

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):

May 12, 2026

FIRST REAL ESTATE INVESTMENT TRUST OF NEW JERSEY, INC.

(Exact name of registrant as specified in charter)

Maryland	000-25043	22-1697095
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
505 Main Street, Suite 400, Hackensack, New Jersey		07601
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (201) 488-6400

(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 (see General Instruction A.2. below):

- 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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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	FREVS	OTC Pink Market
Preferred Stock Purchase Rights (1)		

(1) Registered pursuant to Section 12 (b) of the Act pursuant to a [form 8-A filed by the registrant on August 3, 2023](#). Until the Distribution Date (as defined in the registrant's [Stockholder Rights Agreement dated July 31, 2023](#)) the Preferred Stock Purchase Rights will be transferred with and only with the shares of the registrant's Common Stock to which the Preferred Stock Purchase Rights are attached.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

Amendment to Stockholder Rights Agreement

On May 12, 2026, First Real Estate Investment Trust of New Jersey, Inc. (the “Trust”) and Computershare Trust Company, N.A. (the “Rights Agent”) entered into a First Amendment to Stockholder Rights Agreement (the “First Amendment”), which amends the Stockholder Rights Agreement dated as of July 31, 2023 between the Trust and the Rights Agent (the “Stockholder Rights Agreement”). The First Amendment extends the term and the Final Expiration Date of the Stockholder Rights Agreement from July 31, 2026 to July 31, 2029.

The First Amendment is attached hereto as Exhibit 4.1.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

[4.1 First Amendment to Stockholder Rights Agreement](#)

SIGNATURES

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

FIRST REAL ESTATE INVESTMENT
TRUST OF NEW JERSEY, INC.

(Registrant)

By: /s/ Robert S. Hekemian, Jr.
Robert S. Hekemian, Jr.
President and Chief Executive Officer

Date: May 14, 2026

FIRST AMENDMENT TO STOCKHOLDER RIGHTS AGREEMENT

THIS FIRST AMENDMENT TO STOCKHOLDER RIGHTS AGREEMENT (this "Amendment"), is made as of May 13, 2026, by and between **FIRST REAL ESTATE INVESTMENT TRUST OF NEW JERSEY, INC.**, a Maryland corporation (the "Company"), and **COMPUTERSHARE TRUST COMPANY, N.A.**, a federally chartered trust company (the "Rights Agent"). Capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Rights Agreement (as defined below).

WHEREAS, the Company and the Rights Agent are parties to that certain Stockholder Rights Agreement, dated as of July 31, 2023 (the "Rights Agreement"); and

WHEREAS, Section 7(a) of the Rights Agreement currently provides that the Rights expire at the Close of Business on July 31, 2026 (the "Final Expiration Date"), unless earlier redeemed or exchanged; and

WHEREAS, the Company and the Rights Agent desire to extend the term of the Rights and to amend Section 7(a)(i) of the Rights Agreement to change the Final Expiration Date from July 31, 2026 to July 31, 2029 and to amend the Form of Right Certificate (Exhibit B to the Rights Agreement) to reflect July 31, 2029 as the amended Final Expiration Date;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. **Amendment to Section 7(a)(i)**. Clause (i) of Section 7(a) of the Rights Agreement is hereby deleted in its entirety, and the following is substituted therefor:

“(i) the Close of Business on July 31, 2029 (the “Final Expiration Date”).”

All references to “the Rights Agreement”, “this Agreement” and similar references shall be amended to be references to the Rights Agreement as hereby amended.

2. **Amendment to Form of Right Certificate (Exhibit B to the Rights Agreement)**. All references in the Form of Right Certificate (Exhibit B) to “July 31, 2026” are hereby deleted and “July 31, 2029” is substituted therefor.

3. **No Other Changes**. Except as expressly set forth in this Amendment, the Rights Agreement remains unmodified and in full force and effect and is hereby ratified and confirmed in all respects.

4. **Governing Law**. This Amendment shall be governed by and construed in accordance with the laws of the State of Maryland, except that the duties, obligations and rights of the Rights Agent under this Amendment shall be governed by and construed in accordance with the laws of the State of Delaware.

5. **Counterparts.** This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument. Signatures executed and/or transmitted via facsimile or other electronic means (including those transmitted by electronic mail in portable document format (.pdf)) may be used in place of original signatures on this Amendment, and the Company and the Rights Agent both intend to be bound by signatures being so executed and/or transmitted.

[signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as an instrument under seal and attested, all as of the day and year first above written.

Attested:

FIRST REAL ESTATE INVESTMENT TRUST OF NEW JERSEY, INC.

By: _____
Name: John A. Aiello
Title: Secretary

By: _____
Name: Robert S. Hekemian, Jr.
Title: Chief Executive Officer and President

ATTEST:

COMPUTERSHARE TRUST COMPANY, N.A., as Rights Agent

By: _____

By: _____
Name: Shirley Nessralla
Title: Manager, Client Management
