

RAMCO GERSHENSON PROPERTIES TRUST
Form 8-K
April 06, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 5, 2011
RAMCO-GERSHENSON PROPERTIES TRUST
(Exact name of registrant as specified in its charter)
Maryland
(State or other jurisdiction of incorporation)**

1-10093

13-6908486

(Commission File Number)

(IRS Employer Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan

48334

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (248) 350-9900

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to the Articles of Incorporation or Bylaws; Changes in Fiscal Year

On April 4, 2011, the Board of Trustees of Ramco-Gershenson Properties Trust (the Company) approved Articles of Amendment (the Articles of Amendment) amending the Company s Declaration of Trust to increase the number of the Company s authorized common shares of beneficial interest from 45,000,000 to 60,000,000 common shares. The Articles of Amendment were filed with the State Department of Assessments and Taxation of Maryland (the Department) on, and effective as of, April 5, 2011. A copy of the Articles of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On April 5, 2011, the Company also filed Articles Supplementary (the Articles Supplementary) to its Declaration of Trust with the Department, effective upon filing, to classify 1,840,000 of the Company s authorized but unissued, unclassified and undesignated preferred shares of beneficial interest as 7.25% Series D Cumulative Convertible Perpetual Preferred Shares of Beneficial Interest, par value \$0.01 per share. A copy of the Articles Supplementary is attached as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 3.1 Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011.
 - 3.2 Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAMCO-GERSHENSON PROPERTIES
TRUST

Date: April 5, 2011

By: /s/ Gregory Andrews
Gregory Andrews
Chief Financial Officer

EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
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