2)</u>	A	<u>(1)</u>	By Vornado Realty L.P. <u>(1) (2)</u>	
Common Shares	02/28/2019		S		5,717,184 <u>(1) (2)</u>	D	\$ 18.98	0 <u>(1) (2)</u>	By Vornado Realty L.P. <u>(1) (2)</u>
Common Shares								1,327,326	D

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Common Shares		2,802,526	I	Held by partnership <u>(3)</u>
Common Shares		1,936	I	Held by foundation <u>(4)</u>
Common Shares		18,649	I	Held by spouse <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Limited Partnership Units of Urban Edge Properties LP	\$ 0	02/28/2019		C <u>(1)(2)</u>	5,717,184 <u>(1) (2)</u>	<u>(1)</u>	<u>(1)</u>	Common Shares <u>(1)</u>	5,717 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH STEVEN C/O VORNADO REALTY TRUST 888 7TH AVENUE NEW YORK, NY 10019	X			

Signatures

Steven Roth

03/04/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 28, 2019, Vornado Realty L.P. ("VRLP") redeemed 5,717,184 Common Limited Partnership Units of Urban Edge Properties LP (the "Units"), the operating partnership of Urban Edge Properties (the "Issuer"). The Units have no expiration date and are redeemable

(1) for an equal number of the Issuer's common shares, par value \$.01 per share (the "Common Shares") , or cash equal to the fair market value of such Common Shares. The Issuer elected to deliver 5,717,184 Common Shares in a transaction exempt from Section 16(b) pursuant to the rules thereunder.

Mr. Roth is the chief executive officer, a trustee and the Chairman of the Board of Trustees of Vornado Realty Trust ("Vornado"), which is the general partner of VRLP. Mr. Roth was elected to the board of trustees of the Issuer on January 14, 2015 and re-elected most

(2) recently on May 9, 2018. As the chief executive officer and a trustee of Vornado, Mr. Roth may be deemed to have a pecuniary interest in certain of the Common Shares beneficially owned by Vornado and VRLP. Mr. Roth disclaims any beneficial ownership of such Common Shares.

These Common Shares are held by Interstate Properties, a New Jersey general partnership of which Mr. Roth is the managing general partner. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these 2,801,774 Common Shares, except to the extent of his pecuniary interest.

(3) These Common Shares are held by the Daryl and Steven Roth Foundation, a charitable foundation over which Mr. Roth holds sole voting and investment power. Mr. Roth disclaims any pecuniary interest in these Common Shares.

(4) These Common Shares are held by Mr. Roth's spouse. The filing of this Form 4 shall not be deemed an admission that Mr. Roth is the beneficial owner of these Common Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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