

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

TANGER FACTORY OUTLET CENTERS, INC.

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation or organization)

56-1815473
(I.R.S. Employer
Identification No.)

3200 Northline Avenue
Suite 360
Greensboro, North Carolina 27408-7612
(Address of Principal Executive Offices) (Zip Code)

**INCENTIVE AWARD PLAN OF TANGER FACTORY OUTLET CENTERS, INC. AND TANGER
PROPERTIES LIMITED PARTNERSHIP (AMENDED AND RESTATED AS OF APRIL 4, 2014), AS AMENDED**
(Full title of the plan)

James F. Williams
Executive Vice President and Chief Financial Officer
Tanger Factory Outlet Centers, Inc.
3200 Northline Avenue Suite 360
Greensboro, North Carolina 27408-7612
(336) 292-3010
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Bradd L. Williamson, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
(212) 906-1200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Shares, \$0.01 par value	3,300,000	\$ 14.12	\$ 46,596,000	\$6,048.16

- (1) Consists of an additional 3,300,000 common shares, par value \$0.01 per share ("Common Shares") of Tanger Factory Outlet Centers, Inc. (the "Company") available for issuance under the Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (Amended and Restated as of April 4, 2014), as amended (the "Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the number of Common Shares registered on this Registration Statement will be adjusted as a result of future share splits, share dividends or similar transactions.
 - (2) For purposes of computing the registration fee only. Pursuant to Rule 457(h) of the Securities Act, the Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices per Common Share as reported on the New York Stock Exchange on January 3, 2020.
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EXPLANATORY NOTE

On May 17, 2019, at the 2019 Annual Meeting of Shareholders of the Company, the Shareholders approved an amendment to the Plan which increased the aggregate number of Common Shares that may be issued under the Plan to 18,700,000 (resulting in an increase of 3,300,000 Common Shares available for issuance under the Plan). This Registration Statement is being filed in order to register the additional Common Shares that may be offered or sold to participants under the Plan as a result of the amendment approved on May 17, 2019.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registration Statement on [Form S-8](#) filed by the Registrant with the Securities and Exchange Commission on July 29, 2014 (File No. 333-197713).

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Articles of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1996).
4.1A	Amendment to Amended and Restated Articles of Incorporation dated May 29, 1996 (incorporated herein by reference to Exhibit 3.1A to the Company's Annual Report on Form 10-K for the year ended December 31, 1996).
4.1B	Amendment to Amended and Restated Articles of Incorporation dated August 20, 1998 (incorporated herein by reference to Exhibit 3.1B to the Company's Annual Report on Form 10-K for the year ended December 31, 1998).
4.1C	Amendment to Amended and Restated Articles of Incorporation dated September 30, 1999 (incorporated herein by reference to Exhibit 3.1C to the Company's Annual Report on Form 10-K for the year ended December 31, 1999).

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1D	<u>Amendment to Amended and Restated Articles of Incorporation dated November 10, 2005 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 10, 2005).</u>
4.1E	<u>Amendment to Amended and Restated Articles of Incorporation dated June 13, 2007 (incorporated herein by reference to Exhibit 3.1E to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).</u>
4.1F	<u>Articles of Amendment to Amended and Restated Articles of Incorporation dated August 27, 2008 (incorporated herein by reference to Exhibit 3.1(f) of the Company's Current Report on Form 8-K dated August 29, 2008).</u>
4.1G	<u>Articles of Amendment to Amended and Restated Articles of Incorporation of Tanger Factory Outlet Centers, Inc. dated May 18, 2011 (incorporated herein by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011).</u>
4.1H	<u>Articles of Amendment to Amended and Restated Articles of Incorporation of Tanger Factory Outlet Centers, Inc. dated May 24, 2012 (incorporated herein by reference to Exhibit 3.1H of the Company's and Tanger Properties Limited Partnership's Form S-3 dated June 7, 2012).</u>
4.2	<u>By-Laws of Tanger Factory Outlet Centers, Inc. restated to reflect all amendments through May 18, 2012 (incorporated by reference to Exhibit 3.2 to the Company's and Tanger Properties Limited Partnership's Form S-3 dated June 7, 2012).</u>
4.3	<u>Specimen Common Share certificate (incorporated by reference to Exhibit 4.1 to the Company's and Tanger Properties Limited Partnership's Registration Statement on Form S-4, filed April 9, 2009, as amended, Registration Nos.333-158503)</u>
5.1*	<u>Opinion of Womble Bond Dickinson (US) LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP.</u>
23.2*	<u>Consent of Womble Bond Dickinson (US) LLP (included in Exhibit 5.1).</u>
24.1*	<u>Powers of Attorney (included on the signature page of the Registration Statement).</u>
99.1	<u>Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (As Amended and Restated as of April 4, 2014) (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement filed on April 4, 2014).</u>
99.2	<u>2019 Declaration of Amendment to Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (As Amended and Restated as of April 4, 2014), as amended, dated as of March 29, 2019 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 5, 2019).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Greensboro, State of North Carolina, on January 10, 2020.

