

UNITED STATES
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): November 12, 2014

Tanger Factory Outlet Centers, Inc.
Tanger Properties Limited Partnership
(Exact Name of Registrant as Specified in Charter)

North Carolina
North Carolina
(State or Other Jurisdiction
of Incorporation)

1-11986
333-03526-01
(Commission
File Number)

56-1815473
56-1822494
(IRS Employer
Identification No.)

3200 Northline Avenue, Suite 360 Greensboro, NC 27408
(Address of Principal Executive Offices, including Zip Code)
3200 Northline Avenue, Suite 360 Greensboro, NC 27408
(Address of Principal Executive Offices, including Zip Code)

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

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
 - ☐ 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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Item 7.01 Regulation FD Disclosure

Tanger Factory Outlet Centers, Inc. (NYSE: SKT), announced today that its operating partnership, Tanger Properties Limited Partnership, has agreed to sell \$250 million of 3.75% senior notes due 2024 in an underwritten public offering through BofA Merrill Lynch, Jefferies, SunTrust Robinson Humphrey, US Bancorp, and Wells Fargo Securities as joint book-running managers. The notes were priced at 99.429% of the principal amount to yield 3.819% to maturity. The notes will pay interest semi-annually at a rate of 3.75% per annum and mature on December 1, 2024.

The estimated net proceeds from the offering, after deducting the underwriting discount and offering expenses, are expected to be approximately \$246.2 million. Tanger intends to use the net proceeds from the sale of the notes to redeem its \$250 million 6.15% senior notes due November 2015. Closing of the sale of the notes is expected to occur on November 21, 2014, subject to customary closing conditions, and the redemption of the 2015 notes is expected to occur on December 15, 2014.

The information set forth herein, including Exhibit 99.1, is furnished pursuant to Item 7.01—Regulation FD Disclosure and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section nor shall the information be deemed incorporated by reference in any filing of the Company or Tanger Properties Limited Partnership.

The matters described herein contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about Tanger Properties Limited Partnership’s offering of senior notes. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. More detailed information about these and other factors is set forth in Item 1A under the caption “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013. The Company is under no obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are included with this report:

Exhibit 99.1 Press release announcing Tanger’s pricing of a public offering of senior notes due in 2024.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 12, 2014

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Frank C. Marchisello Jr.

Frank C. Marchisello, Jr.

Executive Vice President and Chief Financial Officer

TANGER PROPERTIES LIMITED PARTNERSHIP

By: TANGER GP TRUST, its sole general partner

By: /s/ Frank C. Marchisello Jr.

Frank C. Marchisello, Jr.

Vice President and Treasurer

Tanger Prices \$250 Million 3.75% Senior Notes Due 2024

Tanger Factory Outlet Centers, Inc. (NYSE: SKT), announced today that its operating partnership, Tanger Properties Limited Partnership, has agreed to sell \$250 million of 3.75% senior notes due 2024 in an underwritten public offering through BofA Merrill Lynch, Jefferies, SunTrust Robinson Humphrey, US Bancorp, and Wells Fargo Securities as joint book-running managers. The notes were priced at 99.429% of the principal amount to yield 3.819% to maturity. The notes will pay interest semi-annually at a rate of 3.75% per annum and mature on December 1, 2024.

The estimated net proceeds from the offering, after deducting the underwriting discount and offering expenses, are expected to be approximately \$246.2 million. Tanger intends to use the net proceeds from the sale of the notes to redeem its \$250 million 6.15% senior notes due November 2015. Closing of the sale of the notes is expected to occur on November 21, 2014, subject to customary closing conditions, and the redemption of the 2015 notes is expected to occur on December 15, 2014.

The offering is being made only by means of a prospectus and related prospectus supplement, a copy of which may be obtained by contacting:

- Merrill Lynch, Pierce, Fenner & Smith Incorporated, 222 Broadway, 11th Floor, New York, NY 10038, Attention: Prospectus Department, or by calling (800) 294-1322;
- Jefferies LLC, 520 Madison Avenue, 12th floor, New York, NY 10022, Attention: Debt Syndicate Prospectus Department, or by calling (877) 547-6340;
- SunTrust Robinson Humphrey, Inc., Attention: Prospectus Department, 3333 Peachtree Road, NE, Atlanta, GA 30326, or by calling (800) 685-4786;
- U.S. Bancorp Investments, Inc., 214 North Tryon Street, 26th Floor, Charlotte, North Carolina 28202, or by calling (877) 558-2607; or
- Wells Fargo Securities, LLC, Attention: WFS Customer Service, 608 2nd Avenue, South Minneapolis, MN 55402, or by calling (800) 645-3751.

An effective registration statement is on file with the Securities and Exchange Commission ("SEC"), and a copy of the prospectus and related prospectus supplement also will be available on the SEC's website at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About Tanger Factory Outlet Centers, Inc.

Tanger Factory Outlet Centers, Inc. (NYSE:SKT), is a publicly-traded REIT headquartered in Greensboro, North Carolina that presently operates and owns, or has an ownership interest in, a portfolio of 46 upscale outlet shopping centers in 26 states coast to coast and in Canada, totaling approximately 14.1 million square feet leased to over 3,000 stores operated by more than 470 different brand name companies. More than 185 million shoppers visit Tanger Factory Outlet Centers, Inc. annually.

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "intend," "plan," "believe" and similar terms to identify forward-looking statements. Although Tanger believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially

from those contemplated above include, among others: national and local general economic and market conditions; demographic changes; Tanger's ability to sustain, manage or forecast its growth; existing governmental regulations and changes in, or the failure to comply with, government regulations; adverse publicity; liability and other claims asserted against Tanger; competition; the risk that Tanger may not be able to finance its planned development activities or refinance existing indebtedness on favorable terms or at all; the risk that ownership interests in certain of Tanger's properties are held by third parties whose interests may conflict with Tanger's and thereby constrain it from taking actions concerning these properties which it would otherwise take; risks related to the retail real estate industry in which Tanger competes, including the potential adverse impact of external factors such as inflation, tenant demand for space, consumer confidence, unemployment rates and consumer tastes and preferences; the risk that high fuel prices may impact consumer travel and spending habits; risks associated with Tanger's development activities, such as the potential for cost overruns, delays and lack of predictability with respect to the financial returns associated with these development activities; risks associated with real estate ownership, such as the potential adverse impact of changes in the local economic climate on the revenues and the value of Tanger's properties; risks that Tanger incurs a material, uninsurable loss of its capital investment and anticipated profits from one of its properties, such as those that result from wars, earthquakes, tornados or hurricanes and other business disruptions; risks that a significant number of tenants or a tenant or tenants that lease a significant amount of gross leasable area from Tanger may become unable to meet their lease obligations, including as a result of tenant bankruptcies, or that Tanger may be unable to renew or re-lease a significant amount of available space on economically favorable terms; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; changes in the outlet industry or in consumer demand for factory outlet stores; interest rate fluctuations; risks related to cyber-attacks or cyber-terrorism that could disrupt our business operations; the ability to realize planned costs savings in acquisitions; and retention of earnings; and additional factors which may cause actual results to differ materially from current expectations include, but are not limited to, those set forth in the section entitled "Business" in Tanger's Annual Report on Form 10-K for the year ended December 31, 2013, including the subheadings entitled "Recent Developments," "The Outlet Concept," "Our Outlet Centers," "Business Strategy," "Growth Strategy," "Operating Strategy," "Capital Strategy," "Competition," and the section titled "Risk Factors" in Tanger's Annual Report on Form 10-K for the year ended December 31, 2013. Forward-looking statements speak only as of the date made. Except as required by law, Tanger undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact: Tanger Factory Outlets Centers, Inc.
Frank Marchisello
(336) 834-6834