

Urban Edge Properties  
Form 4  
January 20, 2015

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VORNADO REALTY TRUST

2. Issuer Name and Ticker or Trading Symbol  
Urban Edge Properties [UE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
888 SEVENTH AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2015

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, \$0.01 par value (the "Common Shares")	01/15/2015		J		99,246,806 (1)	A	(1)
					99,247,806 (2)	I	(1)
							By Vornado Realty L.P.
Common Shares	01/15/2015		J		99,247,806 (1)	D	\$ 0 (1)
					0	I	(1)
							By Vornado Realty L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VORNADO REALTY TRUST 888 SEVENTH AVENUE NEW YORK, NY 10019		X		
VORNADO REALTY LP 888 SEVENTH AVENUE NEW YORK, NY 10019		X		

## Signatures

Vornado Realty Trust - /s/ Stephen W. Theriot, Chief Financial Officer	01/20/2015
__Signature of Reporting Person	Date
Vornado Realty L.P., by Vornado Realty Trust (general partner) - /s/ Stephen W. Theriot, Chief Financial Officer	01/20/2015
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On January 15, 2015, Urban Edge Properties (the "Issuer"), a wholly-owned subsidiary of Vornado Realty L.P. ("VRLP"), issued 99,246,806 Common Shares to VRLP as consideration for the contribution of certain assets to the Issuer by VRLP in connection with the spin-off (the "Spin-Off") of the Issuer from Vornado Realty Trust ("Vornado"). Immediately following such issuance by the Issuer, VRLP distributed 100% of the outstanding Common Shares to holders of record as of the close of business on January 7, 2015 (the

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"Record Date") of VRLP common limited partnership units, including Vornado, on a pro rata basis based on a ratio of one Common Share for every two VRLP common limited partnership units. Immediately following such distribution by VRLP, Vornado distributed the Common Shares it received from VRLP to holders of record as of the close of business on the Record Date of Vornado common shares on a pro rata basis based on a ratio of one Common Share for every two Vornado common shares.

- (2) Includes 1,000 Common Shares previously reflected as indirectly held by Vornado and directly held by VRLP.

### **Remarks:**

This Form 4 is being filed by Vornado and VRLP (collectively, the "Reporting Persons") with respect to Common Shares of U

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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