





**Item 1. Description Of Registrant's Securities To Be Registered.**

Tanger Factory Outlet Centers, Inc. (the "Registrant") registers hereunder its Class C Preferred Shares (the "Preferred Shares"). A general description of the Preferred Shares may be found on page 31 of the prospectus (the "Prospectus") forming part of Registrant's Form S-3 (Registration No. 333-128160) filed with the Securities and Exchange Commission (the "Commission") and declared effective on September 27, 2005 (the "Registration Statement"). In addition, a detailed description of the Preferred Stock may be found under the caption Description of Preferred Shares beginning on page S-37 of the prospectus supplement, dated October 27, 2005, filed pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the "Act"), on October 31, 2005.

**Item 2. Exhibits.**

The following exhibits are filed as part of this registration statement:

- 1 Registration Statement on Form S-3 (Registration No. 333-128160), originally filed with the Commission on September 7, 2005 and declared effective on September 27, 2005, is incorporated herein by reference.
  - 3.1 Amended and Restated Articles of Incorporation. Exhibit 3.1 to the Registrant's Report on Form 10-K for the fiscal year ended December 31, 1996, is incorporated herein by reference.
  - 3.1A Amendment to Amended and Restated Articles of Incorporation, dated May 29, 1996. Exhibit 3.1A to the Registrant's Report on Form 10-K for the fiscal year ended December 31, 1996, is incorporated herein by reference.
  - 3.1B Amendment to Amended and Restated Articles of Incorporation, dated May 29, 1996. Exhibit 3.1B to the Registrant's Report on Form 10-K for the fiscal year ended December 31, 1998, is incorporated herein by reference.
  - 3.1C Amendment to Amended and Restated Articles of Incorporation, dated September 30, 1999. Exhibit 3.1C to the Registrant's Report on Form 10-K for the fiscal year ended December 31, 1999, is incorporated herein by reference.
  - 3.1D Amendment to Amended and Restated Articles of Incorporation, dated November 10, 2005. Exhibit 3.1 to the Registrant's Report on Form 8-K dated November 10, 2005, is incorporated herein by reference.
  - 3.2 Restated Bylaws of Registrant, dated as of April 27, 1999. Exhibit 3.2 to the Registrant's Report on Form 10-K for the fiscal year ended December 31, 1999, is incorporated herein by reference.
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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.

Tanger Factory Outlet Centers, Inc.

Date: November 10, 2005

By: /s/ Frank C. Marchisello, Jr.

Frank C. Marchisello, Jr.

Executive Vice President, Chief Financial Officer