

As filed with the Securities and Exchange
Commission on September 5, 2002

Registration Nos. 3361394/333-
61394-01

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE
AMENDMENT NO. 3
TO
FORM S-3
UNDER
THE SECURITIES ACT OF 1933

TANGER FACTORY OUTLET CENTERS, INC.
TANGER PROPERTIES LIMITED PARTNERSHIP
(Exact name of Registrant as specified in its charter)

<Table>		
<S>	<C>	<C>
TANGER FACTORY OUTLET CENTERS, INC., a INC.	3200 Northline Avenue, Suite 360 Greensboro, North Carolina 27408 (336) 292-1108	TANGER FACTORY OUTLET CENTERS, - 56-1815473 TANGER PROPERTIES
North Carolina Corporation		
LIMITED		
TANGER PROPERTIES LIMITED PARTNERSHIP, a North Carolina Partnership		PARTNERSHIP - 56-1822494
(State or other jurisdiction of Incorporation or organization)	(Address and telephone number of Registrant's principal executive offices)	(I.R.S. Employer Number)
Identification		
</Table>		

Stanley K. Tanger, Chairman of the Board of Directors
Tanger Factory Outlet Centers, Inc.
3200 Northline Avenue, Suite 360
Greensboro, North Carolina 27408
(336) 292-3010
(Name, address, including ZIP code, and telephone number,
including area code, of agent for service)

Copies to:
Raymond Y. Lin, Esq.
Latham & Watkins
885 Third Avenue, Suite 1000
New York, New York 10022
(212) 906-1200

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to
time after the effective date of this registration statement as determined by
market conditions.

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, please check the following box. /X/

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. / /

<Page>

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (Nos. 333-61394, 333-61394-01) is filed pursuant to Rule 462(d) solely to add the following exhibit not previously filed with such Registration Statement.

ITEM 16. EXHIBITS.

25 Statement of Eligibility of Trustee on Form T-1

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing and has duly caused this Post-Effective Amendment No. 3 to Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Greensboro, North Carolina, on September 5, 2002.

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Steven B. Tanger

Steven B. Tanger
Director, President and Chief Operating Officer

TANGER PROPERTIES LIMITED PARTNERSHIP

By: Tanger GP Trust, its sole general partner

By: /s/ Steven B. Tanger

Steven B. Tanger
President and Trustee of Tanger GP Trust

<Page>

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to Form S-3 has been signed below by the following persons in the capacities indicated on the 5h day of September 2002:

<Table> <Caption>	SIGNATURE -----	TITLE -----	DATE ----
<S>		<C>	<C>
	*		September 5, 2002
-	-----		
	Stanley K. Tanger	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer), Tanger Factory Outlet Centers, Inc.	
		Chairman of the Board of Directors and Chief Executive Officer (principal executive officer), Tanger GP Trust	
	*		September 5, 2002
-	-----		
	Steven B. Tanger	Director, President and Chief Operating Officer, Tanger Factory Outlet Centers, Inc.	
		President and Trustee, Tanger GP Trust	
	*		September 5, 2002
-	-----		
	Jack Africk	Director, Tanger Factory Outlet Centers, Inc.	

Trustee, Tanger GP Trust

*

September 5, 2002

William Benton

Director, Tanger Factory Outlet Centers, Inc.

Trustee, Tanger GP Trust

*

September 5, 2002

Thomas E. Robinson

Director, Tanger Factory Outlet Centers, Inc.

Trustee, Tanger GP Trust

*

September 5, 2002

Frank C. Marchisello, Jr.

Senior Vice President and Chief Financial Officer
(principal accounting and finance officer), Tanger
Factory Outlet Centers, Inc.

Treasurer and Trustee (principal accounting and finance
officer), Tanger GP Trust

<Page>

SIGNATURE

TITLE

DATE

*By: /s/ Steven B. Tanger

Name: Steven B. Tanger

Title: Attorney-in-Fact

</Table>

EXHIBIT INDEX

EXHIBIT

NO.

DESCRIPTION OF EXHIBIT

25

Statement of Eligibility of Trustee on Form T-1

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE
TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY
OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)

STATE STREET BANK AND TRUST COMPANY
(EXACT NAME OF TRUSTEE AS SPECIFIED IN ITS CHARTER)

Massachusetts 04-1867445
(JURISDICTION OF INCORPORATION OR (I.R.S. EMPLOYER
ORGANIZATION IF NOT A U.S. NATIONAL BANK) IDENTIFICATION NO.)

