SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

December 12, 2003
Date of Report (Date of earliest event reported)

TANGER FACTORY OUTLET CENTERS, INC.
(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of incorporation or organization)

1-11986	56-1815473
(Commission File No.)	(I.R.S. Employer Identification No.)

3200 Northline Avenue, Greensboro, NC 27408
(Address of principal executive offices, including zip code)

(336) 292-3010 (Registrant's telephone number,
including area code)

Not Applicable
(Former name or former address, if changed since last report)

TANGER FACTORY OUTLET CENTERS, INC.

CURRENT REPORT

ON

FORM 8-K/A

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

We are amending the pro forma information previously included under Item 7 (b) in our Current Report on Form 8-K, dated December 8, 2003 in order to reflect the actual offering price of our common share offering which priced on December 10, 2003.

The unaudited pro forma financial information and exhibits filed herewith are as set forth below

TANGER FACTORY OUTLET CENTERS, INC.
PRO FORMA CONSOLIDATING FINANCIAL STATEMENTS

The accompanying unaudited Pro Forma Consolidating Financial Statements have been derived from the historical statements of the Company and give effect to the proposed acquisition of the Charter Oak Properties, which is expected to close in December 2003. The unaudited Pro Forma Consolidating Statements of Operations for the nine months ended September 30, 2003 and the year ended December 31, 2002 assume the acquisition had occurred as of January 1, 2002. The unaudited Pro forma Consolidating Balance Sheet assumes the acquisition had occurred on September 30, 2003.

The Charter Oak Properties are being acquired by COROC for a purchase price of $491.0 million, including the assumption of $187.1 million of debt. We will be required to fund one-third of the net acquisition costs plus closing costs and certain other escrows and reserves, collectively estimated to be $107.9 million. Blackstone will be required to contribute the remaining $215.8 million. The Pro Forma Consolidating Financial Statements reflect our assumption that we will issue 2.3 million common shares with net proceeds of approximately $88.0 million and borrow an additional $19.9 million under our existing lines of credit to fund our investment. There can be no assurance that closing on the transaction will actually occur or that we will be able to issue the common shares to fund our transaction.

The accompanying unaudited Pro Forma Consolidating Financial Statements reflect a preliminary allocation of the purchase price under Statement of Financial Accounting Standards No. 141, "Business Combinations" ("FAS 141"). This allocation is subject to final adjustment following the acquisition. Included in the allocation is $76.8 million allocated to lease related intangible assets. The ultimate allocation and estimated useful lives could change upon final valuation of these lease related intangibles. The Company expects to finalize the valuation following the consummation of the transaction. Changes in the allocation of the purchase price and/or estimated useful lives from those used in the Pro Forma Consolidating Financial Statements would result in an increase or decrease in pro forma net income and related pro forma earnings per share. Further, the Pro Forma Consolidating Financial Statements reflect the consolidation of the Charter Oak Properties as if it is a Variable Interest Entity and we are the Primary Beneficiary under FASB Interpretation No. 46, "Consolidation of Variable Interest Entities" ("FIN 46"). Currently, there are proposed amendments to FIN 46 that may ultimately lead us to conclude that we should account for our investment in COROC under the equity method of accounting in accordance with Accounting Principles Board Opinion No. 18, "The Equity Method of Accounting for Investments in Common Stock".

Certain amounts in the historical financial statements of the Company for the year ended December 31, 2002 have been reclassified to reflect the requirements of Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("FAS 144"). FAS 144 requires that results of operations and gains and losses from the sale of properties to be reclassified as discontinued operations for all periods presented.

