

RAMCO GERSHENSON PROPERTIES TRUST

Form 10-K/A

February 29, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No.1)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-10093

RAMCO-GERSHENSON PROPERTIES TRUST

(Exact Name of Registrant as Specified in its Charter)

Maryland

13-6908486

(State or Other Jurisdiction of

(I.R.S. Employer Identification No.)

Incorporation or Organization)

31500 Northwestern Highway, Suite 300

48334

Farmington Hills, Michigan

(Zip Code)

(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: 248-350-9900

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class

Common Shares of Beneficial Interest,

(\$0.01 Par Value Per Share)

Name of Each Exchange

On Which Registered

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such

files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Small Reporting Company ☐

(Do not check if small reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the common equity held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2014) was \$1,136,555,426. As of February 13, 2015 there were outstanding 77,930,959 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual meeting of shareholders to be held May 5, 2015 are incorporated by reference into Part III.

EXPLANATORY NOTE

Ramco Gershenson Properties Trust is filing this Amendment No. 1 on Form 10-K/A ("Amended 10-K") to its Annual Report on Form 10-K for the year ended December 31, 2014 ("Original 10-K") filed with the U.S. Securities and Exchange Commission ("SEC") on February 27, 2015 to include the financial statements and related notes of Ramco 450 Venture LLC ("Ramco 450"), an unconsolidated joint venture.

We own a 20% non-controlling interest in Ramco 450 and account for the joint venture using the equity method of accounting. Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, as amended, provides that if a 50%-or-less-owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20% for 10%, separate financial statements for such 50%-or-less-owned person shall be filed. Ramco 450 met the significant subsidiary test described above for our fiscal year ended December 31, 2014, and we have included in this Amended 10-K the required financial statements of Ramco 450 as required by the SEC's rules. The financial statements of Ramco 450 included herein have been prepared in accordance with generally accepted accounting principles in the United States.

As required by the SEC's rules, the Original 10-K is being amended by this Amended 10-K to include as exhibits: (i) the consolidated financial statements and related notes of Ramco 450; (ii) the consent of the independent auditor of Ramco 450; and (iii) certifications by our Chief Executive Officer and Chief Accounting Officer. This Amended 10-K does not otherwise update any exhibits as originally filed and does not otherwise reflect events that occurred after the filing date of the Original 10-K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

b) Exhibits — The exhibit index attached hereto is incorporated by reference under this item.

c) Financial Statements of Unconsolidated Joint Ventures:

The financial statements for Ramco 450 Venture LLC are included as they meet the significant subsidiary definition of S-X 210.1-02(w) for the year ended December 31, 2014. The financial statements are listed as Exhibit 99.1 to this Amendment No. 1.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ramco-Gershenson Properties Trust

Dated: February 29, 2016

By: /s/ Dennis E. Gershenson
Dennis E. Gershenson,
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

23.1*	Consent of Ernst & Young LLP
31.3*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4*	Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.3*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.4*	Certification of Chief Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1*	Ramco 450 Venture LLC Consolidated Financial Statements

* Filed herewith