

RAMCO GERSHENSON PROPERTIES TRUST

Form S-3MEF

April 24, 2002

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As filed with the Securities and Exchange Commission on April 24, 2002

Registration No. 333-

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

Form S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Ramco-Gershenson Properties Trust

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

13-6908486

(I.R.S. Employer Identification No.)

27600 Northwestern Highway, Suite 200
Southfield, Michigan 48034
(248) 350-9900

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Dennis E. Gershenson
Chief Executive Officer
Ramco-Gershenson Properties Trust
27600 Northwestern Highway, Suite 200
Southfield, Michigan 48034
(248) 350-9900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies To:

Donald J. Kunz, Esq.
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Ave.
Detroit, Michigan 48226-3583
(313) 465-7454 (telephone)
(313) 465-7455 (facsimile)

Richard L. Muglia, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10004-6522
(212) 735-3710 (telephone)
(212) 735-2000 (facsimile)

Approximate date of commencement of proposed sale to public: As soon as practicable after the effective date of this Registration Statement.

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, check the following box.

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. 333-57871

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.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Maximum aggregate price per share | Maximum aggregate offering price | Amount of registration fee |
|--|--------------------------------|--|---|-----------------------------------|
| Common Shares of Beneficial Interest, \$0.01 par value | 805,000 | \$17.50 | \$14,087,500 | \$1,297 |
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Form S-3 Registration Statement

EX-5.1 Opinion/Consent of Ballard Spahr Andrews

EX-23.1 Consent and Report of Deloitte & Touche

EX-23.3 Consent of Honigman Miller Schwartz & Cohn

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This Registration Statement is being filed pursuant to Rule 462(b) to register additional securities of the same class as were included in the Registration Statement on Form S-3 (No. 333-57871) filed by the Registrant, which Registration Statement is hereby incorporated by reference into this Registration Statement.

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| Signature | Title | Date |
|------------------------------|--------------|----------------|
| <u>/s/ SELWYN ISAKOW</u> | Trustee | April 23, 2002 |
| Selwyn Isakow | | |
| <u>/s/ ROBERT A. MEISTER</u> | Trustee | April 23, 2002 |
| Robert A. Meister | | |
| <u>/s/ JOEL M. PASHCOW</u> | Trustee | April 23, 2002 |
| Joel M. Pashcow | | |
| <u>/s/ MARK K. ROSENFELD</u> | Trustee | April 23, 2002 |
| Mark K. Rosenfeld | | |

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EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|---------------------------|---|
| 5 | Opinion of Ballard Spahr Andrews and Ingersoll, LLP as to the validity of the Common Shares |
| 23.1 | Consent of and Report on Schedule from Deloitte & Touche LLP |
| 23.2 | Consent of Ballard Spahr Andrews and Ingersoll, LLP (included in Exhibit 5) |
| 23.3 | Consent of Honigman Miller Schwartz and Cohn LLP |
| 24 | Powers of Attorney (See page II-1) |