

CEDAR REALTY TRUST, INC.  
Form S-8  
March 06, 2012

Registration No. 333-118361

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No. 2  
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CEDAR REALTY TRUST, INC.  
(Exact name of registrant as specified in its charter)

Maryland 42-1241468  
(State or other jurisdiction (I.R.S. employer  
of incorporation or organization) identification no.)

44 South Bayles Avenue  
Port Washington, NY 11050  
(516) 767-6492  
(Address of principal executive offices)

2004 Stock Incentive Plan  
(Full title of the plan)

MARTIN H. NEIDELL  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, New York 10038  
(Name and address of agent for service)

(212) 806-5836  
(Telephone number, including area code of agent for service)

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

(Check one):

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

CALCULATION OF REGISTRATION FEE

Proposed maximum Proposed maximum

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Title of Securities to be registered	Amount to be registered	offering price per share (2)	aggregate offering price	Amount of registration fee
Common Stock \$.06 par value	2,100,000 shares (1)(3)	\$4.71	\$9,891,000	\$1,134

(1) Represents 2,100,000 shares added to the Cedar Realty Trust, Inc. 2004 Stock Incentive Plan, as amended. The additional shares were approved at the Company's annual meeting of shareholders held June 15, 2011.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) on the basis of the average of the high and low trading prices for the Common Stock of Registrant as reported on the New York Stock Exchange.

(3) There are also being registered hereunder such additional shares as may be issued pursuant to the anti-dilution provisions of the plan.

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 ("Registration Statement") incorporates by reference the contents and information set forth in the Registration Statement, Registration No. 333-118361 on Form S-8 filed with the Securities and Exchange Commission on August 19, 2004, as amended by Amendment No. 1, pursuant to which the Company registered 2,766,665 shares of the Company's common stock, \$.06 par value under the 1998 Stock Option Plan and 2004 Stock Incentive Plan.

On June 15, 2011, the Registrant increased the number of shares available under the 2004 Stock Incentive Plan by 2,100,000 shares. This Post-Effective Amendment increases the total number of shares under the 2004 Stock Incentive Plan registered under the Registration Statement to 4,850,000.

Item 8. Exhibits.

Exhibit Number	Description
5	Opinion of Stroock & Stroock & Lavan LLP.
23(a)	Consent of Stroock & Stroock & Lavan LLP. Included in Exhibit 5 to this Registration Statement
23(b)	Consent of Ernst & Young LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Port Washington, State of New York, on the 6th day of March, 2012.

CEDAR REALTY TRUST, INC.  
(Registrant)

By: /s/ Bruce J. Schanzer  
 Bruce J. Schanzer  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Bruce J. Schanzer Bruce J. Schanzer	President and Chief Executive Officer (Principal Executive Officer), Director	March 6, 2012
/s/ Philip Mays Philip Mays	Principal Financial Officer	March 6, 2012
/s/ Gaspare J. Saitta, II Gaspare J. Saitta, II	Principal Accounting Officer	March 6, 2012
/s/ James J. Burns James J. Burns	Director	March 6, 2012
/s/ Raghunath Davloor Raghunath Davloor	Director	March 6, 2012
/s/ Pamela N. Hootkin Pamela N. Hootkin	Director	March 6, 2012
/s/ Paul G. Kirk, Jr. Paul G. Kirk, Jr.	Director	March 6, 2012
/s/ Everett B. Miller, III Everett B. Miller, III	Director	March 6, 2012
/s/ Roger M. Widmann Roger M. Widmann	Director	March 6, 2012

EXHIBIT INDEX

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