

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): August 27, 2008

TANGER FACTORY OUTLET CENTERS, INC.
(Exact Name of Registrant as Specified in Charter)

North Carolina
(State or Other Jurisdiction
of Incorporation)

1-11986
(Commission File Number)

56-1815473
(IRS Employer
Identification Number)

3200 Northline Avenue Suite 360, Greensboro,
North Carolina
(Address of Principal Executive Offices)

27408
(Zip Code)

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

Not applicable
(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))
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Section 3 - Securities and Trading Markets

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Section 5 - Corporate Governance and Management

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 26, 2008, the Rights Agreement (the “Rights Agreement”) between Tanger Factory Outlet Centers, Inc. (the “Company”) and Computershare Trust Company, N.A. (f/k/a/ EquiServe Trust Company, N.A.), dated as of August 20, 1998, as amended, and the related rights to purchase Class B Preferred Shares, expired by their terms. In connection with the expiration of the Rights Agreement, the Company will file the Articles of Amendment (the “Amendment”) to the Amended and Restated Articles of Incorporation of the Company with the Secretary of State of the State of North Carolina to amend the provision regarding the preferences, limitations and relative rights of the Class B Preferred Shares. A copy of the Amendment is filed as Exhibit 3.1(f) to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01(d) Exhibits.

Exhibit 3.1(f) Articles of Amendment to Amended and Restated Articles of Incorporation.

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 29, 2008

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Frank C. Marchisello Jr.

Frank C. Marchisello, Jr.

Executive Vice President,
Chief Financial Officer & Secretary

EXHIBIT INDEX

Exhibit No.	Description
3.1(f)	Articles of Amendment to Amended and Restated Articles of Incorporation

ARTICLES OF AMENDMENT
to
AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
TANGER FACTORY OUTLET CENTERS, INC.

THE UNDERSIGNED Corporation hereby submits these Articles of Amendment for the purpose of amending its Amended and Restated Articles of Incorporation.

1. The name of the Corporation is TANGER FACTORY OUTLET CENTERS, INC.
2. Pursuant to the authority of Section 55-6-02 of the Business Corporation Act and the provisions of Paragraph D of Article II of the Corporation's Amended and Restated Articles of Incorporation as heretofore amended (the "Articles of Incorporation"), the following amendment to the Articles of Incorporation was duly adopted by the Board of Directors of the Corporation as of August 26, 2008:

Paragraph I of Article II of the Corporation's Amended and Restated Articles of Incorporation shall be deleted and amended and restated in its entirety to read as follows:

- I. Class B Preferred Shares. Prior to the issuance of Class B Preferred Shares, the Board of Directors of the Corporation shall determine, in whole or in part, the preferences, limitations and relative rights of the Class B Preferred Shares, subject to the following limitations: (i) Class B Preferred Shares may rank on a parity with or junior to Class C Preferred Shares with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding-up but may not have rights or preferences with respect to distributions or to dissolution that are prior or superior to the Class C Preferred Shares; and (ii) the preferences, limitations and relative rights of the Class B Preferred Shares shall not otherwise alter or abolish a preferential right of the Class C Preferred Shares.

This the 27th day of August, 2008.

TANGER FACTORY OUTLET CENTERS, INC.

BY: /s/ Stanley K. Tanger

STANLEY K. TANGER, Chairman of the Board
of Directors and Chief Executive Officer