The unaudited Pro Forma Consolidating Financial Statements have been prepared by the Company's management. These pro forma statements may not be indicative of the results that would have actually occurred if the acquisition had been in effect on the dates indicated, nor do they purport to represent the results of

operations for future periods. The unaudited Pro Forma Consolidating Financial Statements should be read in conjunction with the unaudited Combined Statement of Revenues and Certain Operating Expenses of the Charter Oak Properties for the nine months ended September 30, 2003 and the audited Combined Statement of Revenues and Certain Operating Expenses of the Charter Oak Properties for the year ended December 31, 2002 (both of which are contained in the Company's Current Report on Form 8-K, dated December 8, 2003), the Company's unaudited financial statements and notes thereto as of September 30, 2003 and for the nine months then ended (which are contained in the Company's Form 10-Q for the period ended September 30, 2003), and the Company's audited financial statements and notes thereto as of December 31, 2002 and for the year then ended (which are contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2002).

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TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
PRO FORMA CONSOLIDATING STATEMENTS OF OPERATIONS
Nine Months Ended September 30, 2003
(Unaudited)
(In thousands, except per share data)

	The Company	Charter Oak	Pro forma Adjustments	Pro forma Consolidated
	(a)	(b)		
REVENUES				
<S>	<C>	<C>	<C>	<C>
Base rentals	$ 59,498	$ 37,203	$ (998)(c)	$ 95,703
Percentage rentals	1,743	1,085		2,828
Expense reimbursements	25,305	13,551		38,856
Other income	2,547	187		2,734
Total revenues	89,093	52,026	(998)	140,121
EXPENSES				
Property operating	30,135	13,611		43,746
General and administrative	7,375	487	874 (d)	8,736
Interest	19,707	-	7,559 (e)	27,266
Depreciation and amortization	21,463	-	16,746 (f)	38,209
Total expenses	78,680	14,098	25,179	117,957
Income before equity in earnings of unconsolidated joint ventures, minority interest and discontinued operations	10,413	37,928	(26,177)	22,164
Equity in earnings of unconsolidated joint ventures	639			639
Minority interests:				
Consolidated joint venture	-		(19,424)(g)	(19,424)
Operating partnership	(2,415)		1,897 (g)	(518)
Income from continuing operations	$ 8,637	$ 37,928	$ (43,704)	$ 2,861
Basic earnings per common share:				
Income from continuing operations	$ .80			$ .17
Weighted average shares	9,729		2,300 (h)	12,029
Diluted earnings per common share:				
Income from continuing operations	$ .79			$ .17
Weighted average shares	9,958		2,300 (h)	12,258

The accompanying notes are an integral part of these unaudited pro forma consolidating financial statements.
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TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
PRO FORMA CONSOLIDATING STATEMENTS OF OPERATIONS
Year Ended December 31, 2002
(Unaudited)

(In thousands, except per share data)

	The Company	Charter Oak	Pro forma Adjustments	Pro forma Consolidated
	(i)	(b)		
REVENUES				
Base rentals	$ 75,560	$ 49,718	$ (1,330)(c)	$ 123,948
Percentage rentals	3,558	1,838		5,396
Expense reimbursements	30,477	18,709		49,186
Other income	3,303	514		3,817
Total revenues	112,898	70,779	$ (1,330)	182,347
EXPENSES				
Property operating	35,898	18,727		54,625
General and administrative	9,227	822	1,165 (d)	11,214
Interest	28,460	-	10,331 (e)	38,791
Depreciation and amortization	28,551	-	22,328 (f)	50,879
Total expenses	102,136	19,549	33,824	155,509
Income before equity in earnings of unconsolidated joint ventures, minority interest and discontinued operations	10,762	51,230	(35,154)	26,838
Equity in earnings of unconsolidated joint ventures	392			392
Minority interests:				
Consolidated joint venture	-		(25,898)(g)	(25,898)
Operating partnership	(2,438)		2,536 (g)	98
Income from continuing operations	$ 8,716	$ 51,230	$ (58,516)	$ 1,430
Basic earnings per common share:				
Income from continuing operations	$ .83			$ (.03)
Weighted average shares	8,322		2,300 (h)	10,622
Diluted earnings per common share:				
Income from continuing operations	$ .81			$ (.03)
Weighted average shares	8,514		2,300 (h)	10,814

