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TANGER FACTORY OUTLET CENTERS INC
Form POS EX
September 05, 2002

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)

TANGER FACTORY OUTLET CENTERS, INC., a
North Carolina Corporation

3200 Northline Avenue, Suite 360
Greensboro, North Carolina 27408
(336) 292-1108

TANGER FACTORY
TANGER PROPERTIES
PARTNERSHIP

TANGER PROPERTIES LIMITED PARTNERSHIP,
a North Carolina Partnership

(State or other jurisdiction of
Incorporation or organization)

(Address and telephone number of
Registrant's principal executive
offices)

(I.R.S. E

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

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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. / /

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

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

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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

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:

SIGNATURE -----	TITLE -----
* ----- 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
* ----- Steven B. Tanger	Director, President and Chief Operating Officer, Tanger Factory Outlet Centers, Inc. President and Trustee, Tanger GP Trust
* ----- Jack Africk	Director, Tanger Factory Outlet Centers, Inc. Trustee, Tanger GP Trust
* ----- William Benton	Director, Tanger Factory Outlet Centers, Inc. Trustee, Tanger GP Trust
* ----- Thomas E. Robinson	Director, Tanger Factory Outlet Centers, Inc. Trustee, Tanger GP Trust

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*

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

SIGNATURE

TITLE

*By: /s/ Steven B. Tanger

Name: Steven B. Tanger
Title: Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT

NO.

DESCRIPTION OF EXHIBIT

25

Statement of Eligibility of Trustee on Form T-1