

SAUL CENTERS INC
Form 8-A12B
March 26, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

SAUL CENTERS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation

or organization)

52-1833074
(IRS Employer

Identification No.)

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7501 Wisconsin Avenue

Suite 1500

Bethesda, Maryland

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

20814
(Zip Code)

Title of each class to

Name of each exchange on which

be so registered

each class is to be registered

Depository Shares, each representing 1/100th of a share

New York Stock Exchange

of 9% Series B Cumulative Redeemable Preferred Stock,

par value \$.01

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-149463 (if applicable).

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The description of the Depositary Shares, each representing 1/100th of a share of 9% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share, of Saul Centers, Inc. (the Registrant) to be registered hereby is included under the sections entitled Description of Preferred Stock and Description of Depositary Shares in the prospectus dated March 10, 2008 included in the Registrant's Registration Statement on Form S-3 (No. 333-149463) (the Base Prospectus) and in the section entitled Description of Series B Preferred Stock and Depositary Shares in the prospectus supplement thereto dated March 20, 2008, as filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Prospectus Supplement and, together with the Base Prospectus, the Prospectus), which Prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as part of this Form 8-A Registration Statement filed with the Securities and Exchange Commission:

- 3.1 First Amended and Restated Articles of Incorporation of Saul Centers, Inc. filed with the Maryland Department of Assessments and Taxation on August 23, 1994 and filed as Exhibit 3.(a) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 28, 2004 and filed as Exhibit 3.(a) of the June 30, 2004 Quarterly Report of the Company is hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of Saul Centers, Inc., filed with the Maryland Department of Assessments and Taxation on May 26, 2006 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 30, 2006 is hereby incorporated by reference.
- 3.2 Articles Supplementary Establishing and Fixing the Rights and Preferences of 9% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share, dated March 26, 2008.
- 3.3 Amended and Restated Bylaws of Saul Centers, Inc. as in effect at and after August 24, 1993 and as of August 26, 1993 and filed as Exhibit 3.(b) of the 1993 Annual Report of the Company on Form 10-K are hereby incorporated by reference. Amendment No. 1 to Amended and Restated Bylaws of Saul Centers, Inc. adopted November 29, 2007 and filed as Exhibit 3.(b) of the Company's Current Report on Form 8-K filed December 3, 2007 is hereby incorporated by reference.
- 4.1 Form of Deposit Agreement, among the Registrant, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts.
- 4.2 Specimen certificate representing the 9% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share, of the Registrant.
- 4.3 Specimen receipt representing the Depositary Shares, each representing 1/100th of a share of 9% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share, of the Registrant (included as part of Exhibit 4.1 above).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto 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: March 26, 2008

EXHIBIT INDEX

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