URSTADT BIDDLE PROPERTIES INC
Form S-3
August 07, 2017

As filed with the Securities and Exchange Commission on August 7, 2017

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

URSTADT BIDDLE PROPERTIES INC.

(Exact name of registrant as specified in its charter)

State of Maryland (State or other jurisdiction of incorporation or organization)	**04-2458042** (I.R.S. Employer Identification Number)
321 Railroad Avenue, Greenwich, CT (Address of Principal Executive Offices)	**06830** (Zip Code)

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

Charles J. Urstadt **Chairman** **Urstadt Biddle Properties Inc.** **321 Railroad Avenue** **Greenwich, Connecticut 06830** **(203) 863-8200**	**Willing L. Biddle** **President, Chief Executive Officer** **Urstadt Biddle Properties Inc.** **321 Railroad Avenue** **Greenwich, Connecticut 06830** **(203) 863-8200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Carol B. Stubblefield, Esq.
Baker & McKenzie LLP
1114 Avenue of the Americas
New York, NY 10036
(212) 626-4729

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	**Amount to be registered(1)**	**Proposed maximum offering price per unit(2)**	**Proposed maximum aggregate offering price(3)**	**Amount of registration fee**
Class A Common Stock	405,005	$21.13	$8,557,756	$992

(1) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of shares of Class A common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.

(2) Based on the average of the high and low prices of our Class A common stock reported on the New York Stock Exchange on August 1, 2017, pursuant to Rule 457(c) of the Securities Act of 1933, as amended.

(3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933, as amended.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Subject to Completion, dated August 7, 2017

PROSPECTUS

405,005 shares of
Class A Common Stock

This prospectus relates to the possible issuance of up to 405,005 shares of Class A common stock in Urstadt Biddle Properties Inc., a Maryland corporation, from time to time, to certain holders of non-managing member units, or DR Units, in UB Dumont I, LLC, a Delaware limited liability company (UB Dumont) of which we are the managing member, upon tender of those DR Units to us as the managing member for redemption. DR Units are not redeemable until August 1, 2018.

We are registering the issuance of shares of the Class A common stock covered by this prospectus to provide the non-managing members with freely tradable securities.

The registration of such shares does not necessarily mean that any of the holders of DR Units will elect to tender their DR Units for redemption or that, upon such redemption we will elect, in our sole discretion, to redeem the DR Units for shares of our Class A common stock. We may, in our sole discretion, elect to redeem DR Units for cash.

We will incur expenses but we will not receive any cash proceeds from the issuance of shares of our Class A common stock to holders of DR Units who tender their DR Units for redemption.

Our Class A common stock is listed on the New York Stock Exchange (the NYSE) under the symbol UBA . On August 1, 2017, the last reported sale price of our Class A common stock on the NYSE was $21.23 per share.

Shares of our Class A common stock are subject to limitations on direct or beneficial ownership and restrictions on transfer of the securities, in each case as may be set forth in our charter and as appropriate to preserve our status as a real estate investment trust, or REIT, for federal income tax purposes, among other reasons.

Investing in our securities involves risks. Before buying any securities, you should carefully read the risk factors set forth herein, the discussion of risks beginning on page 5 of our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 and any risk factors set forth in our other filings with the Securities and Exchange Commission (SEC) pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is , 2017.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and any accompanying prospectus supplement may contain or incorporate by reference information that includes or is based upon forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such statements can generally be identified by using such words as anticipate, believe, can, continue, could, estimate, expect, intend, m should, will, or variations of such words or other similar expressions and the negatives of such words.

All statements, other than statements of historical facts, included in this prospectus that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), business strategies, expansion and growth of our operations and other such matters, are forward-looking statements. These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate. Such statements are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance or achievements, financial and otherwise, may differ materially from the results, performance or achievements expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to:

- economic and other market conditions that could impact us, our properties or the financial stability of our tenants;
- financing risks, such as the inability to obtain debt or equity financing on favorable terms, as well as the level and volatility of interest rates;
- any difficulties in renewing leases, filling vacancies or negotiating improved lease terms;
- the inability of the Company s properties to generate revenue increases to offset expense increases;
- environmental risk and regulatory requirements;
- risks of real estate acquisitions and dispositions (including the failure of transactions to close); and
- risks of operating properties through partnerships that we do not fully control.

Forward-looking statements contained in this prospectus speak only as of the date of the prospectus. Unless required by law, we undertake no obligation to update publicly or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 and any risk factors set forth in our other filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act. See Where You Can Find More Information and Incorporation by Reference elsewhere in this prospectus.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC using a shelf registration process or continuous offering process. Under this shelf registration process, we may issue, from time to time, up to 405,005 shares of our Class A common stock upon redemption of up to 407,429 DR Units of UB Dumont I, LLC, of which we are the managing member.

Any prospectus supplement may also add, update or change information in this prospectus. Additional information, including our financial statements and the notes thereto, is incorporated in this prospectus by reference to our reports filed with the SEC. You should both read this prospectus and any prospectus supplement together with additional information described in Where You Can Find More Information and Incorporation by Reference elsewhere in this prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

You should not assume that the information in this prospectus is accurate after the date of this prospectus. Our business, financial condition and results of operations and prospects may have changed since that date.

OUR COMPANY

Our sole business is the ownership of real estate investments, which consist principally of investments in income-producing properties, with primary emphasis on properties in the metropolitan New York tri-state area outside of the City of New York. Our properties consist primarily of neighborhood and community shopping centers and seven small office buildings near our headquarters. We seek to identify desirable properties for acquisition, which we acquire in the normal course of business. In addition, we regularly review our portfolio and, from time to time, may sell certain of our properties.

At July 31, 2017, we owned or had equity interests in eighty-one properties comprised of neighborhood and community shopping centers, office buildings, single tenant retail or restaurant properties and office/retail mixed use properties located in four states throughout the United States, containing a total of 5.0 million square feet of gross leasable area (GLA).

Our principal executive office is located at 321 Railroad Avenue, Greenwich, Connecticut 06830. Our telephone number is (203) 863-8200. Our website is located at www.ubproperties.com. Information contained on our website is not part of, and is not incorporated into, this prospectus.

RISK FACTORS

An investment in our Class A common stock involves certain risks. You should carefully consider the risk factors and all of the other information included in or incorporated by reference into this prospectus or any prospectus supplement, including those specific risks described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 and any risk factors set forth in our other filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, which are incorporated by reference in this prospectus. See Where You Can Find More Information and Incorporation by Reference elsewhere in this prospectus.

Risks Related to the Exchange of DR Units for Class A common stock.

The exchange of DR Units for Class A common stock is a taxable transaction.

The exchange of DR Units for shares of our Class A common stock (which would occur following the tender of such DR Units for redemption if we elect to acquire such DR Units for shares of our Class A common stock) will be treated for federal income tax purposes as a sale of the DR Units by the member making the exchange. The exchanging member will recognize gain or loss for federal income tax purposes in an amount equal to the fair market value of the shares of our Class A common stock received in exchange for such DR Units, plus the amount of UB Dumont s liabilities generally allocable to such DR Units, less the member s adjusted tax basis in such DR Units. The recognition of any loss resulting from an exchange of DR Units for shares of our Class A common stock is subject to a number of limitations set forth in the Code (as defined herein). It is possible the amount of gain recognized, or even the income tax liability resulting from such gain, could exceed the value of the shares of our Class A common stock received upon the exchange. In addition, an exchanging member may have difficulty finding buyers for a substantial number of shares of our Class A common stock in order to raise cash to pay any income tax liabilities associated with the exchange of DR Units, and may not receive a price for the shares of our Class A common stock as great as the value of the DR Units at the time of the exchange. See United States Federal Income Tax Considerations Tax Consequences of Redemption.

