

FEDERAL REALTY INVESTMENT TRUST  
Form 8-A12B  
September 29, 2017

**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**

**Federal Realty Investment Trust**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State of incorporation or organization)**

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

**1626 East Jefferson Street**

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

**20852**  
**(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 a 1/1000<sup>th</sup> interest in a 5.000% Series C Cumulative Redeemable Preferred Share, par value \$0.01 per share</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: 333-203999 (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 a 1/1000<sup>th</sup> interest in a 5.000% Series C Cumulative Redeemable Preferred Share, par value \$0.01 per share (liquidation preference equivalent to \$25.00 per depositary share), of Federal Realty Investment Trust (the Registrant) to be registered hereby is included under the section titled "Description of Shares of Beneficial Interest" in the prospectus dated May 8, 2015 included in the Registrant's Registration Statement on Form S-3 (No. 333-203999) (the Base Prospectus) and in the section titled "Description of Depositary Shares and Series C Preferred Shares" in the prospectus supplement thereto dated September 25, 2017 that was filed by Registrant 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 being filed with or incorporated by reference into this Form 8-A Registration Statement filed with the Securities and Exchange Commission:

- 3.1 Declaration of Trust of Federal Realty Investment Trust dated May 5, 1999 as amended by the Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated May 6, 2004, as corrected by the Certificate of Correction of Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated June 17, 2004, as amended by the Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated May 6, 2009 (previously filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-160009) and incorporated herein by reference)
- 3.2 Articles Supplementary Establishing and Fixing the Rights and Preferences of 5.000% Series C Cumulative Redeemable Preferred Shares, par value \$0.01 per share
- 3.3 Amended and Restated Bylaws of Federal Realty Investment Trust dated February 12, 2003, as amended October 29, 2003, May 5, 2004, February 17, 2006, May 6, 2009, and November 2, 2016 (previously filed as Exhibit 3.2 to the Trusts' Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and incorporated herein by reference)
- 4.1 Deposit Agreement, among the Registrant, American Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts
- 4.2 Specimen receipt representing the Depositary Shares, each representing a 1/1000<sup>th</sup> interest in a 5.000% Series C Cumulative Redeemable Preferred Share, par value \$0.01 per share, of the Registrant (included as part of Exhibit 4.1 above)
- 4.3 Specimen certificate representing the 5.000% Series C Cumulative Redeemable Preferred Shares, par value \$0.01 per share, of the Registrant.

**SIGNATURE**

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.

FEDERAL REALTY INVESTMENT TRUST

By: /s/ Dawn M. Becker  
Name: Dawn M. Becker  
Title: Executive Vice President-General  
Counsel and Secretary

Dated: September 29, 2017

**EXHIBIT INDEX**

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