

**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) May 07, 2025

Federal Realty Investment Trust

Federal Realty OP LP

(Exact name of registrant as specified in its charter)

Maryland (Federal Realty Investment Trust)

Delaware (Federal Realty OP LP)

(State or other jurisdiction
of incorporation)

1-07533

333-262016-01

(Commission
File Number)

87-3916363

52-0782497

(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:

<u>Title of Each Class</u>	<u>Federal Realty Investment Trust</u> <u>Trading Symbol</u>	<u>Name of Each Exchange On Which Registered</u>
Common Shares of Beneficial Interest \$.01 par value per share, with associated Common Share Purchase Rights	FRT	New York Stock Exchange
Depository Shares, each representing 1/1000 of a share of 5.00% Series C Cumulative Redeemable Preferred Stock, \$.01 par value per share	FRT-C	New York Stock Exchange
<u>Title of Each Class</u>	<u>Federal Realty OP LP</u> <u>Trading Symbol</u>	<u>Name of Each Exchange On Which Registered</u>
None	N/A	N/A

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 Yes No

Federal Realty OP LP Yes No

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

Federal Realty OP LP

Item 5.02 Departure of Directors or Certain Officers; election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 7, 2025, Federal Realty Investment Trust (the “Company”) and Mr. Daniel Guglielmonone, the Company’s Executive Vice President-Chief Financial Officer and Treasurer, entered into an amendment to Mr. Guglielmonone’s Severance Agreement dated August 15, 2016. The amendment provides for a payment to Mr. Guglielmonone of one (1) year of base salary and annual bonus if he is terminated without cause, subject to the terms and conditions described in the agreement, as amended by the amendment. The amendment is filed as an exhibit to this report.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of Federal Realty Investment Trust was held on May 7, 2025. The following table sets forth the matters presented for a vote by the shareholders and the voting results with respect to such matters:

Matter	Votes For	Votes Against	Abstentions	Broker Non-Votes
Proposal 1: Election of Trustees				
David W. Faeder	70,657,385	3,101,572	47,452	4,190,130
Elizabeth I. Holland	71,636,636	2,126,458	43,315	4,190,130
Nicole Y. Lamb-Hale	73,361,482	254,337	190,589	4,190,130
Thomas A. McEachin	73,339,283	273,656	193,469	4,190,130
Anthony P. Nader, III	71,995,387	1,805,601	45,420	4,190,130
Gail P. Steinel	70,233,100	3,528,213	45,096	4,190,130
Donald C. Wood	73,554,743	208,306	43,359	4,190,130
Proposal 2: Advisory vote on the compensation of our named executive officers	67,971,680	5,721,669	113,059	4,190,130
Proposal 3: Ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2025	74,631,396	3,312,622	52,520	0

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
10.1	First Amendment to Severance Agreement, dated as of May 7, 2025, by and between the Company and Daniel H. Guglielmonone
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**FEDERAL REALTY INVESTMENT TRUST
FEDERAL REALTY OP LP**

Date: May 9, 2025

/s/ Dawn M. Becker

Dawn M. Becker
Executive Vice President-General Counsel and Secretary

FIRST AMENDMENT TO SEVERANCE AGREEMENT

THIS FIRST AMENDMENT TO SEVERANCE AGREEMENT (“Amendment”) is made effective as of May 7, 2025 by and between **FEDERAL REALTY INVESTMENT TRUST**, a Maryland real estate investment trust (collectively with Federal Realty OP LP, the “Company”) and **DANIEL H. GUGLIELMONE** (“Employee”).

WHEREAS, the Company and the Employee previously entered into a Severance Agreement dated August 15, 2016 (the “Prior Agreement”); and

WHEREAS, based on a review of current market compensation and benefits for chief financial officers in the Company’s industry, the Company and Employee now wish to modify certain of the terms of the Prior Agreement as set forth herein.

NOW, THEREFORE, in consideration of the promises and mutual covenants contained herein and for other good and valuable consideration, the Employee and the Company agree as follows:

1. Definitions. All capitalized terms used in this Amendment and not otherwise defined shall have the same meanings as set forth in the Prior Agreement. From and after the effective date of this Amendment, the Prior Agreement as modified by this Amendment shall collectively be referred to as the “Severance Agreement.”

2. Elimination of Modifier. In each place it appears in Paragraphs 1, 1(d), 1(e), 1(f), 1(g), and 1(h), the phrase “on or prior to August 15, 2019” is hereby deleted in its entirety. In addition, Paragraph 1(d) is hereby further amended by deleting the second sentence thereof in its entirety.

3. Supercedes other Severance Plans. It is intended that the payments and benefits provided under the Severance Agreement are in lieu of, and not in addition to, termination, severance or change of control payments and benefits provided under the other termination or severance plans, policies or agreements, if any, of the Company.

4. No Other Modifications. The Prior Agreement as modified by this Amendment remains in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment effective as of the day and year first above written.

**FEDERAL REALTY INVESTMENT TRUST
FEDERAL REALTY OP LP**

EMPLOYEE:

By: /s/ Donald C. Wood
Donald C. Wood
Chief Executive Officer

/s/ Daniel H. Guglielmon
Daniel H. Guglielmon