An investment in our Class A common stock is different from an investment in DR Units.

If a non-managing member of UB Dumont exercises such person s right to require the redemption of DR Units, the non-managing member may receive cash or, at our election, shares of Class A common stock in exchange for the DR Units. If a non-managing member tenders all of such person s DR Units and receives cash, the non-managing member will no longer have any interest in UB Dumont or us, will not benefit from any subsequent increases in the share price of our Class A common stock and will not receive any future distributions from UB Dumont or us (unless the non-managing member currently owns or acquires in the future additional shares of our stock or additional DR units). If a non-managing member receives shares of our Class A common stock, he or she will become one of our stockholders rather than a non-managing member in UB Dumont. There are differences between the ownership of DR Units and ownership of our Class A common stock. These differences, some of which may be material to you, including, among others:

- form of organization;
- management control;
- voting and consent rights;
- liquidity;
- distribution rights; and
- federal income tax considerations.

Following the receipt of shares of our Class A common stock upon the redemption of DR Units, an exchanging member will forego certain rights, including, among others, certain voting rights with respect to specific matters related to UB Dumont. See Comparison of DR Units and Class A Common Stock for a more detailed description of the differences between ownership of DR Units and ownership of our Class A common stock.

THE OFFERING

On March 2, 2017, UB Dumont I, LLC (UB Dumont), a Delaware limited liability company, was organized, with the Company as its sole member. On August 1, 2017, UB Dumont issued 186,366 Managing Member Units to us, in exchange for an equity investment of approximately $3.9 million. In addition, UB Dumont issued a combination of 13,369 Common Units and 394,060 Preferred Units, which are collectively referred to as the DR Units, to persons affiliated with ETC Properties, LP, a New Jersey limited partnership (the Contributor), in exchange for contributions of a commercial property and a shopping center on such commercial property, along with the assumption of mortgage debt secured by such property. As a result, the Company is the managing member of UB Dumont. The Contributor and its affiliates are not affiliated with us.

Beginning on August 1, 2018, up to the 407,429 DR Units held by the non-managing members may be redeemed by the holders thereof for cash, or, at our option, exchanged for shares of our Class A common stock, as more fully described below under Description of the Operating Agreement of UB Dumont I, LLC Redemption Rights. At the time of the non-managing members acquisition of the DR Units, we agreed that we would only be permitted to redeem any DR Units for shares of our Class A common stock, rather than cash, if such shares are registered and freely tradeable. We are not, however, contractually required to register such shares.

The registration of the shares of Class A common stock being offered pursuant to this prospectus does not necessarily mean that any of the DR Units will be tendered for redemption or that we will in fact issue any of the Class A common stock in exchange for the DR Units.

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of shares of our Class A common stock to such holders but we will acquire additional DR Units in UB Dumont in exchange for any such issuances. Consequently, with each redemption of DR Units, our percentage ownership interest in UB Dumont will increase.

DESCRIPTION OF CAPITAL STOCK

General

Under our charter, as amended and supplemented (our Charter), we may issue up to 30,000,000 shares of common stock, 100,000,000 shares of Class A common stock, 50,000,000 shares of preferred stock and 20,000,000 shares of excess stock. At July 31, 2017, we had outstanding 9,663,727 shares of common stock, 29,731,565 shares of Class A common stock, 5,175,000 shares of Series F preferred stock, 3,000,000 shares of Series G preferred stock, and no shares of excess stock.

We previously issued and designated 350,000 shares of 8.99% Series B Senior Cumulative Preferred Stock, 400,000 shares of 8.5% Series C Senior Cumulative Preferred Stock, 2,450,000 shares of 7.5% Series D Senior Cumulative Preferred Stock, and 2,400,000 shares of 8.50% Series E Senior Cumulative Preferred Stock, all of which have been repurchased and redeemed and are authorized but unissued shares of preferred stock.

We have a Dividend Reinvestment and Share Purchase Plan, as amended (the DRIP), that permits stockholders to acquire additional shares of common stock and Class A common stock by automatically reinvesting dividends. As of July 31, 2017, there remained 343,985 shares of common stock and 400,095 shares of Class A common stock available for issuance under the DRIP. Under our share repurchase program approved by the Board of Directors on June 5, 2017, we may repurchase up to 2,000,000 shares, in the aggregate, of our common stock, Class A common stock, and Series F preferred stock. Currently, there remain 2,000,000 shares available for repurchase. Our board has authorized 350,000 shares of common stock and 350,000 shares of Class A common stock for issuance under our restricted stock plan, and 3,800,000 shares which, at our compensation committee s discretion, may be awarded in any combination of shares of common stock or Class A common stock for issuance under our restricted stock plan. As of July 31, 2017, 587,575 shares of stock remained available for issuance under the restricted stock plan, which, at the discretion of the compensation committee administering the plan, can be awarded in any combination of common stock or Class A common stock. We have reserved an aggregate number of 20,361,300 shares of Class A common stock issuable in connection with the exercise of conversion rights of the holders of Series F and G preferred stock in connection with a Change of Control (as defined below under Certain Definitions).

In addition to UB Dumont, the Company has an investment in four other joint ventures, UB Ironbound, LP (Ironbound), UB Orangeburg, LLC (Orangeburg), McLean Plaza Associates, LLC (McLean), and UB High Ridge, LLC (High Ridge), each of which owns one or more commercial retail properties. The limited partners or non-controlling members in Ironbound, Orangeburg, McLean and High Ridge have the right to require the Company to redeem all or a part of their limited partnership or limited liability company units for cash, or at the option of the Company shares of its Class A Common stock, at prices as defined in the governing agreements.

Description of Common Stock and Class A Common Stock

Voting

Under our Charter, holders of our common stock are entitled to one vote per share on all matters submitted to the common stockholders for vote at all meetings of stockholders. Holders of our Class A common stock are entitled to 1/20th of one vote per share on all matters submitted to the common stockholders for vote at all meetings of stockholders. Except as otherwise required by law or as to certain matters as to which separate class voting rights may be granted in the future to holders of one or more other classes or series of our capital stock, holders of common stock and Class A common stock vote together as a single class, and not as separate classes, on all matters voted upon by our stockholders. The holders of our outstanding Class A common stock, as a group, control approximately 13.3% of the voting power of our outstanding common equity securities and the holders of our outstanding common stock, as a group, control approximately 86.7% of the voting power of our outstanding common equity securities. Therefore, holders of our common stock have sufficient voting power to approve or disapprove all matters voted upon by our common stockholders, including any proposal that could affect the relative dividend or other rights of our common stock and Class A common stock.

As of July 31, 2017, Mr. Urstadt and Mr. Biddle currently own beneficially in the aggregate approximately 46.2% and 23.9% of the outstanding shares of our common stock, respectively, and approximately 0.5% and 0.1% of the outstanding shares of our Class A common stock, respectively. Such holdings represent approximately 66.3% of our outstanding voting interests. Their beneficial ownership may discourage a takeover or other transaction that some of our stockholders may otherwise believe to be desirable.

Dividends and Distributions

Subject to the requirements with respect to preferential dividends on any of our preferred stock, dividends and distributions are declared and paid to the holders of common stock and Class A common stock in cash, property or our other securities (including shares of any class or series whether or not shares of such class or series are already outstanding) out of funds legally available therefor. Each share of common stock and each share of Class A common stock has identical rights with respect to dividends and distributions, subject to the following:

- with respect to regular quarterly dividends, each share of Class A common stock entitles the holder thereof to receive not less than 110% of amounts paid on each share of common stock, the precise amount of such dividends on the Class A common stock being subject to the discretion of our Board of Directors;

- a stock dividend on the common stock may be paid in shares of common stock or shares of Class A common stock; and

- a stock dividend on shares of Class A common stock may be paid only in shares of Class A common stock.

