

Section 1: 8-K (8-K)

**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): March 5, 2018 (February 27, 2018)

RAMCO-GERSHENSON PROPERTIES TRUST

(Exact name of registrant as specified in its Charter)

Maryland
(State or other jurisdiction of
incorporation)

1-10093
(Commission File Number)

13-6908486
(IRS Employer Identification
No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan

48334
(Zip Code)

(Address of principal executive offices)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

5.02(e): On February 27, 2018, the Compensation Committee of the Board of Trustees (the "Committee") of Ramco-Gershenson Properties Trust (the "Trust") approved the adoption of the 2018 Executive Incentive Plan for the Trust's chief executive officer (the "CEO"), chief operating officer (the "COO") and the chief financial officer (the "CFO"). The individuals will participate in a short-term incentive program, based on the achievement of funds from operations per share, non-anchor leased occupancy at year-end, and management investment committee yield, subject to the Trust's achievement of a ratio of net debt to adjusted EBITDA below a specified threshold. The CEO will have a target short-term incentive opportunity equal to 125% of base salary, while the COO and CFO will each have a target opportunity equal to 75% of base salary.

Threshold payout (50% of target incentive), target payout (100% of target incentive) and maximum payout (200% of target incentive) will be determined by the Committee based on its assessment of the achievement of these performance goals. The funds from operations per share metric, the non-anchor leased occupancy at year-end metric, and the management investment committee yield metric shall account for 80%, 10% and 10% of the potential award, respectively.

The foregoing description is qualified in its entirety by the 2018 Executive Incentive Plan attached as Exhibit 10.1 hereto, which is hereby incorporated by reference.

Item 9.01 Exhibits.

(d) Exhibits

10.1 2018 Executive Incentive Plan dated February 27, 2018

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: March 5, 2018

By: /s/ GEOFFREY BEDROSIAN

Geoffrey Bedrosian

Executive Vice President, Chief Financial Officer and Secretary

EXHIBIT INDEX

Exhibit Description

10.1 [2018 Executive Incentive Plan dated February 27, 2018](#)

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Section 2: EX-10.1 (EXHIBIT 10.1)

Exhibit 10.1

Ramco-Gershenson Properties Trust 2018 Executive Incentive Plan

For 2018, the CEO, COO and CFO positions will participate in a formal short-term incentive program, based on operating funds from operations (FFO) per share, property acquisitions and property dispositions, subject to a maximum ratio of net Debt to Adjusted EBITDA. The CEO will have a target short-term incentive opportunity equal to 125% of base salary while the COO and CFO will each have a target opportunity equal to 75% of base salary.

Specific metrics and requirements are as follows:

Funds From Operations Per Share:

Threshold payout (50% of target incentive), target payout (100% of target incentive) and maximum payout (200% of target incentive) shall occur at achievement of operating FFO per share for 2018 (adjusted for any equity issued during the year) equal to or greater than targets established by the Compensation Committee of the Trust (the "Compensation Committee"). Payouts are interpolated on a linear basis for achievement of results between threshold, target and maximum levels. The Funds From Operations metric shall account for 80% of the potential award.

Non-Anchor Leased Occupancy at Year-End:

Threshold payout (50% of target incentive), target payout (100% of target incentive) and maximum payout (200% of target incentive) shall occur at achievement of non-anchor tenant leased occupancy percentages at December 31, 2018 equal to or greater than targets established by the Compensation Committee. Payouts are interpolated on a linear basis for achievement of results between threshold, target and maximum levels. The Non-Anchor Leased Occupancy at Year-End metric shall account for 10% of the potential award.

Management Investment Committee Yield:

Threshold payout (50% of target incentive), target payout (100% of target incentive) and maximum payout (200% of target incentive) shall occur at achievement of cash on cash yield percentages on investments approved by the Management Investment Committee either to retenant existing space or for other operating capital (not including acquisitions) equal to or greater than targets established by the Compensation Committee. Payouts are interpolated on a linear basis for achievement of results between threshold, target and maximum levels. The Management Investment Committee Yield metric shall account for 10% of the potential award.

Maximum Net Debt to Adjusted EBITDA:

Payment of award amounts as otherwise calculated for achievement of the three measures, above, under the short-term incentive program shall be at the 0%, 75%, 85%, 100% or 110% levels, subject to achievement of a ratio of net Debt to Adjusted EBITDA at December 31, 2018 equal to or less than the maximum ratios established by the Compensation Committee.

Administration Guidelines

- This Plan shall be administered by the Trust's Compensation Committee, which shall be authorized to interpret this Plan, to make, amend and rescind rules and regulations relating to this Plan, to make awards under this Plan, and to make all other determinations under this Plan necessary or advisable for its administration. The Compensation Committee may at its discretion reduce the payments that would otherwise be made under this Plan.
- The performance targets shall be established by the Compensation Committee based on the Trust's 2018 budget. Under the Compensation Committee's Charter, it has the discretion to exclude from the calculation of annual incentive goals any non-recurring special charges and amounts. Such special charges could generally include items such as significant litigation and settlement costs; restructuring charges; changes in accounting policies; acquisition and divestiture impacts; and material unbudgeted expenses incurred by or at the direction of the Board. To that end, the Committee may consider any strategic decision or change in the budget made throughout the course of 2018 that can have a material impact on operating FFO per share, acquisitions or dispositions, either positive or negative, that was not accounted for in the budget setting process at the beginning of the year.
- In no event shall payment under the Plan to any individual exceed 200% of target incentive. In no event shall payment under the Plan to any individual exceed 100% of target incentive unless operating FFO per share reaches the threshold level.
- All determinations, interpretations and constructions made by the Compensation Committee shall be final and conclusive.
- Rights under this Plan may not be transferred, assigned or pledged.
- Nothing in this Plan confers on any participant any right to continued employment and this Plan does not interfere with the Trust's right to terminate an employee's employment.
- A participant must be a full-time employee in good standing at the date of payment of the award in or around March 2019 in order to receive any payment under the Plan. No payment will be made to any person who leaves the full-time employ of the Trust before such date.

Adopted: February 27, 2018

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