The accompanying notes are an integral part of these unaudited pro forma consolidating financial statements.
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TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
PRO FORMA CONSOLIDATING BALANCE SHEET
As of September 30, 2003

(Unaudited)
(In thousands)

	The Company	Charter Oak	Pro forma Consolidated
ASSETS	(a)		
Rental Property			
<S>	<C>	<C>	<C>
Land	$ 50,474	$ 70,100 (j)	$ 120,574
Buildings, improvements and fixtures	583,269	367,792 (j)	951,061
	633,743	437,892	1,071,635
Accumulated depreciation	(191,628)		(191,628)
Rental property, net	442,115	437,892	880,007
Cash and cash equivalents	209		209
Deferred charges, net	9,398	76,817 (j)	86,215
Other assets	13,666	8,636 (k)	22,302
Total assets	$ 465,388	$ 523,345	$ 988,733
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities			
Debt			
Senior, unsecured notes	$ 147,509		$ 147,509
Mortgages payable	172,552	199,617 (l)	372,169
Lines of credit	7,272	19,916 (m)	27,188
	327,333	219,533	546,866
Construction trade payables	7,188		7,188
Accounts payable and accrued expenses	13,949		13,949
Total liabilities	348,470	219,533	568,003
Commitments			
Minority interests:			
Consolidated joint venture		215,819 (n)	215,819
Operating partnership	26,202		26,202
Total minority interest	26,202	215,819	242,021
Shareholders' equity			
Common Stock	105	23 (h)	128
Paid in capital	171,747	87,970 (h)	259,717
Distributions in excess of net income	(81,063)		(81,063)
Accumulated other comprehensive loss	(73)		(73)
Total shareholders' equity	90,716	87,993	178,709
Total liabilities and shareholders' equity	$ 465,388	$ 523,345	$ 988,733

The accompanying notes are an integral part of these unaudited pro forma consolidating financial statements.
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Notes to Pro Forma Consolidating Financial Statements

a) As reported in the unaudited consolidated financial statements of Tanger Factory Outlet Centers, Inc. as of or for the nine months ended September 30, 2003.
b) Derived from the Combined Statements of Revenues and Certain Operating Expenses of the Charter Oak Properties (contained herein).
c) To reflect amortization of the portion of the purchase price assigned to above and below market leases in accordance with FAS 141.
d) To reflect estimated incremental personnel and overhead costs to be incurred as a result of the acquisition.
e) To reflect interest expense from (1) the assumption of debt with a face value of $187.1 million ($199.6 million fair value, 4.97% imputed interest rate) and (2) additional borrowings under existing lines of credit of $19.9 million at LIBOR plus 160 basis points (assumed to be 2.7%). A 1% increase or decrease in the LIBOR rate would equal $199,000.
f) To reflect depreciation and amortization based on an acquisition price of $491.0 million (including debt assumption of $187.1 million and cash paid to seller of $303.9), plus closing costs of $11.2 million and a market value debt premium of $12.5 million. Estimated lives used are 35 years for buildings, 4 to 24 years for site improvements, 10 years for lease in-place value, and remaining leases terms for tenant improvements and other lease related intangibles.
g) To reflect minority interest in net income.

h) To reflect the issuance of 2.3 million common shares in December 2003 with net proceeds of $88.0 million as part of the funding of the acquisition of the Charter Oak properties.

i) Derived from the audited consolidated financial statements of Tanger Factory Outlet Centers, Inc. for the year ended December 31, 2002, as reclassified from that previously reported to reflect the requirements of FAS 144.

j) To reflect total acquisition costs of $514.7 million, including purchase price of $491.0 million (including debt assumption of $187.1 million and cash paid to seller of $303.9 million) plus estimated closing costs of $11.2 million and market value debt premium of $12.5 million. In accordance with FAS 141, a portion of the acquisition costs have been allocated to deferred charges to reflect the fair value of in-place leases and other related intangibles.

k) To reflect initial escrows for insurance and real estate taxes and other working capital reserves expected to be funded at the closing of the acquisition.

l) To reflect the assumption of debt with a face value of $187.1 million and fair value of $199.6 million.

m) Represents additional borrowings under existing lines of credit to be used along with the proceeds from the expected common share offering to fund the acquisition.

n) To reflect the minority interest in the consolidated joint venture which will own the Charter Oak Properties.