If we pay a stock dividend on the common stock in shares of common stock, we are required to pay a stock dividend on the Class A common stock in a proportionate number of shares of Class A common stock. The dividend provisions of the common stock and Class A common stock provide our Board of Directors with the flexibility to determine appropriate dividend levels, if any, under the circumstances from time to time.

Mergers and Consolidations

In the event we merge, consolidate or combine with another entity (whether or not we are the surviving entity), holders of shares of Class A common stock will be entitled to receive the same per share consideration as the per share consideration, if any, received by holders of common stock in that transaction.

Liquidation Rights

Holders of common stock and Class A common stock have the same rights with respect to distributions in connection with a partial or complete liquidation of our Company.

Restrictions on Ownership and Transfer

We have the right to refuse transfers of stock that could jeopardize our status as a REIT and to redeem any shares of stock in excess of 7.5% of the value of our outstanding stock beneficially owned by any person (other than an exempted person). See Restrictions on Ownership and Transfer.

Transferability

The common stock and Class A common stock are freely transferable, and except for the ownership limit and federal and state securities laws restrictions on our directors, officers and other affiliates and on persons holding restricted stock, our stockholders are not restricted in their ability to sell or transfer shares of the common stock or Class A common stock.

Sinking Fund, Preemptive, Subscription and Redemption Rights

Neither the common stock nor the Class A common stock carries any sinking fund, preemptive, subscription or redemption rights enabling a holder to subscribe for or receive shares of any class of our stock or any other securities convertible into shares of any class of our stock.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock and Class A common stock is Computershare Inc.

Description of Preferred Stock

General

Under our Charter, our Board of Directors is authorized, without further stockholder action, to provide for the issuance of up to 50,000,000 shares of preferred stock, in such class or series, with such preferences, conversion or other rights, voting powers, restrictions and limitations as to dividends, qualifications and terms and conditions of redemption, as may be fixed by our Board of Directors. As a result, our Board of Directors may afford the holders of any series or class of preferred stock preferences, powers, and rights, voting or otherwise, senior to the rights of holders of our common stock and our Class A common stock.

We have a stockholder rights agreement that expires on November 11, 2018. The rights are not currently exercisable. When they are exercisable, the holder will be entitled to purchase from us 1/100th of a share of Series A Participating Preferred Shares at a price of $65 per 1/100th of a preferred share, subject to certain adjustments. The distribution date for the rights will occur 10 days after a person or group (Acquiring Person) either acquires or obtains the right to acquire 10% or more of the combined voting power of our common stock, or announces an offer, the consummation of which would result in such person or group owning 30% or more of our then outstanding common stock. Thereafter, stockholders other than the Acquiring Person will be entitled to purchase shares of our common stock having a value equal to two times the exercise price of the right. In the event that the rights become exercisable, the Series A Participating Preferred Shares will rank junior to our Series F and G preferred stock as to dividends and amounts distributed upon liquidation. See Rank and Certain Provisions of Our Charter and Bylaws, Maryland Law, Our Stockholder Rights Plan and Change of Control Agreements below.

We have two outstanding series of senior cumulative preferred stock, Series F preferred stock and Series G preferred stock, the material terms of which are described below.

Maturity of Series F and G preferred stock

Each of the Series F and G preferred stock has no stated maturity and is not subject to any sinking fund or mandatory redemption.

Rank of Series F and G preferred stock

Our Series F and G preferred stock ranks, with respect to dividend rights and rights upon our liquidation, dissolution or winding up:

- senior to our common stock and Class A common stock and to all other equity securities we issue ranking junior to our Series F and G preferred stock, as applicable, with respect to dividend rights or rights upon our liquidation, dissolution or winding up;

- on a parity with the Series F and G preferred stock, as applicable, and with all other equity securities we issue the terms of which specifically provide that such equity securities rank on a parity with that series of preferred stock with respect to dividend rights or rights upon our liquidation, dissolution or winding up; and

- junior to all our existing and future indebtedness.

Dividends on Series F and G preferred stock

Holders of shares of our Series F preferred stock are entitled to receive, when and as authorized by our Board of Directors and declared by us, out of our funds legally available for the payment of dividends, preferential cumulative dividends payable in cash at the rate per annum of $1.78125 per share of the Series F preferred stock, which is equivalent to a rate of 7.125% per annum of the $25.00 per share liquidation preference. Dividends on shares of our Series F preferred stock are cumulative from, and including, the date of original issue and are payable quarterly in arrears.

Holders of shares of our Series G preferred stock are entitled to receive, when and as declared by our Board of Directors, out of our funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate per annum of $1.6875 per share, which is equivalent to a rate of 6.75% per annum of the $25 per share liquidation preference. Dividends on shares of our Series G preferred stock are cumulative from the date such shares were originally issued, and are payable quarterly in arrears.

Our Board of Directors will not declare dividends on outstanding shares of our Series F or G preferred stock or pay or set aside for payment dividends on our Series F or G preferred stock at such time as the terms and provisions of any agreement of our company, including any agreement relating to our indebtedness, prohibits the declaration, payment or setting aside for payment or provides that the declaration, payment or setting apart for payment would constitute a breach or a default under the agreement, or if the declaration or payment is restricted or prohibited by law.

Notwithstanding the foregoing, dividends on our outstanding Series F or G preferred stock accrue whether or not we have earnings, whether or not there are funds legally available for the payment of those dividends and whether or not those dividends are declared. Accrued but unpaid dividends on our Series F or G preferred stock do not bear interest and holders of our Series F or G preferred stock are not entitled to any distributions in excess of full cumulative distributions described above.

Except as described in the next sentence, we will not declare or pay or set apart for payment dividends on any of our stock ranking, as to dividends, on a parity with or junior to our Series F or G preferred stock, as applicable (other than a dividend in shares of our common stock or Class A common stock or in shares of any other class of stock ranking junior to our Series F or G preferred stock, as applicable, as to dividends and upon liquidation) for any period unless full cumulative dividends on our Series F or G preferred stock, as applicable, for all past dividend periods and the then current dividend period have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for such payment. When we do not pay dividends in full (or we do not set apart a sum sufficient to pay them in full) upon our Series F or G preferred stock and the shares of any other series of preferred stock ranking on a parity as to dividends with our Series F or G preferred stock, we will declare all dividends upon our Series F or G preferred stock and any other series of preferred stock ranking on a parity as to dividends with our Series F or G preferred stock proportionately so that the amount of dividends declared per share of Series F or G preferred stock and such other series of preferred stock will in all cases bear to each other the same ratio that accrued dividends per share on our Series F or G preferred stock and such other series of preferred stock (which will not include any accrual in respect of unpaid dividends for prior dividend periods if such preferred stock does not have a cumulative dividend) bear to each other.

Except as described in the immediately preceding paragraph, unless full cumulative dividends on our Series F or G preferred stock, as applicable, have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for payment for all past dividend periods and the then current dividend period, we will not declare or pay or set aside for payment dividends (other than in shares of our common stock or Class A common stock or other shares of capital stock ranking junior to our Series F or G preferred stock as to dividends and upon liquidation) or declare or make any other distribution on our common stock or Class A common stock, or any other stock ranking junior to or on a parity with our Series F or G preferred stock as to dividends or upon liquidation, nor will we redeem, purchase or otherwise acquire for any consideration, or pay or make available any monies for a sinking fund for the redemption of, any of our shares of common stock or Class A common stock or any other shares of our stock ranking junior to or on a parity with our Series F or G preferred stock as to dividends or upon liquidation (except (i) by conversion into or exchange for our other capital stock ranking junior to our Series F or G preferred stock, as applicable, as to dividends and upon liquidation or (ii) redemption for the purpose of preserving our status as a REIT).

