

CEDAR SHOPPING CENTERS INC

Form 8-K

August 09, 2005

---

**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): **August 8, 2005**

**CEDAR SHOPPING CENTERS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**0-14510**

(Commission File Number)

**42-1241468**

(IRS Employer  
Identification No.)

**44 South Bayles Avenue**

**Port Washington, New York 11050**

(Address of Principal Executive Offices) (Zip Code)

**(516) 767-6492**

(Registrant's Telephone Number, Including Area Code)

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))
- 

**Item 8.01 Other Events.**

On August 4, 2005, the Company received an unsolicited offer from Equity One, Inc., a holder of 8.9% of its common stock, to acquire all its outstanding shares of common stock at a price of \$17.00 per share of common stock in cash, conditioned upon the termination of the Company's proposed public offering of common stock. On August 8, 2005

Equity One announced that it had withdrawn its offer.

**SIGNATURE**

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.

Dated: August 9, 2005

CEDAR SHOPPING CENTERS, INC.

By: /s/ Leo S. Ullman  
Leo S. Ullman  
Chairman of the Board, Chief Executive  
Officer and President