

RAMCO GERSHENSON PROPERTIES TRUST
Form 8-K
April 29, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): April 27, 2011
RAMCO-GERSHENSON PROPERTIES TRUST
(Exact name of registrant as specified in its charter)
Maryland
(State or other jurisdiction of incorporation)**

1-10093

13-6908486

(Commission File Number)

(IRS Employer Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan

48334

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (248) 350-9900

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On April 27, 2011, Ramco-Gershenson Properties Trust (the Company) and Ramco-Gershenson Properties, L.P., entered into an underwriting agreement with Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters named therein, in connection with the public offering of 400,000 shares of the Company's 7.25% Series D Cumulative Convertible Perpetual Preferred Shares of Beneficial Interest (the Series D Preferred Shares). The offering of 400,000 Series D Preferred Shares closed on April 29, 2011.

The offering of the Series D Preferred Shares was made pursuant to the Registration Statement on Form S-3 (Registration No. 333-156689), the prospectus dated February 9, 2009 and the related prospectus supplement dated April 27, 2011.

Item 8.01 Other Events.

On April 29, 2011, the Company issued a press release announcing the closing of the offering of 400,000 Series D Preferred Shares. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 1.1 Underwriting Agreement, dated April 27, 2011, by and among the Company, Ramco-Gershenson Properties, L.P., and Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters named therein.
 - 5.1 Opinion of Ballard Spahr LLP.
 - 8.1 Tax Opinion of Honigman Miller Schwartz and Cohn LLP.
 - 23.1 Consent of Ballard Spahr LLP (included in Exhibit 5.1).
 - 23.2 Consent of Honigman Miller Schwartz and Cohn LLP (included in Exhibit 8.1).
 - 99.1 Press Release dated April 29, 2011, entitled Ramco-Gershenson Closes Offering of Convertible Perpetual Preferred Shares.
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SIGNATURES

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

RAMCO-GERSHENSON PROPERTIES
TRUST

Date: April 29, 2011

By: /s/ Gregory Andrews
Gregory Andrews
Chief Financial Officer

EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
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