Liquidation Preference on Series F and G preferred stock

Upon any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of shares of Series F or G preferred stock are entitled to be paid out of our assets legally available for distribution to our stockholders a liquidation preference of $25 per share, plus an amount equal to any accrued and unpaid dividends to the date of payment (whether or not declared), but without interest, before any distribution of assets may be made to holders of our common stock or Class A common stock or any other class or series of our stock ranking junior to our Series F or G preferred stock as to liquidation rights.

However, the holders of the shares of Series F or G preferred stock are not entitled to receive the liquidating distribution described above until the liquidation preference of any other series or class of our capital stock hereafter issued ranking senior as to liquidation rights to our Series F or G preferred stock, as applicable, has been paid in full. The holders of Series F or G preferred stock and all series or classes of our stock ranking on a parity as to liquidation rights with our Series F or G preferred stock are entitled to share proportionately, in accordance with the respective preferential amounts payable on such capital stock, in any distribution (after payment of the liquidation preference of any of our stock ranking senior to our Series F or G preferred stock as to liquidation rights) which is not sufficient to pay in full the aggregate of the amounts of the liquidating distributions to which they would otherwise be respectively entitled. After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series F or G preferred stock have no right or claim to any of our remaining assets. Our consolidation or merger with or into any other corporation, trust or entity or of any other corporation with or into our company, or the sale, lease or conveyance of all or substantially all of our property or business, is not deemed to constitute our liquidation, dissolution or winding up.

Our Charter provides that, in determining whether a distribution to holders of Series F or G preferred stock (other than upon voluntary or involuntary liquidation) by dividend, redemption or other acquisition of shares of our stock or otherwise is permitted under the Maryland General Corporation Law (MGCL), no effect will be given to amounts that would be needed, if we were to be dissolved at the time of the distribution, to satisfy the preferential rights upon distribution of holders of shares of our stock whose preferential rights upon dissolution are superior to those receiving the distribution.

Redemption of Series F or G preferred stock

On and after October 24, 2017, we may, at our option, redeem shares of the Series F preferred stock, in whole or in part, at any time or from time to time, for cash at a redemption price of $25.00 per share, plus all accrued and unpaid dividends to, but excluding, the date fixed for redemption. Prior to that date, we may, at our option, redeem shares of the Series F preferred stock in whole, or in part, at any time or from time to time, for cash at the Make-Whole Redemption Price (as defined below). If the redemption date is after the record date set for the payment of a dividend on the Series F preferred stock and on or prior to the corresponding dividend payment date, the amount of such accrued and unpaid dividend will not be included in the redemption price or the Make-Whole Redemption Price. The holder of the Series F preferred stock at the close of business on the applicable dividend record date will be entitled to the dividend payment on such shares on the corresponding dividend payment date, notwithstanding the redemption of such shares prior the dividend payment date. If such redemption is being made in connection with a Change of Control, as described below under Special Optional Redemption of Series F or G preferred stock, holders of Series F preferred stock being so called for redemption will not be able to tender such shares of Series F preferred stock for conversion in connection with the Change of Control and each share of Series F preferred stock tendered for conversion that is called, prior to the conversion date, for redemption will be redeemed on the related redemption date instead of converted on the conversion date.

On and after October 28, 2019, we may, at our option, redeem shares of the Series G preferred stock, in whole or in part, at any time or from time to time, for cash at a redemption price of $25.00 per share, plus all accrued and unpaid dividends to, but excluding, the date fixed for redemption. Prior to that date, we may, at our option, redeem shares of the Series G preferred stock in whole, or in part, at any time or from time to time, for cash at the Make-Whole Redemption Price (as defined below). If the redemption date is after the record date set for the payment of a dividend on the Series G preferred stock and on or prior to the corresponding dividend payment date, the amount of such accrued and unpaid dividend will not be included in the redemption price or the Make-Whole Redemption Price. The holder of the Series G preferred stock at the close of business on the applicable dividend record date will be entitled to the dividend payment on such shares on the corresponding dividend payment date, notwithstanding the redemption of such shares prior the dividend payment date. If such redemption is being made in connection with a Change of Control, as described below under Special Optional Redemption of Series F or G preferred stock, holders of Series G preferred stock being so called for redemption will not be able to tender such shares of Series G preferred stock for conversion in connection with the Change of Control and each share of Series G preferred stock tendered for conversion that is called, prior to the conversion date, for redemption will be redeemed on the related redemption date instead of converted on the conversion date.

Special Optional Redemption of Series F or G preferred stock

In the event we experience a Change of Control, we will have the option to redeem the Series F or G preferred stock, in whole or in part and within 120 days after the first date on which such Change of Control occurred, for a cash redemption price per share equal to $25.00 plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series F or G preferred stock and on or prior to the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price). If, prior to the date fixed for conversion of Series F or G preferred stock in connection with a Change of Control, as described more fully below, we provide notice of redemption of shares of Series F or G preferred stock as described above under Redemption of Series F or G preferred stock, holders of such shares of Series F or G preferred stock will not be entitled to convert their shares as described below under Conversion of Series F or G preferred stock.

Voting Rights of Series F or G preferred stock

Holders of Series F and G preferred stock will not have any voting rights, except as described below.

Whenever dividends on any shares of the Series F or G preferred stock are in arrears for six or more consecutive or non-consecutive quarterly periods, a preferred dividend default will exist, the number of directors then constituting our Board of Directors will be increased by two (if not already increased by reason of a similar arrearage with respect to any parity preferred as defined below), and the holders of the shares of the series for which there is a preferred dividend default (subject to certain restrictions in the case of any regulated person in Series F or G preferred stock (as defined below)) will be entitled to vote separately as a class with all other series of preferred stock ranking on a parity with such series as to dividends or upon liquidation and upon which like voting rights have been conferred and are exercisable (parity preferred), in order to fill the newly created vacancies, for the election of a total of two additional directors of our Company (the preferred stock directors) at a special meeting called by us at the request of holders of record of at least 10% of the series for which the preferred dividend default has occurred of any series of parity preferred so in arrears (unless the request is received less than 90 days before the date fixed for the next annual meeting of stockholders) or at the next annual meeting of stockholders, and at each subsequent annual meeting until all dividends accumulated on the shares of the series for which the preferred dividend default occurred and parity preferred for the past dividend periods and the dividend for the then current dividend period are fully paid or declared and a sum sufficient for payment has been set aside to pay them. In the event our directors are divided into classes, each vacancy will be apportioned among the classes of directors to prevent stacking in any one class and to insure that the number of directors in each of the classes of directors are as nearly equal as possible.

In addition, each of the Series F and G preferred stock have limited rights to approve certain actions.

So long as any shares of Series F of G preferred stock remain outstanding, we will not, without the affirmative vote or consent of the holders of at least two-thirds of the outstanding shares of our Series F and G preferred stock (voting separately as a class), at the time, given in person or by proxy, either in writing or at a meeting:

- voluntarily terminate our status as a REIT;
- amend, alter or repeal the provisions of our Charter or the articles supplementary, whether by merger, consolidation or otherwise (an Event), so as to materially and adversely affect any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of our Series F or G preferred stock or the holders of our Series F or G preferred stock; or
- authorize, create or increase the authorized amount of any shares of any class or series of any security convertible into shares of any class or series ranking prior to the Series F or G preferred stock in the distribution on any liquidation, dissolution or winding up in the payment of dividends.

