

SAUL CENTERS INC  
Form 8-K  
September 25, 2012

**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): September 20, 2012

**Saul Centers, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-12254**  
(Commission  
File Number)

**52-1833074**  
(IRS Employer  
Identification No.)

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7501 Wisconsin Avenue, Suite 1500, Bethesda, Maryland  
(Address of principal executive offices)

20814-6522  
(Zip Code)

Registrant's telephone number, including area code

(301) 986-6200

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 (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))

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

As reported in the Current Report on Form 8-K filed by Saul Centers, Inc. (the Company ) on September 4, 2012, effective as of that day B. Francis Saul III resigned from the office of President of the Company and from the Company s Board of Directors (the Board ). Effective as of September 20, 2012 and consistent with the Company s bylaws, (i) the Nominating and Corporate Governance Committee of the Board recommended that Thomas H. McCormick be appointed to the Board seat vacated by Mr. Saul III to serve out the remainder of Mr. Saul III s term, and (ii) the Board voted in favor of such appointment. The Board vote was unanimous but for one director who did not attend the meeting. Mr. McCormick was not named to any committees of the Board.

**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.

**SAUL CENTERS, INC.**

By: /s/ Scott V. Schneider

Name: Scott V. Schneider

Title: Senior Vice President and Chief Financial Officer

Dated: September 25, 2012