

**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): April 15, 2013

**ACADIA REALTY TRUST**

(Exact name of registrant as specified in its charter)

Maryland  
(State or other  
jurisdiction of incorporation)

1-12002  
(Commission  
File Number)

23-2715194  
(I.R.S. Employer  
Identification No.)

1311 Mamaroneck Avenue  
Suite 260  
White Plains, New York 10605  
(Address of principal executive offices) (Zip Code)

(914) 288-8100  
(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))
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**Item 8.01. Other Events.**

Acadia Realty Trust (the “Registrant”) is registering the resale of up to 105,243 common shares of beneficial interest, which may be issuable upon exchange of units of limited partnership interest (“OP units”) by the holders of such units (the “OP unit holders”), under the Registrant’s registration statement on Form S-3 (File No. 333-180607), as supplemented by the prospectus supplement filed April 15, 2013 (the “Prospectus Supplement”) with the Securities and Exchange Commission.

In February 2012, the Registrant’s operating partnership, Acadia Realty Limited Partnership (the “Operating Partnership”), issued 105,243 OP units to the OP unit holders in exchange for certain real estate property contributed to the Operating Partnership. Concurrently with the closing of the transaction and the issuance of the OP units, the Registrant entered into a registration rights agreement pursuant to which it agreed to file the Prospectus Supplement registering the resale of the common shares that may be issuable upon exchange of the OP units. The registration of the common shares covered by the Prospectus Supplement satisfies the Registrant’s contractual obligation to do so but does not necessarily mean that the shares will be sold by the OP unit holders.

Attached hereto and incorporated by reference hereto is the opinion of Venable LLP relating to the validity of the securities offered by the Prospectus Supplement.

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**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits
  - 5.1 Opinion of Venable LLP.
  - 23.1 Consent of Venable LLP (included in Exhibit 5.1).
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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.

**ACADIA REALTY TRUST**  
(Registrant)

Date: April 16, 2013

By: /s/ Jonathan Grisham

Name: Jonathan Grisham  
Title: Sr. Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

(d) Exhibits

Exhibit Number Description

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5.1 Opinion of Venable LLP.

23.1 Consent of Venable LLP (included in Exhibit 5.1).

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## [LETTERHEAD OF VENABLE LLP]

April 15, 2013

Acadia Realty Trust  
1311 Mamaroneck Avenue, Suite 260  
White Plains, NY 10605

Re: Registration Statement on Form S-3 (File No. 333-180607)

Ladies and Gentlemen:

We have served as Maryland counsel to Acadia Realty Trust, a Maryland real estate investment trust (the "Trust"), in connection with certain matters of Maryland law arising out of the registration of up to 105,243 common shares (the "Shares") of beneficial interest, par value \$0.001 per share, of the Trust (the "Common Shares"), which may be sold from time to time by the shareholders of the Trust named under the caption "Selling Shareholders" in the above-referenced Registration Statement, and all amendments thereto (collectively, the "Registration Statement"), filed by the Trust with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"). The Trust may issue a portion or all of the Shares upon exchange of units of limited partnership interest (the "OP Units") in Acadia Realty Limited Partnership, a Delaware limited partnership (the "Operating Partnership").

In connection with our representation of the Trust, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
  2. The prospectus, dated April 6, 2012, as supplemented by a prospectus supplement, dated April 15, 2013, filed with the Commission pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;
  3. The Declaration of Trust of the Trust, as amended (the "Declaration of Trust"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
  4. The Bylaws of the Trust, as amended, certified as of the date hereof by an officer of the Trust;
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5. A certificate of the SDAT as to the good standing of the Trust, dated as of a recent date;

6. Resolutions adopted by the Board of Trustees of the Trust, or a duly authorized committee thereof (the “Resolutions”), relating to, among other matters, the authorization of the registration and issuance of the Shares, certified as of the date hereof by an officer of the Trust;

7. The certificate of limited partnership of the Operating Partnership, certified by the Delaware Secretary of State;

8. The Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as amended (the “Partnership Agreement”), certified as of the date hereof by an officer of the Trust;

9. A certificate executed by an officer of the Trust, dated as of the date hereof; and

10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Trust) is duly authorized to do so.

3. Each of the parties (other than the Trust) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party’s obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of the restrictions on transfer and ownership contained in Article VI of the Declaration of Trust.

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6. Upon the issuance of any of the Shares, the total number of Common Shares issued and outstanding will not exceed the total number of Common Shares that the Trust is then authorized to issue under the Declaration of Trust.

7. The OP Units have been duly authorized and validly issued by the Operating Partnership in accordance with the Partnership Agreement and will be exchanged for the Shares in accordance therewith.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Trust is a real estate investment trust duly formed and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued upon exchange of the OP Units in accordance with the Resolutions and the Partnership Agreement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Trust's Current Report on Form 8-K relating to the Shares (the "Current Report"). We hereby consent to the filing of this opinion as an exhibit to the Current Report and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

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