With respect to the occurrence of any Event described above in respect of the Series F or G preferred stock, so long as that series (or any equivalent class or series of stock issued by the surviving corporation in any merger or consolidation to which we became a party) remains outstanding with the terms thereof materially unchanged, the occurrence of any such Event will not be deemed to materially and adversely affect any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of holders of that series. Any increase in the amount of the authorized preferred stock or the creation or issuance of any other series of preferred stock, or any increase in the amount of the authorized shares of such series, in each case ranking on a parity with or junior to that series with respect to payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up, or the issuance of additional shares of Series F or G preferred stock will not be deemed to materially and adversely affect any preferences, conversion and other rights, voting power, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption.

The foregoing voting provisions in respect of Series F or G preferred stock will not apply if, at or prior to the time when the act with respect to which the vote would otherwise be required is effected, all outstanding shares of that series are redeemed in accordance with their terms or called for redemption upon proper notice and we deposit sufficient funds in trust to effect the redemption.

Except as expressly stated in the applicable articles supplementary, holders of our Series F or G preferred stock will not have any relative, participating, optional or other special voting rights and powers, and the consent of the holders of our Series F or G preferred stock, as applicable, will not be required for the taking of any corporate action, including any merger or consolidation involving us, our liquidation or dissolution or a sale of all or substantially all of our assets, irrespective of the effect that the merger, consolidation or sale may have upon the rights, preferences or voting power of the holders of that series of preferred stock.

Conversion of Series F or G preferred stock

Except as provided below in connection with a Change of Control, the Series F or G preferred stock is not convertible into or exchangeable for any other property or securities, except that the Series F or G preferred stock may be exchanged for shares of our excess stock pursuant to the provisions of our Charter relating to restrictions on ownership and transfer of our stock. For further information regarding the restrictions on ownership and transfer of our stock and excess stock, see Restrictions on Ownership and Transfer.

Upon the occurrence of a Change of Control, with respect to Series F and G preferred stock, unless, prior to the date fixed for such conversion, we provide notice of redemption of such shares of Series F or G preferred stock then, unless holders of the Series F or G preferred stock will receive the Alternative Form Consideration as described below, each holder of Series F or G preferred stock will have the right to convert all or part of the Series F or G preferred stock held by such holder into a number of shares of Class A common stock per share of Series F or G preferred stock to be so converted, or the Class A Common Share Conversion Consideration, equal to the lesser of:

- the quotient obtained, which we refer to as the Conversion Rate, by dividing (i) the sum of $25.00 plus the amount of any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the applicable date fixed for conversion (unless the applicable conversion date is after a record date set for the payment of a dividend on the Series F or G preferred stock and on or prior to the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in this sum), by (ii) the Class A Common Share Price (as defined below); and

- with respect to Series F preferred stock, 2.5920 (the Series F Share Cap), and with respect to Series G preferred stock, 2.3159 (the Series G Share Cap), subject to certain adjustments described below.

With respect to Series F preferred stock, the Series F Share Cap will be subject to pro rata adjustments for any stock splits (including those effected pursuant to a common stock dividend), subdivisions or combinations with respect to our Class A common stock as follows: the adjusted Series F Share Cap as the result of such an event will be the number of shares of Class A common stock that is equivalent to the product of (i) the Series F Share Cap in effect immediately prior to such event multiplied by (ii) a fraction, the numerator of which is the number of shares of Class A common stock outstanding after giving effect to such event and the denominator of which is the number of shares of Class A common stock outstanding immediately prior to such event.

For the avoidance of doubt, subject to the immediately succeeding sentence, the aggregate number of shares of Class A common stock (or equivalent Alternative Conversion Consideration, as applicable) issuable in connection with the exercise of conversion rights in connection with a Change of Control by holders of Series F preferred stock will not exceed 13,413,600 shares of Class A common stock (or equivalent Alternative Conversion Consideration, as applicable) (the Series F Exchange Cap). The Series F Exchange Cap is subject to pro rata adjustments for any share splits on the same basis as the corresponding adjustment to the Series F Share Cap and is subject to increase in the event that additional shares of Series F preferred stock are issued in the future.

With respect to Series G preferred stock, the Series G Share Cap will be subject to pro rata adjustments for any stock splits (including those effected pursuant to a common stock dividend), subdivisions or combinations with respect to our Class A common stock as follows: the adjusted Series G Share Cap as the result of such an event will be the number of shares of Class A common stock that is equivalent to the product of (i) the Series G Share Cap in effect immediately prior to such event multiplied by (ii) a fraction, the numerator of which is the number of shares of Class A common stock outstanding after giving effect to such event and the denominator of which is the number of shares of Class A common stock outstanding immediately prior to such event.

For the avoidance of doubt, subject to the immediately succeeding sentence, the aggregate number of shares of Class A common stock (or equivalent Alternative Conversion Consideration, as applicable) issuable in connection with the exercise of conversion rights in connection with a Change of Control by holders of Series G preferred stock will not exceed 6,947,700 shares of Class A common stock (or equivalent Alternative Conversion Consideration, as applicable) (the Series G Exchange Cap). The Series G Exchange Cap is subject to pro rata adjustments for any share splits on the same basis as the corresponding adjustment to the Series G Share Cap and is subject to increase in the event that additional shares of Series G preferred stock are issued in the future.

In the case of a Change of Control pursuant to which, or in connection with which, shares of Class A common stock will be converted into cash, securities or other property or assets (including any combination thereof), or the Alternative Form Consideration, a holder of shares of Series F or G preferred stock will receive upon conversion of a share of Series F or G preferred stock, as applicable, the kind and amount of Alternative Form Consideration which such holder would have owned or been entitled to receive had such holder held a number of shares of Class A common stock equal to the Class A Common Share Conversion Consideration immediately prior to the effective time of the Change of Control.

If the holders of shares of Class A common stock have the opportunity to elect the form of consideration to be received in connection with the Change of Control, the form of consideration that holders of the Series F or G preferred stock will receive will be in the form of consideration elected by the holders of a plurality of the shares of Class A common stock held by stockholders who participate in the election and will be subject to any limitations to which all holders of shares of Class A common stock are subject, including, without limitation, pro rata reductions applicable to any portion of the consideration payable in connection with the Change of Control.

We will not issue fractional common shares upon the conversion of the Series F or G preferred stock. Instead, we will pay the cash value of any such fractional shares based on the Class A Common Share Price.

Listing of Series F and G preferred stock

Our Series F and Series G preferred stock are listed on the NYSE under the symbols, UBP-F and UBP-G, respectively.

Certain Definitions

Below is a summary of certain of the defined terms used in the various articles supplementary for the Series F or G preferred stock, as applicable. You should refer to the articles supplementary for the full definition of all these terms, as well as any other terms used but not defined in this prospectus.

Change of Control, means the following have occurred and are continuing: (a) the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Exchange Act, other than Exempted Persons (as defined in Description of Outstanding Series of Senior Cumulative Preferred Stock Special Optional Redemption of Series F or G preferred stock), of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions, of shares of our common stock and Class A common stock entitling that person to exercise more than 50% of the total voting power of all outstanding shares of our common stock and Class A common stock entitled to vote generally in the election of directors (and such a person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and (b) following the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity has a class of common securities (or ADRs representing such securities) listed on the NYSE, the NYSE MKT or the NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or the NASDAQ.

Class A Common Share Price, for any Change of Control will be (i) if the consideration to be received in the Change of Control by holders of shares of Class A common stock is solely cash, the amount of cash consideration per share of Class A common stock, and (ii) if the consideration to be received in the Change of Control by holders of shares of Class A common stock is other than solely cash (including if such holders do not receive consideration), the average of the closing price per share of Class A common stock on the NYSE, NYSE MKT and NASDAQ for the 10 consecutive trading days immediately preceding, but not including, the effective date of the Change of Control.

