

URSTADT BIDDLE PROPERTIES INC

Form 8-K

October 22, 2012

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 17, 2012**

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**URSTADT BIDDLE PROPERTIES INC.**

**(Exact Name of Registrant as Specified in Charter)**

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**STATE OF MARYLAND**

**(State or Other Jurisdiction  
of Incorporation)**

**1-12803**

**(Commission File Number)**

**04-2458042**

**(I.R.S. Employer**

**Identification No.)**

**321 Railroad Avenue, Greenwich, CT**  
(Address of Principal Executive Offices)

**06830**  
(Zip Code)

**(203) 863-8200**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former address, if Changed Since Last Report)

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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(b) 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 1.01**

**Entry into a Material Definitive Agreement.**

On October 17, 2012, Urstadt Biddle Properties Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with BMO Capital Markets Corp., as representative of the several underwriters listed on Schedule I thereto (the Underwriters), to issue and sell 4,500,000 shares of the Company's 7.125% Series F Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series F Preferred Stock), with a liquidation preference of \$25.00 per share, in an underwritten public offering. In addition, the Company granted the Underwriters a 30-day overallotment option to purchase up to an additional 675,000 shares of the Series F Preferred Stock. The Underwriting Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Company has agreed to indemnify the Underwriters against certain liabilities. The shares are being offered pursuant to the Company's prospectus supplement dated October 17, 2012 and the accompanying base prospectus dated October 17, 2011, filed with the Securities and Exchange Commission (the SEC) pursuant to the Company's effective registration statement on Form S-3 (Registration No. 333-177049) (the Registration Statement), which was initially filed with the SEC on September 28, 2011 and declared effective on October 17, 2011. The closing of the offering is expected to occur on or about October 24, 2012, subject to satisfaction of customary closing conditions.

The foregoing summary of the terms of the Underwriting Agreement is only a brief description of certain terms therein and does not purport to be a complete description of the rights and obligations of the parties thereunder. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated by reference herein.

### **Item 3.03**

#### **Material Modification to Rights of Security Holders.**

On October 22, 2012, the Company filed with the State Department of Assessments and Taxation of Maryland Articles Supplementary to the charter of the Company, pursuant to which the Company has classified and designated 5,175,000 of the authorized but unissued shares of preferred stock, \$0.01 par value per share, of the Company as shares of 7.125% Series F Cumulative Redeemable Preferred Stock. A summary of the material terms of the Series F Preferred Stock is set forth under the caption "Description of the Series F Preferred Stock" in the Company's prospectus supplement, dated October 17, 2012 and filed with the SEC. The summary of the Series F Cumulative Redeemable Preferred Stock in the Company's prospectus supplement is qualified in its entirety by reference to the Articles Supplementary filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

### **Item 5.03**

#### **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The information set forth under Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

### **Item 8.01**

#### **Other Events.**

In connection with the offering, Miles & Stockbridge P.C. has provided the Company with an opinion regarding the legality of the shares of Series F Preferred Stock and Baker & McKenzie LLP has provided the Company with an opinion as to certain tax matters. Copies of the opinions are attached to this Current Report on Form 8-K as Exhibits 5.1 and 8.1, respectively, and are incorporated herein by reference.

For purposes of the Registration Statement, the Company's Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends is filed herewith as Exhibit 12.1 and is incorporated by reference into this Current Report on Form 8-K and the Registration Statement.

**Item 9.01**

**Financial Statements and Exhibits.**

(a)

Not applicable

(b)

Not applicable

(c)

Not applicable

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(d)

The following exhibits are filed as part of this report:

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|--------------|--|
| Exhibit 1.1  | Underwriting Agreement, dated October 17, 2012, between Urstadt Biddle Properties Inc. and BMO Capital Markets Corp., as representative of the several underwriters named on Schedule I thereto. |
| Exhibit 3.1  | Articles Supplementary designating the Company's 7.125% Series F Cumulative Redeemable Preferred Stock, \$0.01 par value per share.  |
| Exhibit 5.1  | Opinion of Miles & Stockbridge P.C. as to the legality of the shares.  |
| Exhibit 8.1  | Opinion of Baker & McKenzie LLP as to certain tax matters.   |
| Exhibit 12.1 | Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.  |
| Exhibit 23.1 | Consent of Miles & Stockbridge P.C. (included in Exhibit 5.1).   |
| Exhibit 23.2 | Consent of Baker & McKenzie LLP (included in Exhibit 8.1).   |

**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.

**URSTADT BIDDLE PROPERTIES INC.**

(Registrant)

DATE: October 22, 2012

By: /s/ John T. Hayes  
John T. Hayes  
Senior Vice President & Chief Financial Officer

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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