

UNITED STATES
SECURITY AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to 240.14a-12

TANGER FACTORY OUTLET CENTERS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11
- | | |
|---|---|
| 1 | Title of each class of securities to which transaction applies: |
| 2 | Aggregate number of securities to which transaction applies: |
| 3 | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| 4 | Proposed maximum aggregate value of transaction: |
| 5 | Total fee paid: |
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- | | |
|---|---|
| 1 | Amount Previously Paid: |
| 2 | Form, Schedule or Registration Statement No.: |
| 3 | Filing Party: |
| 4 | Date Filed: |
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TANGER FACTORY OUTLET CENTERS, INC.

**AMENDMENT TO
PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 13, 2011**

This document amends the Proxy Statement of Tanger Factory Outlet Centers, Inc. (the "Company") dated March 31, 2011 and furnished in connection with the Company's Annual Meeting of Shareholders to be held on May 13, 2011 at 10 o'clock a.m. at the offices of Latham & Watkins LLP, 885 Third Avenue, New York, New York, 10022.

EXPLANATORY STATEMENT

Due to a typographical error, the resolution set forth in the Proxy Statement under Proposal 3 to amend the Company's Articles of Incorporation to increase the number of Common Shares authorized for issuance from 150 million Common Shares to 300 million Common Shares inadvertently deleted from the proposed amended Paragraph A of Article II of the Articles of Incorporation four classes of preferred shares which were previously authorized and contained in Paragraph A of Article II of the Articles of Incorporation.

The corrected resolution and amended Paragraph A of Article II of the Articles of Incorporation for Proposal 3 is set forth below (this version replaces and supercedes the version previously set forth in the Proxy Statement):

"RESOLVED that the Company's Articles of Incorporation shall be amended to authorize the issuance of additional Common Shares by amending Paragraph A of Article II as provided below:

"A. The number of shares that the corporation is authorized to issue is 366 million shares, divided into classes, as follows: 300 million Common Shares with a par value of \$0.01 per share (the "Common Shares"); 25 million Excess Shares with a par value of \$0.01 per share (the "Excess Shares"); one million Preferred Shares with a par value of \$0.01 per share (the "Class A Preferred Shares"); eight million Class B Preferred Shares with a par value of \$0.01 per share (the "Class B Preferred Shares"); eight million Class C Preferred Shares with a par value of \$0.01 per share (the "Class C Preferred Shares"); eight million Class D Preferred Shares with a par value of \$0.01 per share (the "Class D Preferred Shares"); four million Class E Preferred Shares with a par value of \$0.01 per share (the "Class E Preferred Shares"); four million Class F Preferred Shares with a par value of \$0.01 per share (the "Class F Preferred Shares"); four million Class G Preferred Shares with a par value of \$0.01 per share (the "Class G Preferred Shares"); and four million Class H Preferred Shares with a par value of \$0.01 per share (the "Class H Preferred Shares"). The preferences, limitations and relative rights of each class of shares are as forth in succeeding paragraphs of this Article II."

The other information in Proposal 3 of the Proxy Statement remains unchanged.