FUNDS FROM OPERATIONS

Funds from operations, or "FFO," represents income before extraordinary items and gains (losses) on sale or disposal of depreciable operating properties, plus depreciation and amortization uniquely significant to real estate and after adjustments for unconsolidated partnerships and joint ventures.

FFO is intended to exclude GAAP historical cost depreciation of real estate, which assumes that the value of real estate assets diminish ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of real estate investment trusts, or "REITs", many of which present FFO when reporting their results. FFO is widely used by us and others in our industry to evaluate and price potential acquisition candidates. The National Association of Real Estate Investment Trusts, Inc., of which we are a member, has encouraged its member companies to report their FFO as a supplemental, industry-wide standard measure of REIT operating performance. In addition, our employment agreements with certain members of management base bonus compensation on our FFO performance.

FFO has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- FFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

- FFO does not reflect changes in, or cash requirements for, our working capital needs;

- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and FFO does not reflect any cash requirements for such replacements;

- FFO may reflect the impact of earnings or charges resulting from matters which may not to be indicative of our ongoing operations; and

- Other companies in our industry may calculate FFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, FFO should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or our dividend paying capacity. We compensate for these limitations by relying primarily on our GAAP results and using FFO only supplementally.

The following tables represent a reconciliation of the unaudited pro forma FFO to unaudited pro forma income from continuing operations for the nine months ended September 30, 2003 and the year ended December 31, 2002 after giving effect to the acquisition of the Charter Oak Properties (in thousands, except per share data):
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	The Company	Charter Oak	Pro forma Adjustments	Pro forma Consolidated
For the nine months ended September 30, 2003				
Funds from Operations:				
<S>	<C>	<C>	<C>	<C>
Income from continuing operations	$ 8,637	$ 37,928	$ (43,704)	$ 2,861
Discontinued operations	(619)	-	(32)	(651)
Minority interest in operating partnership	2,415		(1,897)	518
Minority interest, depreciation and amortization attributable to discontinued operations	(107)		32	(75)
Depreciation and amortization uniquely significant to real estate - consolidated	21,252		16,746	37,998
Depreciation and amortization uniquely significant to real estate - unconsolidated joint ventures	808			808
Loss/(gain) on sale of real estate	735			735
Funds from operations	$ 33,121	$37,928	$ (28,855)	$ 42,194
Weighted average shares	13,424		2,300	15,724
Funds from operations per share - diluted	$ 2.47			$ 2.68
For the year ended December 31, 2002				
Funds from Operations:				
Income from continuing operations	$ 8,716	$ 51,230	$ (58,516)	$ 1,430
Discontinued operations	2,291		140	2,431
Minority interest in operating partnership	2,438		(2,536)	(98)
Minority interest, depreciation and amortization attributable to discontinued operations	1,273		(140)	1,133
Depreciation and amortization uniquely significant to real estate - consolidated	28,257		22,328	50,585
Depreciation and amortization uniquely significant to real estate - unconsolidated joint ventures	422			422
Loss/(gain) on sale of real estate	(1,702)			(1,702)
Funds from operations	$ 41,695	$51,230	$ (38,724)	$ 54,201
Weighted average shares	12,271		2,300	14,571
Funds from operations per share - diluted	$ 3.40			$ 3.72

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused the report to be signed its behalf by the undersigned thereunto duly authorized.

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Frank C. Marchisello, Jr.
Frank C. Marchisello, Jr.
Executive Vice President, Chief Financial Officer

Date: December 12, 2003