

RAMCO GERSHENSON PROPERTIES TRUST  
Form 8-K  
February 28, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): February 24, 2014

RAMCO-GERSHENSON PROPERTIES TRUST  
(Exact name of registrant as specified in its Charter)

Maryland  
(State or other jurisdiction  
of incorporation)

1-10093  
(Commission  
File Number)

13-6908486  
(IRS Employer  
Identification No.)

31500 Northwestern Highway, Suite 300, Farmington Hills, Michigan  
(Address of principal executive offices)

48334  
(Zip Code)

Registrant's telephone number, including area code

(248) 350-9900

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))

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

5.02(b): On February 24, 2014, Mr. Robert A. Meister notified the Nominating and Corporate Governance Committee of the Board of Directors of Ramco-Gershenson Properties Trust that he will not stand for re-election to the Board at the Company's 2014 annual meeting of shareholders.

5.02(e): On February 24, 2014, the Compensation Committee of the Board of Trustees (the "Committee") approved the adoption of the 2014 Executive Incentive Plan for the Trust's chief executive officer (the "CEO") and chief financial officer (the "CFO"). Both individuals will participate in a short-term incentive program, based on the achievement of operating funds from operations per share targets, subject to the Trust's achievement of a maximum level of debt to EBITDA. The CEO and the CFO will have target short-term incentive opportunities equal to 100% and 60% of base salary, respectively.

Threshold payout (50% of target incentive), target payout (100% of target incentive) and maximum payout (200% of target incentive) will be determined by the Committee based on its assessment of the achievement of performance goals established in advance by the Committee.

The foregoing description is qualified in its entirety by the 2014 Executive Incentive Plan attached as Exhibit 10.1 hereto, which is hereby incorporated by reference.

Item 9.01 Exhibits

(d) Exhibits.

10.1 2014 Executive Incentive Plan, dated February 24, 2014

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SIGNATURES

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

RAMCO-GERSHENSON PROPERTIES TRUST

Date: February 28, 2014

By: /s/ Gregory R. Andrews  
Gregory R. Andrews  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit	Description
10.1	2014 Executive Incentive Plan, dated February 24, 2014