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ James F. Williams
James F. Williams
Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of the Registrant hereby severally constitutes and appoints James F. Williams and Chad D. Perry as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (unless revoked in writing) to sign this Registration Statement on Form S-8, and any and all amendments thereto, including any post-effective amendments as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might and could do in person hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David B. Henry</u> David B. Henry	Non-Executive Chairman of the Board of Directors	January 10, 2020
<u>/s/ Steven B. Tanger</u> Steven B. Tanger	Director, Chief Executive Officer (principal executive officer)	January 10, 2020
<u>/s/ James F. Williams</u> James F. Williams	Executive Vice President and Chief Financial Officer (principal financial officer)	January 10, 2020
<u>/s/ Thomas J. Guerrieri Jr.</u> Thomas J. Guerrieri Jr.	Vice President, Chief Accounting Officer and Controller (principal accounting officer)	January 10, 2020
<u>/s/ William G. Benton</u> William G. Benton	Director	January 10, 2020
<u>/s/ Jeffrey B. Citrin</u> Jeffrey B. Citrin	Director	January 10, 2020

Signature	Title	Date
<u>/s/ Thomas J. Reddin</u> Thomas J. Reddin	Director	January 10, 2020
<u>/s/ Thomas E. Robinson</u> Thomas E. Robinson	Director	January 10, 2020
<u>/s/ Bridget M. Ryan-Berman</u> Bridget M. Ryan-Berman	Director	January 10, 2020
<u>/s/ Allan L. Schuman</u> Allan L. Schuman	Director	January 10, 2020
<u>/s/ Susan E. Skerritt</u> Susan E. Skerritt	Director	January 10, 2020
<u>/s/ Luis A. Ubiñas</u> Luis A. Ubiñas	Director	January 10, 2020

January 10, 2020

Tanger Factory Outlet Centers, Inc.
3200 Northline Avenue, Suite 360
Greensboro, North Carolina 27408

RE: Registration Statement on Form S-8 Relating to the Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (Amended and Restated Effective April 4, 2014), as Amended

Ladies and Gentlemen:

We have acted as counsel to Tanger Factory Outlet Centers, Inc., a North Carolina corporation (the "Company"), and Tanger Properties Limited Partnership, a North Carolina limited partnership (the "Operating Partnership"), in connection with the preparation of the Company's above-referenced registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "1933 Act"), filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") on the date hereof. The Registration Statement relates to 3,300,000 shares of the Company's common shares, \$0.01 par value (the "Shares"), which are proposed to be offered and sold pursuant to the Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (Amended and Restated Effective April 4, 2014), as amended (the "Plan"). This opinion is provided pursuant to the requirements of Item 8(a) of Form S-8 and Item 601(b)(5) of Regulation S-K.

As the Company's counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's articles of incorporation and bylaws, each as amended to date, the Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as amended to date, and minutes and records of the corporate proceedings of the Company relating to the filing of the Registration Statement and the issuance of the Shares, as provided to us by the Company, certificates of public officials and of representatives of the Company, and statutes and other instruments and documents, as a basis for the opinions hereinafter expressed.

In rendering this opinion, we have relied upon certificates of public officials and representatives of the Company with respect to the accuracy of the factual matters contained in such certificates.

In connection with such examination, we have assumed (a) the genuineness of all signatures and the legal capacity of all signatories; (b) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies; and (c) the proper issuance and accuracy of certificates of public officials and representatives of the Company. In rendering opinions as to future events, we have assumed the facts and law existing on the date hereof.

Based on and subject to the foregoing, and having regard for such legal considerations as we deem relevant, it is our opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company, and, upon issuance, delivery and payment therefor in the manner contemplated by the Plan and the Registration Statement (including exchange in accordance with the Amended and Restated Agreement of Limited Partnership of the Operating Partnership), the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited to the laws of the State of North Carolina, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to any reference to the name of our firm in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Womble Bond Dickinson (US) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2019 relating to the financial statements of Tanger Factory Outlet Centers, Inc. and subsidiaries and the effectiveness of Tanger Factory Outlet Centers, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Tanger Factory Outlet Centers, Inc. and subsidiaries for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP

Charlotte, NC
January 10, 2020