

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST  
Form 8-K  
June 21, 2013

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): 06/19/2013**

**Pennsylvania Real Estate Investment Trust**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-6300**

**Pennsylvania**  
(State or other jurisdiction of  
incorporation)

**23-6216339**  
(IRS Employer  
Identification No.)

**The Bellevue, 200 South Broad Street, Philadelphia, PA 19102**  
(Address of principal executive offices, including zip code)

**215-875-0700**  
(Registrant's telephone number, including area code)

(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))
-

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

In connection with the annual meeting of shareholders of Pennsylvania Real Estate Investment Trust (the "Company"), the term of trustee Stephen Cohen ended, including his term as a member of the audit committee. As a result, there were only two continuing members of that committee.

Section 303A.07 of the NYSE Listed Company Manual requires that the audit committee have a minimum of three members at all times, and on June 19, 2013, the Company received a letter from the New York Stock Exchange indicating that the Company was deficient in meeting the requirements of that section, and that if the deficiency was not cured by June 26, 2013, the Company would be deemed noncompliant.

On June 20, 2013, the Company's board of trustees appointed Charles Pizzi, a new trustee elected at this year's annual meeting, to the audit committee. As a result, the Company is now in compliance with Section 303A.07 of the NYSE Listed Company Manual.

---

**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.

Pennsylvania Real Estate Investment Trust

Date: June 21, 2013

By: /s/ Robert F. McCadden

---

Robert F. McCadden  
Executive Vice President and Chief Financial Officer