Exempted Person means, (i) Charles J. Urstadt; (ii) any Urstadt Family Member (as hereinafter defined); (iii) any executor, administrator, trustee or personal representative who succeeds to the estate of Charles J. Urstadt or an Urstadt Family Member as a result of the death of such individual, acting in their capacity as an executor, administrator, trustee or personal representative with respect to any such estate; (iv) a trustee, guardian or custodian holding property for the primary benefit of Charles J. Urstadt or any Urstadt Family Member, (v) any corporation, partnership, limited liability company or other business organization that is directly or indirectly controlled by one or more persons or entities described in clauses (i) through (iv) hereof and is not controlled by any other person or entity; and (vi) any charitable foundation, trust or other not-for-profit organization for which one or more persons or entities described in clauses (i) through (v) hereof controls the investment and voting decisions in respect of any interest in the company held by such organization. For the sake of clarity with respect to clause (v) above, control includes the power to control the investment and voting decisions of any such corporation, partnership, limited liability company or other business organization. For purposes of this definition, the term Urstadt Family Member shall mean and include the spouse of Charles J. Urstadt, the descendants of the parents of Charles J. Urstadt, the descendants of the parents of the spouse of Charles J. Urstadt, the spouses of any such descendant and the descendants of the parents of any spouse of a child of Charles J. Urstadt. For this purpose, an individual s spouse includes the widow or widower of such individual, and an individual s descendants includes biological descendants and persons deriving their status as descendants by adoption.

Make-Whole Redemption Price means, for any shares of Series F or G preferred stock at any date of redemption, the sum of (i) $25.00 per share, (ii) all accrued and unpaid dividends thereon to, but excluding, such date of redemption, and (iii) the present value as of the date of redemption of all remaining scheduled dividend payments for such shares of Series F or G preferred stock until the fifth anniversary date, calculated using a discount rate equal to the Treasury Rate (determined on the date of the notice of redemption) plus 50 basis points.

Parity preferred means all other series of preferred stock ranking on a parity with the Series F or G preferred stock, as applicable, as to dividends or upon liquidation and upon which like voting rights have been conferred and are exercisable.

Treasury Rate means, with respect to any date of determination, the yield to maturity at the time of computation of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15(519) that has become publicly available at least two business days prior to such date of determination (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from such date of redemption to the fifth anniversary date; provided, however, that if the period from such date of redemption to the fifth anniversary date is not equal to the constant maturity of the United States Treasury security for which a weekly average yield is given, the Treasury Rate will be obtained by linear interpolation (calculated to the nearest one-twelfth of a year) from the weekly average yields of United States Treasury securities for which such yields are given, except that if the period from the date of redemption to the fifth anniversary date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

Transfer Agent and Registrar

The transfer agent and registrar for each of our Series F preferred stock and Series G preferred stock is Computershare Inc.

Restrictions on Ownership and Transfer

To qualify as a REIT under the Internal Revenue Code of 1986, as amended (the Code), we must meet several requirements regarding the number of our stockholders and concentration of ownership of our shares. Our Charter contains provisions that restrict the ownership and transfer of our equity securities to assist us in complying with these Code requirements. We refer to these restrictions as the ownership limit.

The ownership limit provides that, in general, no person may own more than 7.5% of the aggregate value of all outstanding stock of our Company. It also provides that:

- a transfer that violates the limitation is void;
- a transferee gets no rights to the shares that violate the limitation;
- shares transferred to a stockholder in excess of the ownership limit are automatically exchanged, by operation of law, for shares of excess stock ; and
- the excess stock will be held by us as trustee of a trust for the exclusive benefit of future transferees to whom the shares of stock will ultimately be transferred without violating the ownership limit.

Pursuant to authority under our Charter, our Board of Directors has determined that the ownership limit does not apply to any stock of the company beneficially owned by Mr. Charles J. Urstadt, our Chairman and Director, or Mr. Willing L. Biddle, our President, Chief Executive Officer and Director, for holdings which, in aggregate value, are not in excess of 27% of the aggregate value of all of our outstanding securities. As of July 31, 2017, Mr. Urstadt and Mr. Biddle owned in the aggregate approximately 13.7% of the aggregate value of all of our outstanding securities.

Ownership of our stock is subject to attribution rules under the Code, which may result in a person being deemed to own stock held by other persons. Our Board of Directors may waive the ownership limit if it determines that the waiver will not jeopardize our status as a REIT. As a condition of such a waiver, the Board of Directors may require an opinion of counsel satisfactory to it or undertakings or representations from the applicant with respect to preserving our REIT status. We required no such waiver, opinion or undertakings with respect to Mr. Urstadt s or Mr. Biddle s ownership rights.

Any person who acquires our stock must, on our demand, immediately provide us with any information we may request in order to determine the effect of the acquisition on our status as a REIT. If our Board of Directors determines that it is no longer in our best interests to qualify as a REIT the ownership limitation will not be relevant. Otherwise, the ownership limit may be changed only by an amendment to our Charter by a vote of a majority of the voting power of our common equity securities.

Our Charter provides that any purported transfer that results in a direct or indirect ownership of shares of stock in excess of the ownership limit or that would result in the loss of our Company s status as a REIT will be null and void, and the intended transferee will acquire no rights to the shares of stock. The foregoing restrictions on transferability and ownership will not be relevant if our Board of Directors determines that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT. Our Board of Directors may, in its sole discretion, waive the ownership limit if evidence satisfactory to our Board of Directors and our tax counsel is presented that the changes in ownership will not then or in the future jeopardize our REIT status and our Board of Directors otherwise decides that such action is in our best interests.

Shares of stock owned, or deemed to be owned, or transferred to a stockholder in excess of the ownership limit will automatically be exchanged for shares of excess stock that will be transferred, by operation of law, to us as trustee of a trust for the exclusive benefit of the transferees to whom such shares of stock may be ultimately transferred without violating the ownership limit. While the excess stock is held in trust, it will not be entitled to vote, it will not be considered for purposes of any stockholder vote or the determination of a quorum for such vote, and except upon liquidation it will not be entitled to participate in dividends or other distributions. Any distribution paid to a proposed transferee of excess stock prior to the discovery by us that stock has been transferred in violation of the provision of our Charter is required to be repaid to us upon demand.

The excess stock is not treasury stock, but rather constitutes a separate class of our issued and outstanding stock. The original transferee-stockholder may, at any time the excess stock is held by us in trust, transfer the interest in the trust representing the excess stock to any person whose ownership of shares of capital stock exchanged for such excess stock would be permitted under the ownership limit, at a price not in excess of:

- the price paid by the original transferee-stockholders for shares of stock that were exchanged into excess stock, or

- if the original transferee-stockholder did not give value for such shares (e.g., the shares were received through a gift, devise or other transaction), the average closing price for the class of stock from which such shares of excess stock were exchanged for the ten days immediately preceding such sale, gift or other transaction.

Immediately upon the transfer to the permitted transferee, the excess stock will automatically be exchanged back into shares of stock from which it was converted. If the foregoing transfer restrictions are determined to be void or invalid by virtue of any legal decision, statute, rule or regulation, then the intended transferee of any shares of excess stock may be deemed, at our option, to have acted as an agent on behalf of us in acquiring the excess stock and to hold the excess stock on behalf of us.

In addition, we will have the right, for a period of 90 days during the time any shares of excess stock are held by us in trust, to purchase the excess stock from the purported transferee-stockholder at the lesser of:

- the price initially paid for such shares by the purported transferee-stockholder, or if the purported transferee-stockholder did not give value for such shares (e.g., the shares were received through a gift, devise or other transaction), the average closing price for the class of stock from which such shares of excess stock were converted for the 30 days immediately preceding the date we elect to purchase the shares, and the average closing price for the class of stock from which such shares of excess stock were converted for the ten trading days immediately preceding the date we elect to purchase such shares.