225 Franklin Street, Boston, Massachusetts 02110
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

Maureen Scannell Bateman, Esq. Executive Vice President and General Counsel
225 Franklin Street, Boston, Massachusetts 02110
(617) 654-3253
(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)

TANGER FACTORY OUTLET CENTERS, INC.
TANGER PROPERTIES LIMITED PARTNERSHIP
(EXACT NAME OF OBLIGOR AS SPECIFIED IN ITS CHARTER)

(TANGER FACTORY OUTLET CENTERS, INC.- (TANGER FACTORY OUTLET CENTERS, INC.
NORTH CAROLINA TANGER PROPERTIES 56-1815473 TANGER PROPERTIES LIMITED
LIMITED PARTNERSHIP- NORTH CAROLINA) PARTNERSHIP 56-1822494)
(STATE OR OTHER JURISDICTION OF (I.R.S. EMPLOYER
INCORPORATION OR ORGANIZATION) IDENTIFICATION NO.)

3200 Northline Avenue, Suite 360
GREENSBORO, NORTH CAROLINA 27408
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICE)
Debt Securities
(TITLE OF INDENTURE SECURITIES)

GENERAL

ITEM 1. GENERAL INFORMATION.

FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

- (a) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISORY AUTHORITY TO
WHICH IT IS SUBJECT.

Department of Banking and Insurance of The Commonwealth of
Massachusetts, 100 Cambridge Street, Boston, Massachusetts.

Board of Governors of the Federal Reserve System, Washington,
D.C., Federal Deposit Insurance Corporation, Washington, D.C.

- (b) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Trustee is authorized to exercise corporate trust powers.

ITEM 2. AFFILIATIONS WITH OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH
AFFILIATION.

The obligor is not an affiliate of the trustee or of its
parent, State Street Corporation.

(See note on page 2.)

ITEM 3. THROUGH ITEM 15. NOT APPLICABLE.

ITEM 16. LIST OF EXHIBITS.

LIST BELOW ALL EXHIBITS FILED AS PART OF THIS STATEMENT OF ELIGIBILITY.

1. A COPY OF THE ARTICLES OF ASSOCIATION OF THE TRUSTEE AS NOW IN EFFECT.

A copy of the Articles of Association of the trustee, as now in effect, is on file with the Securities and Exchange Commission as Exhibit 1 to Amendment No. 1 to the Statement of Eligibility and Qualification of Trustee (Form T-1) filed with the Registration Statement of Morse Shoe, Inc. (File No. 22-17940) and is incorporated herein by reference thereto.

2. A COPY OF THE CERTIFICATE OF AUTHORITY OF THE TRUSTEE TO COMMENCE BUSINESS, IF NOT CONTAINED IN THE ARTICLES OF ASSOCIATION.

A copy of a Statement from the Commissioner of Banks of Massachusetts that no certificate of authority for the trustee to commence business was necessary or issued is on file with the Securities and Exchange Commission as Exhibit 2 to Amendment No. 1 to the Statement of Eligibility and Qualification of Trustee (Form T-1) filed with the Registration Statement of Morse Shoe, Inc. (File No. 22-17940) and is incorporated herein by reference thereto.

3. A COPY OF THE AUTHORIZATION OF THE TRUSTEE TO EXERCISE CORPORATE TRUST POWERS, IF SUCH AUTHORIZATION IS NOT CONTAINED IN THE DOCUMENTS SPECIFIED IN PARAGRAPH (1) OR (2), ABOVE.

A copy of the authorization of the trustee to exercise corporate trust powers is on file with the Securities and Exchange Commission as Exhibit 3 to Amendment No. 1 to the Statement of Eligibility and Qualification of Trustee (Form T-1) filed with the Registration Statement of Morse Shoe, Inc. (File No. 22-17940) and is incorporated herein by reference thereto.

4. A COPY OF THE EXISTING BY-LAWS OF THE TRUSTEE, OR INSTRUMENTS CORRESPONDING THERETO.

A copy of the by-laws of the trustee, as now in effect, is on file with the Securities and Exchange Commission as Exhibit 4 to the Statement of Eligibility and Qualification of Trustee (Form T-1) filed with the Registration Statement of Senior Housing Properties Trust (File No. 333-60392) and is incorporated herein by reference thereto.

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5. A COPY OF EACH INDENTURE REFERRED TO IN ITEM 4. IF THE OBLIGOR IS IN DEFAULT.

Not applicable.

6. THE CONSENTS OF UNITED STATES INSTITUTIONAL TRUSTEES REQUIRED BY SECTION 321(b) OF THE ACT.

The consent of the trustee required by Section 321(b) of the Act is annexed hereto as Exhibit 6 and made a part hereof.

