

SAUL CENTERS INC  
Form 8-A12B  
February 07, 2013

**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)

7501 Wisconsin Avenue

Suite 1500

**52-1833074**  
(IRS Employer  
Identification No.)

20814

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**Bethesda, Maryland**  
(Address of principal executive offices)

(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares, each representing 1/100<sup>th</sup> of a share of  6.875% Series C Cumulative Redeemable Preferred  Stock, par value \$0.01</b>	<b>New York Stock Exchange</b>

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: 333-185595 (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 6.875% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 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 January 3, 2013 included in the Registrant's Registration Statement on Form S-3 (No. 333-185595) (the Base Prospectus) and in the section entitled Description of Series C Preferred Stock and Depositary Shares in the prospectus supplement thereto dated January 29, 2013, as filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (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 with or incorporated by reference into this Form 8-A Registration Statement filed with the Securities and Exchange Commission:

- 3.1 First Amended and Restated Articles of Incorporation of the Registrant filed with the Maryland State Department of Assessments and Taxation on August 23, 1994 and filed as Exhibit 3.(a) of the 1993 Annual Report of the Registrant on Form 10-K are hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of the Registrant, filed with the Maryland State Department of Assessments and Taxation on May 28, 2004 and filed as Exhibit 3.(a) of the June 30, 2004 Quarterly Report of the Registrant are hereby incorporated by reference. Articles of Amendment to the First Amended and Restated Articles of Incorporation of the Registrant, filed with the Maryland State Department of Assessments and Taxation on May 26, 2006 and filed as Exhibit 3.(a) of the Registrant's Current Report on Form 8-K filed May 30, 2006 are hereby incorporated by reference.
- 3.2 Articles Supplementary Establishing and Fixing the Rights and Preferences of 6.875% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, dated February 6, 2013.
- 3.3 Amended and Restated Bylaws of the Registrant 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 Registrant on Form 10-K are hereby incorporated by reference. Amendment No. 1 to Amended and Restated Bylaws of the Registrant adopted November 29, 2007 and filed as Exhibit 3.(b) of the Registrant's Current Report on Form 8-K filed December 3, 2007 is hereby incorporated by reference.
- 4.1 Deposit Agreement, dated February 6, 2013, among the Registrant, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts.
- 4.2 Specimen certificate representing the 6.875% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant.
- 4.3 Specimen receipt representing the Depositary Shares, each representing 1/100<sup>th</sup> of a share of 6.875% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 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: February 7, 2013