The 90-day period begins on the date notice is received of the violative transfer if the purported transferee-stockholder gives notice to us of the transfer, or, if no such notice is given, the date our Board of Directors determines that a violative transfer has been made.

All stock certificates bear a legend referring to the restrictions described above.

Every owner of more than 5%, or any lower percentage set by federal income tax laws, of outstanding stock generally must file a completed questionnaire with us containing information regarding his or her ownership. In addition, each stockholder must, upon demand, disclose in writing any information we may request in order to determine the effect, if any, of such stockholder s actual and constructive ownership of stock on our status as a REIT and to ensure compliance with the ownership limitation.

CERTAIN PROVISIONS OF OUR CHARTER AND BYLAWS, MARYLAND LAW, OUR STOCKHOLDER RIGHTS PLAN AND CHANGE OF CONTROL AGREEMENTS

Provisions of Our Charter and Bylaws

Classification of Board, Vacancies and Removal of Directors

Our Charter provides that our Board of Directors is divided into three classes. Directors of each class serve for staggered terms of three years each, with the terms of each class beginning in different years. We currently have ten directors. The number of directors in each class and the expiration of the current term of each class is as follows:

Class I	3 directors	Expires 2019
Class II	3 directors	Expires 2020
Class III	4 directors	Expires 2018

At each annual meeting of our stockholders, successors of the directors whose terms expire at that meeting will be elected for a three-year term and the directors in the other two classes will continue in office. A classified board may delay, defer or prevent a change in control or other transaction that might involve a premium over the then-prevailing market price for our common stock and Class A common stock or other attributes that our stockholders may consider desirable. In addition, a classified board could prevent stockholders who do not agree with the policies of our Board of Directors from replacing a majority of the Board of Directors for two years, except in the event of removal for cause.

Our Charter provides that, subject to the rights of holders of our preferred stock, any director may be removed (a) only for cause and (b) only by the affirmative vote of not less than two-thirds of the common equities then outstanding and entitled to vote for the election of directors. Our Charter additionally provides that any vacancy occurring on our Board of Directors (other than as a result of the removal of a director) will be filled only by a majority of the remaining directors except that a vacancy resulting from an increase in the number of directors will be filled by a majority of the entire Board of Directors. A vacancy resulting from the removal of a director may be filled by the affirmative vote of a majority of all the votes cast at a meeting of the stockholders called for that purpose.

The provisions of our Charter relating to the removal of directors and the filling of vacancies on our Board of Directors could preclude a third party from removing incumbent directors without cause and simultaneously gaining control of our Board of Directors by filling, with its own nominees, the vacancies created by such removal. The provisions also limit the power of stockholders generally, and those with a majority interest, to remove incumbent directors and to fill vacancies on our Board of Directors without the support of incumbent directors.

Stockholder Action by Written Consent

Our Charter provides that any action required or permitted to be taken by our stockholders may be effected by a consent in writing signed by the holders of all of our outstanding shares of common equity securities entitled to vote on the matter. This requirement could deter a change of control because it could delay or deter the stockholders ability to take action with respect to us without convening a meeting.

Meetings of Stockholders

Our Bylaws provide for annual stockholder meetings to elect directors. Special stockholder meetings may be called by our Chairman, President or a majority of the Board of Directors or may be called by our Secretary at the written request of stockholders entitled to cast at least a majority of all votes entitled to be cast at the meeting. This requirement could deter a change of control because it could delay or deter the stockholders ability to take action with respect to us.

Stockholder Proposals and Director Nominations

Under our Bylaws, in order to have a stockholder proposal or director nomination considered at an annual meeting of stockholders, stockholders are generally required to deliver to us certain information concerning themselves and their stockholder proposal or director nomination not less than 75 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting (the annual meeting anniversary date); provided, however, that, if the annual meeting is scheduled to be held on a date more than 30 days before or more than 60 days after the annual meeting anniversary date, notice must be delivered to us not later than the close of business on the later of:

- the 75th day prior to the scheduled date of such annual meeting or
- the 15th day after public disclosure of the date of such meeting.

Failure to comply with such timing and informational requirements will result in such proposal or director nomination not being considered at the annual meeting. The purpose of requiring stockholders to give us advance notice of nominations and other business, and certain related information is to ensure that we and our stockholders have sufficient time and information to consider any matters that are proposed to be voted on at an annual meeting, thus promoting orderly and informed stockholder voting. Such Bylaw provisions could have the effect of precluding a contest for the election of our directors or the making of stockholder proposals if the proper procedures are not followed, and of delaying or deterring a third party from conducting a solicitation of proxies to elect its own slate of directors or to have its own proposals approved.

Authorization of Consolidations, Mergers and Sales of Assets

Our Charter provides that any consolidation, merger, share exchange or transfer of all or substantially all of our assets must first be approved by the affirmative vote of a majority of our Board of Directors (including a majority of the Continuing Directors, as defined in our Charter) and thereafter must be approved by a vote of at least a majority of all the votes entitled to be cast on such matter.

Amendment of our Charter and Bylaws

Our Charter may be amended with the approval of a majority of the Board of Directors (including a majority of the Continuing Directors) and the affirmative vote of a majority of the votes entitled to be cast by our stockholders on the matter. Our Bylaws may be amended only by the Board of Directors. In addition, our Board of Directors may amend our Charter without action by our stockholders to increase or decrease the number of shares of stock of any class that we are authorized to issue.

Indemnification; Limitation of Directors and Officers Liability

Our Charter provides that we have the power, by our Bylaws or by resolution of the Board of Directors, to indemnify directors, officers, employees and agents, provided that indemnification is consistent with applicable law. Our Bylaws provide that we will indemnify, to the fullest extent permitted from time to time by applicable law, our directors, officers, employees and agents and any person serving at our request as a director, officer or employee of another corporation or entity, who by reason of that status or service is or is threatened to be made a party to, or is otherwise involved in, any action, suit or proceeding. According to our Bylaws, indemnification will be against all liability and loss suffered and expenses, including attorneys fees, judgments, fines, penalties and amounts paid in settlement, reasonably incurred by the indemnified person in connection with the proceeding. Our Bylaws provide, however, that we will not be required to indemnify a person in connection with an action, suit or proceeding initiated by that person unless it was authorized by the Board of Directors. Our Bylaws provide that we will pay or reimburse reasonable expenses in advance of final disposition of a proceeding and without requiring a preliminary determination of the ultimate entitlement to indemnification, provided that the individual seeking payment provides (a) a written affirmation of the individual s good faith belief that the individual meets the standard of conduct necessary for indemnification under the laws of the State of Maryland, and (b) a written undertaking to repay the amount advanced if it is ultimately determined that the applicable standard of conduct has not been met. Our Charter limits the liability of our officers and directors to us and our stockholders for money damages to the maximum extent permitted by Maryland law.