7. A COPY OF THE LATEST REPORT OF CONDITION OF THE TRUSTEE PUBLISHED PURSUANT TO LAW OR THE REQUIREMENTS OF ITS SUPERVISING OR EXAMINING AUTHORITY.

A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority is annexed hereto as Exhibit 7 and made a part hereof.

NOTES

In answering any item of this Statement of Eligibility which relates to matters peculiarly within the knowledge of the obligor or any underwriter of the obligor, the trustee has relied upon the information furnished to it by the obligor and the underwriters, and the trustee disclaims responsibility for the accuracy or completeness of such information.

The answer to Item 2. of this statement will be amended, if necessary, to reflect any facts which differ from those stated and which would have been required to be stated if known at the date hereof.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as

amended, the trustee, State Street Bank and Trust Company, a corporation duly organized and existing under the laws of The Commonwealth of Massachusetts, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Boston and The Commonwealth of Massachusetts, on the 15TH DAY OF AUGUST 2002.

STATE STREET BANK AND TRUST COMPANY

By: /s/ Gary Dougherty
NAME GARY DOUGHERTY
TITLE VICE PRESIDENT

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EXHIBIT 6

CONSENT OF THE TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939, as amended, in connection with the proposed issuance by TANGER FACTORY OUTLET CENTERS, INC. AND TANGER PROPERTIES LIMITED PARTNERSHIP. of its DEBT SECURITIES, we hereby consent that reports of examination by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

STATE STREET BANK AND TRUST COMPANY

By: /S/ Gary Dougherty
NAME GARY DOUGHERTY
TITLE VICE PRESIDENT

DATED: AUGUST 15, 2002

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EXHIBIT 7

Consolidated Report of Condition of State Street Bank and Trust Company, Massachusetts and foreign and domestic subsidiaries, a state banking institution organized and operating under the banking laws of this commonwealth and a member of the Federal Reserve System, at the close of business MARCH 31, 2002 published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act and in accordance with a call made by the Commissioner of Banks under General Laws, Chapter 172, Section 22(a).

<TABLE>
<CAPTION>

	Thousands of Dollars -----
<S>	<C>
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	783,484
Interest-bearing balances.....	24,250,303
Securities.....	20,499,649
Federal funds sold and securities purchased	
under agreements to resell in domestic offices	
of the bank and its Edge subsidiary	13,416,402
Loans and lease financing receivables:	
Loans and leases, net of unearned income	5,495,919
Allowance for loan and lease losses	61,454
Allocated transfer risk reserve.....	0
Loans and leases, net of unearned income and allowances	5,434,465
Assets held in trading accounts.....	1,210,852
Premises and fixed assets.....	536,316
Other real estate owned.....	0
Investments in unconsolidated subsidiaries.....	30,368
Customers' liability to this bank on acceptances outstanding	50,366
Intangible assets.....	538,522
Other assets.....	1,820,487

Total assets.....	68,571,214

LIABILITIES	
Deposits:	
In domestic offices.....	18,393,731
Noninterest-bearing	8,265,638
Interest-bearing	10,128,093
In foreign offices and Edge subsidiary	24,774,751
Noninterest-bearing	116,797
Interest-bearing	24,657,954
Federal funds purchased and securities sold under	
agreements to repurchase in domestic offices of	
the bank and of its Edge subsidiary	18,331,051
Demand notes issued to the U.S. Treasury.....	0
Trading liabilities.....	574,887
Other borrowed money.....	205,833
Subordinated notes and debentures.....	0
Bank's liability on acceptances executed and outstanding	50,366
Other liabilities	1,980,516

Total liabilities.....	64,311,135

Minority interest in consolidated subsidiaries.....	1,592
EQUITY CAPITAL	
Perpetual preferred stock and related surplus.....	0
Common stock	29,931
Surplus.....	597,161
Retained Earnings.....	3,618,503
Accumulated other comprehensive income.....	12,892
Other equity capital components.....	0
Undivided profits and capital reserves/Net unrealized holding gains (losses)....	0
Net unrealized holding gains (losses) on available-for-sale securities.....	0
Cumulative foreign currency translation adjustments.....	0
Total equity capital.....	4,258,487

Total liabilities, minority interest and equity capital.....	68,571,214

</TABLE>

I, Frederick P. Baughman, Senior Vice President and Comptroller of the above named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true to the best of my knowledge and belief.

Frederick P. Baughman

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true and correct.

Ronald E. Logue
David A. Spina
Truman S. Casner