

CEDAR SHOPPING CENTERS INC

Form 424B2

October 13, 2009

Filed Pursuant to Rule 424(b)(2)

Registration No. 333-155411

PROSPECTUS SUPPLEMENT NO. 2

(To Prospectus Supplement dated September 30, 2009)

(and To Prospectus dated December 1, 2008)

## **CEDAR SHOPPING CENTERS, INC.**

### **29,592 SHARES OF COMMON STOCK**

Pursuant to this prospectus supplement, the accompanying prospectus supplement and the accompanying prospectus, we are offering 29,592 shares of common stock to YA Global Master SPV Ltd., or YA Global, at a price of approximately \$6.76 per share, pursuant to our previously announced Standby Equity Purchase Agreement, or the Purchase Agreement, dated September 21, 2009, with YA Global. The total purchase price for the shares is \$200,000. These shares are being issued as part of the commitment by YA Global to purchase, at our option, from time to time, up to \$30,000,000 of common stock pursuant to the Purchase Agreement as described in Prospectus Supplement No. 1. We will receive net proceeds from the sale of these shares of approximately \$198,500, before deducting our estimated offering expenses of approximately \$205,000, not including a placement agent fee of .75% of the amount advanced that will be paid to Raymond James & Associates, Inc., a member of FINRA/SIPC.

In addition to our issuance of common stock to YA Global pursuant to the Purchase Agreement, this prospectus supplement, the accompanying prospectus supplement and the accompanying prospectus also cover the sale of those shares by YA Global to the public. YA Global may be deemed to be an "underwriter" within the meaning of the Securities Act of 1933, as amended.

We expect to issue the shares to YA Global on or about October 12, 2009. Our common stock is listed on The New York Stock Exchange under the symbol "CDR." The last reported sale price of our common stock on The New York Stock Exchange on October 8, 2009 was \$6.85 per share.

Investing in our common stock involves risks. See the risk factors beginning on page S-2 of the accompanying prospectus supplement, referenced on page 3 of the accompanying prospectus and beginning on page 10 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission to read about the risks you should consider before purchasing our common stock.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement, the accompanying prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is October 9, 2009