The MGCL permits a corporation to indemnify its directors, officers and certain other parties against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service to the corporation or at the corporation s request, unless it is established that (i) the act or omission of the person was material to the matter giving rise to the proceeding and (a) was committed in bad faith or (b) was the result of active and deliberate dishonesty, or (ii) the person actually received an improper personal benefit in money, property or services, or (iii) in the case of any criminal proceeding, the person had reasonable cause to believe that the act or omission was unlawful. The MGCL does not permit indemnification in respect of any proceeding in which the person seeking indemnification is adjudged to be liable to the corporation. Further, a person may not be indemnified for a proceeding brought by that person against the corporation, except (i) for a proceeding brought to enforce indemnification or (ii) if the corporation s charter or bylaws, a resolution of the board of directors or an agreement approved by the board of directors to which the corporation is a party expressly provides otherwise. Under the MGCL, reasonable expenses incurred by a director or officer who is a party to a proceeding may be paid or reimbursed by the corporation in advance of final disposition of the proceeding upon receipt by the corporation of (i) a written affirmation by the person of his or her good faith belief that the standard of conduct necessary for indemnification has been met and (ii) a written undertaking by or on behalf of the person to repay the amount if it shall ultimately be determined that the standard of conduct has not been met. The MGCL also requires a corporation (unless limited by the corporation s charter) to indemnify a director or officer who is successful, on the merits or otherwise, in the defense of any proceeding against reasonable expenses incurred by the director in connection with the proceeding in which the director or officer has been successful. Our Charter contains no such limitation. The MGCL permits a corporation to limit the liability of its officers and directors to the corporation or its stockholders for money damages, but may not include any provision that restricts or limits the liability of directors or officers to the corporation and it stockholders to the extent that (i) it is proved that the person actually received an improper benefit or profit in money, property or services; or (ii) a final judgment adverse to the person is entered based on a finding that the person s act or omission was the result of active or deliberate dishonesty and was material to the cause of action adjudicated.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Provisions of Maryland Law

Business Combinations

Under Maryland law, certain business combinations between us and any person who beneficially owns, directly or indirectly, 10% or more of the voting power of our stock, an affiliate of ours who, at any time within the previous two years was the beneficial owner of 10% or more of the voting power of our stock (who the statute terms an interested stockholder), or an affiliate of an interested stockholder, are prohibited for five years after the most recent date on which the person became an interested stockholder. The business combinations that are subject to this law include mergers, consolidations, share exchanges or, in certain circumstances, asset transfers or issuances or reclassifications of equity securities. After the five-year period has elapsed, a proposed business combination with any such party must be recommended by the Board of Directors and approved by the affirmative vote of at least:

80% of the votes entitled to be cast by holders of our outstanding voting stock; and

two-thirds of the votes entitled to be cast by holders of the outstanding voting stock, excluding shares held by the interested stockholder,

unless, among other conditions, the stockholders receive a fair price, as defined by Maryland law, for their shares and the consideration is received in cash or in the same form as previously paid by the interested stockholder fal fund, variable annuity product, or conventional fixed rate individual annuity product. Expenses related to the GIF are calculated by Prudential and incorporated in the GIF crediting rate. Past interest rates are not indicative of future interest rates.

GIF Operation

Under the group annuity contract that supports this product, participants may ordinarily direct permitted withdrawals or transfers of all or a portion of their account balance at Contract Value within reasonable time frames. Contract Value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The contract is effected directly between the Plan and the issuer. The repayment of principal and interest credited to participants is a financial obligation of the issuer. There are no reserves against Contract Value for credit risk of the contract issuer or otherwise. Given these provisions, the Plan considers this contact to be benefit responsive. As of December 31, 2015 and 2014, the stated rate of return of the contract was 1.90% and 1.95%, respectively.

Contract/Fair Value

The concept of a value other than Contract Value does not apply to this insurance company issued account backed evergreen (no maturity date) group annuity spread product even upon discontinuance of the contract in which case Contract Value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. The contract s operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value (fair value) adjustment does not apply upon a discontinuance. This annuity contract, and therefore the liability of the insurer, is not backed by specific securities of its general account, and therefore the market value of the securities in the insurer s general account does not represent the fair value. The Plan owns a promise to receive interest at crediting rates which are announced in advance and guaranteed for a specific period of time as outlined in the group annuity contract. This product is not a traditional Guaranteed Investment Contract, and therefore there are no known cash flows that could be discounted. As a result, the value amount shown materially approximates the Contract Value. As of December 31, 2015 and 2014, the Plan held $124,678,154 and $118,827,098, respectively.

Interest Crediting Rates

Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. The average interest earned by the Plan was 1.93% and 2.00% for the years ended December 31, 2015 and December 31, 2014, respectively. No adjustment is required to mediate between the average earnings credited to the Plan and the average earnings credited to the participants. The same crediting interest rate is applied to the entire contract value and is reviewed on a semi-annual basis for resetting. The factors considered in establishing the crediting interest rate include current economic and market conditions, the general interest rate environment and both actual and expected experience of a reference portfolio within the general account. The guaranteed minimum interest rate is 1.50%.

Events

Only an event causing liquidity constraints at Prudential could limit the ability of the Plan to transact at Contract Value paid within 90 days or in rare circumstances, Contract Value over time. There are not any events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than Contact Value paid either within 90 days or over time.

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NOTE 6 Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, and a person who owns 50% or more of such an employer or relatives of such persons.

As noted in Note 1, Prudential Retirement Insurance and Annuity Company is a fiduciary of the Plan and also serves as the record keeper to maintain the individual accounts of each participant.

Active participants can purchase the common stock of the Parent from their existing account balances. At December 31, 2015 and 2014, participants held 1,620,314 and 1,633,186 shares, respectively.

The Plan invests in certain funds of the Trustee. The Plan paid $196,589 and $43,520 of record keeping fees to the Trustee during 2015 and 2014, respectively. The Company provides certain administrative services at no cost to the Plan and pays certain accounting and auditing fees related to the Plan.

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Supplemental Schedule

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Stifel Financial Profit Sharing 401(k) Plan

EIN: 43-1273600 PN 001

Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)

December 31, 2015

	(a) Identity of Issue, Borrower, Lessor, or Similar Party (b)	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Current Value (e)
	Pooled separate accounts:		
*	American Century Large Cap Growth	2,207,493 units	$ 30,871,461
*	Artisan International Growth	693,507 units	14,333,089
*	Artisan Mid Cap Growth	1,151,777 units	34,337,778
*	GSAM High Grade Bond	1,082,805 units	24,913,461
*	LSV Asset Management International Value	615,489 units	7,227,981
*	PIMCO Fund International Bond Plus Fund	697,975 units	7,694,574
*	Pru IFX TGT Easypath	978,099 units	15,650,558
*	Silvercrest Asset Management Small Cap Growth	718,455 units	26,374,220
*	TimesSquare Small Cap Growth	774,617 units	44,021,139
*	Wellington Large Cap Value	1,827,413 units	40,276,269
*	Wellington Mid Cap Value	509,185 units	19,693,320
*	Prudential Guaranteed Income Fund	2,462,698 units	124,678,154
*	Stifel Financial Corp. common stock	1,620,314 shares	68,636,511
	Mutual funds:		
	American Bond Fund	1,308,085 shares	16,468,792
	American Euro Pac Growth R6	1,008,180 shares	45,690,740
	American Investment Company of America	1,272,292 shares	42,443,664
	Fidelity Contrafund	311,245 shares	30,797,654
	Growth Fund of America R6	895,460 shares	36,973,551
	Oakmark Equity & Income Fund I	820,294 shares	23,435,787
	Oppenheimer Developing Markets I	443,416 shares	13,293,605
	Oppenheimer Global Fund I	149,206 shares	11,212,802
	Prudential Real Assets Z	1,192,154 shares	10,645,936
	Vanguard Institutional Index	209,322 shares	39,063,623
	Self-directed brokerage accounts		30,025,324
			758,759,993
*	Participant loans	Interest at 3.49-9.25%, maturing through 2026	12,846,948
			$ 771,606,941

* Represents a party-in-interest to the Plan

Column (d), cost, has been omitted, as all investments are participant directed.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Stifel Financial Profit Sharing Plan 401(k) Investment Committee has duly caused this annual report to be signed on their behalf by the undersigned, hereunto duly authorized.

STIFEL FINANCIAL PROFIT SHARING 401(k) PLAN

By: /s/ James M. Zemlyak
James M. Zemlyak

President and Chief Financial Officer / Investment Committee

Date: June 22, 2016

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Exhibit Index

Exhibit Number	Description
23.1	Consent of Independent Registered Accounting Firm.

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