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

FORM 8-K

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

Date of Report (Date of earliest event reported) November 2, 2026

Federal Realty Investment Trust
(Exact name of registrant as specified in its charter)

Maryland	**1-07533**	**87-3916363**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

909 Rose Avenue
Suite 200
North Bethesda, Maryland **20852**
(Address of principal executive offices) **(Zip Code)**

Registrant's telephone number including area code: 301/998-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange On Which Registered
Common Shares of Beneficial Interest $.01 par value per share, with associated Common Share Purchase Rights	FRT	New York Stock Exchange
Depositary Shares, each representing 1/1000 of a 5.00% Series C Cumulative Redeemable Preferred Share of Beneficial Interest, $.01 par value per share	FRT-C	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Federal Realty Investment Trust ☐

If an emerging growth company, indicate by checkmark if the registrant has elected not use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Federal Realty Investment Trust ☐

Item 8.01. Other Events.

As previously disclosed, on August 11, 2026 Federal Realty OP LP issued $460,000,000 aggregate principal amount of 3.500% Exchangeable Senior Notes due 2031 (the "Exchangeable Notes"). On November 2, 2026, Federal Realty Investment Trust filed with the Securities and Exchange Commission a prospectus supplement relating to the resale by certain selling shareholders of up to 3,901,260 common shares of beneficial interest, $.01 par value per share (the "Underlying Shares"), potentially issuable upon exercise of the exchange option pursuant to the Exchangeable Notes. The opinion of Pillsbury Winthrop Shaw Pittman LLP with respect to the legality of the Underlying Shares is filed as Exhibit 5.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to legality of the Underlying Shares (filed herewith)
23.1	Consent of Pillsbury Winthrop Shaw Pittman LLP (contained in the opinion filed as Exhibit 5.1 hereto)
104	Cover Page Interactive Data File (the Cover Page Interactive Data File is embedded within the Inline XBRL document)

SIGNATURE

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

FEDERAL REALTY INVESTMENT TRUST

Date: November 2, 2026

By: /s/ Dawn M. Becker
Dawn M. Becker
Executive Vice President-General Counsel and Secretary

Exhibit 5.1

PILLSBURY WINTHROP SHAW PITTMAN LLP
1200 Seventeenth St. NW
Washington, DC 20036

November 2, 2026

Federal Realty Investment Trust
909 Rose Avenue, Suite 200
North Bethesda, MD 20852

Ladies and Gentlemen:

We are acting as counsel for Federal Realty Investment Trust, a Maryland real estate investment trust (the "Company"), in connection with the Registration Statement on Form S-3 (the "Registration Statement") (Registration No. 333-277767), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Act"), and related prospectus, dated March 8, 2024, as supplemented by the prospectus supplement dated November 2, 2026 (as so supplemented, the "Prospectus") relating to the offer and sale of up to 3,901,260 common shares of beneficial interest, $.01 par value per share, of the Company ("Common Shares"). Such Common Shares are to be offered for the respective accounts of the holders thereof (the "Selling Shareholder Shares"). The Selling Shareholder Shares are comprised of Common Shares issuable upon exercise of the exchange option pursuant to the 3.500% Exchangeable Senior Notes due 2031 (the "Notes") issued by Federal Realty OP LP, a Delaware limited partnership (the "Partnership"), on August 11, 2026 and the related Indenture dated August 11, 2026 by and among the Partnership, the Company and U.S. Bank Trust Company, National Association, as Trustee (the "Indenture").

We have reviewed the Registration Statement, the Prospectus and such other agreements, documents, records, certificates and other materials, and have reviewed and are familiar with such corporate proceedings and satisfied ourselves as to such other matters, as we have considered relevant or necessary as a basis for our opinions set forth in this letter. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the foregoing and subject to the other qualifications and limitations set forth herein, we are of the opinion that the Selling Shareholder Shares have been duly authorized and, when issued by the Company upon exercise of the exchange option pursuant to the Notes and the Indenture, will be validly issued, fully paid and nonassessable.

Our opinions set forth in this letter are limited to Maryland General Corporation Law and the Maryland REIT Law, in each case as in effect on the date hereof.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Company's Current Report on Form 8-K filed by the Company with the Commission on the date hereof, the incorporation thereof in the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP