

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 2)
Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 19, 2017

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 No.)

3200 Northline Avenue, Suite 360 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)

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. ☐

Explanatory Note

This Amendment No. 2 (the “Amendment”) on Form 8-K/A amends and restates the Current Report on Form 8-K filed by Tanger Factory Outlet Centers, Inc. (the “Company”) on May 19, 2017, as amended by Amendment No. 1 on Form 8-K/A filed on September 29, 2017 (collectively, the “Prior Report”). This Amendment (i) adds to Item 5.02 disclosure concerning the transfer of the title of President to Thomas E. McDonough from Steven B. Tanger and (ii) adds to Item 7.01 the Company’s press release, disseminated on the date of the Prior Report, regarding Mr. McDonough’s assumption of the title of President from Mr. Tanger. In all other respects, the information in the Prior Report remains unchanged, including Exhibit 99.1 to the Prior Report, setting forth a complete list of the Company’s officers as of the date thereof.

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

Appointment of Thomas J. Guerrieri, Jr. as Chief Accounting Officer

On May 19, 2017, the Company announced the appointment of Thomas J. Guerrieri Jr. as Vice President - Chief Accounting Officer and Controller effective May 19, 2017. Mr. Guerrieri, 44, will be responsible for overseeing the Company’s accounting and financial reporting functions. Mr. Guerrieri had previously served as the Company’s Vice President - Controller.

Transfer of the Title of President from Steven B. Tanger to Thomas E. McDonough

Also on May 19, 2017, Thomas E. McDonough, the Company’s Chief Operating Officer, assumed the title of President of the Company. As a result, Steven B. Tanger, the Company’s Chief Executive Officer, will no longer retain that title as of the date of Mr. McDonough’s appointment as President. Mr. McDonough, 59, has served as Chief Operating Officer of the Company since August 2011.

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 19, 2017, the Company held its Annual Meeting of Shareholders. The first matter on which the common shareholders voted was the election of eight directors to serve until the next Annual Meeting of Shareholders. The results of the voting are as shown below:

<u>Nominees</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
William G. Benton	81,398,546	3,690,268	36,400	5,306,514
Jeffrey B. Citrin	82,003,571	3,070,570	51,072	5,306,514
David B. Henry	81,933,607	3,140,396	51,210	5,306,514
Thomas J. Reddin	81,303,870	3,786,211	35,132	5,306,514
Thomas E. Robinson	81,402,048	3,688,340	34,825	5,306,514
Bridget M. Ryan-Berman	81,284,913	3,804,757	35,543	5,306,514
Allan L. Schuman	80,797,396	4,290,512	37,305	5,306,514
Steven B. Tanger	82,738,029	2,355,721	31,463	5,306,514

The second matter on which the common shareholders voted was the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017. The results of the voting are as shown below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
90,316,611	82,431	32,686	-

The third matter on which the common shareholders voted was the approval, on a non-binding basis, of the compensation of our named executive officers. The results of the voting are as shown below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
67,755,961	16,566,080	803,173	5,306,514

The fourth matter on which the common shareholders voted was an advisory vote on whether the frequency of future advisory votes on executive compensation should be held every one, two or three years. The results of the voting are as shown below:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
73,532,314	88,057	11,369,541	135,302	5,306,514

At the Annual Meeting, the Company's shareholders voted on, among other matters, an advisory proposal concerning the frequency of future advisory votes on named executive officer compensation. As reported above, the Company's shareholders approved, on an advisory basis, "one year" as the frequency for holding an advisory vote on the compensation of the Company's named executive officers. Consistent with the recommendation of the Board of Directors of the Company as set forth in the Company's proxy statement filed with the SEC on April 4, 2017 and in light of the vote of the Company's shareholders on this proposal at the Annual Meeting, the Company intends to hold the advisory vote on the compensation of the Company's named executive officers every year. The Company intends to continue holding such vote annually until the next advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers is submitted to the shareholders.

Item 7.01 Regulation FD

On May 19, 2017, the Company issued (i) a press release announcing the election of directors and officers to serve for the ensuing year, a copy of which is furnished as Exhibit 99.1 and (ii) a press release announcing the appointment of Thomas E. McDonough as President, a copy of which is furnished as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are included with this report:

Exhibit 99.1	<u>Press release announcing the election of the Company's directors and officers (incorporated by reference to Exhibit 99.1 to the Prior Report).</u>
Exhibit 99.2	<u>Press release announcing the appointment of Thomas E. McDonough as President.</u>

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.

Date: February 21, 2018

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ James F. Williams

James F. Williams

Senior Vice President and Chief Financial Officer

News Release



Tanger Appoints Thomas E. McDonough to President and COO

GREENSBORO, N.C., May 19, 2017 -- Tanger Factory Outlet Centers, Inc. (NYSE: SKT) , announced today the promotion of Thomas E. McDonough to President and Chief Operating Officer, effective immediately. Mr. McDonough previously held the position of Executive Vice President and Chief Operating Officer, and joined the company as Executive Vice President of Operations. In this new role, he will oversee the senior officers responsible for Tanger Outlets operations, construction and development, leasing and marketing functions. He will continue to report to Steven B. Tanger, Chief Executive Officer.

"Since joining Tanger Outlets in 2010, Tom has become a trusted colleague and advisor. He has been instrumental in the growth of our brand across the United States and Canada," said Steven B. Tanger. "Tom's unwavering leadership and partnership with our entire executive team gives us great confidence in his ability to deliver strong results for our shareholders and retail partners."

Prior to joining Tanger in August 2010, Mr. McDonough held various positions in the commercial real estate field including partner with Trammell Crow Company, Chief Investment Officer with Equity One and National Director of Acquisitions and Dispositions with Regency Centers. Mr. McDonough is a graduate of Stanford University and holds an MBA degree from Harvard Business School.

"We have a fantastic team at Tanger and I am humbled and proud to assume this new leadership role within our organization," said Thomas E. McDonough, President and Chief Operating Officer. "I am excited about the future of our company and the strength of our brand, and look forward to broadening our brand's success alongside my talented colleagues."

About Tanger Factory Outlet Centers, Inc.

Tanger Factory Outlet Centers, Inc. is a publicly-traded REIT headquartered in Greensboro, North Carolina that presently operates and owns, or has an ownership interest in, a portfolio of 43 upscale outlet shopping centers in 22 states coast to coast and in Canada, totaling approximately 14.8 million square feet leased to over 3,100 stores operated by more than 500 different brand name companies. With over 36 years of experience in the outlet industry and one additional center currently under construction, Tanger Outlet Centers continue to attract more than 188 million shoppers annually. For more information on Tanger Outlet Centers, call 1-800-4TANGER or visit the Company's web site at www.tangeroutlet.com.

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