

SAUL CENTERS INC  
Form 8-A12B  
January 23, 2018

**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.)**

**7501 Wisconsin Avenue**

**20814**

**Suite 1500E**

**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 6.125% Series D 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: 333-222262 (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 6.125% Series D 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 December 22, 2017 included in the Registrant's Registration Statement on Form S-3 (No. 333-222262) (the Base Prospectus) and in the section entitled Description of Series D Preferred Stock and the Depositary Shares in the prospectus supplement thereto dated January 16, 2018, 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.**

Listed below are all the exhibits filed as part of this Registration Statement, all of which are incorporated by reference except as otherwise noted.

- 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. 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. 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. 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 14, 2013 and filed as Exhibit 3.(a) of the Company's Current Report on Form 8-K filed May 14, 2013.
- 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, and filed as Exhibit 3.2 to the Registrant's Registration Statement on Form 8-A filed February 7, 2013.
- 3.3 Articles Supplementary Establishing and Fixing the Rights and Preferences of 6.125% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, dated January 19, 2018.\*
- 3.4 Second Amended and Restated Bylaws of the Registrant filed as Exhibit 3.(b) to the Current Report on Form 8-K of the Registrant filed June 28, 2017.
- 4.1 Deposit Agreement, dated February 6, 2013, among the Registrant, Continental Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts, with respect to the Registrant's 6.875% Series C Cumulative Redeemable Preferred Stock, filed as Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed February 7, 2013.

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- 4.2 Deposit Agreement, dated January 23, 2018, among the Registrant, Continental Stock Transfer & Trust Company, as Depository, and the holders of depository receipts, with respect to the Registrant's 6.125% Series D Cumulative Redeemable Preferred Stock.\*
- 4.3 Specimen certificate representing the 6.875% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant, filed as Exhibit 4.2 to the Registrant's Registration Statement on Form 8-A filed February 7, 2013.
- 4.4 Specimen certificate representing the 6.125% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant.\*
- 4.5 Specimen receipt representing the 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 per share, of the Registrant, filed as Exhibit 4.3 to the Registrant's Registration Statement on Form 8-A filed February 7, 2013.
- 4.6 Specimen receipt representing the Depository Shares, each representing 1/100<sup>th</sup> of a share of 6.125% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant (included as part of Exhibit 4.2 above).\*

\* Filed herewith

**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: January 23, 2018