

CBL & ASSOCIATES PROPERTIES INC
Form 8-K
October 28, 2016

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): October 27, 2016

CBL & ASSOCIATES PROPERTIES, INC.

CBL & ASSOCIATES LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-12494	62-1545718
Delaware	333-182515-01	62-1542285
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421
(Address of principal executive office, including zip code)

423.855.0001
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, 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))

oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 Results of Operations and Financial Condition

On October 27, 2016, CBL & Associates Properties, Inc. (the "Company") reported its results for the third quarter ended September 30, 2016. The Company's earnings release and supplemental financial and operating information for the third quarter ended September 30, 2016 is attached as Exhibit 99.1. On October 28, 2016, the Company held a conference call to discuss the results for the third quarter ended September 30, 2016. The conference call script is attached as Exhibit 99.2.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Shell Company Transactions

Not applicable

(d) Exhibits

Exhibit Number	Description
99.1	Earnings Release dated October 27, 2016 and Supplemental Financial and Operating Information - For the Three Months and Nine Months Ended September 30, 2016
99.2	Investor Conference Call Script - Third Quarter Ended September 30, 2016

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.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ Farzana K. Mitchell

Farzana K. Mitchell
Executive Vice President -
Chief Financial Officer and Treasurer

CBL & ASSOCIATES LIMITED PARTNERSHIP

By: CBL HOLDINGS I, INC., its general partner

/s/ Farzana K. Mitchell

Farzana K. Mitchell
Executive Vice President -
Chief Financial Officer and Treasurer

Date: October 28, 2016

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Registration Statement No. 333-142575, filed on May 3, 2007, pertaining to the registration of 5,000,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Omnibus Performance Incentive Plan;

Registration Statement No. 333-136241, filed on August 2, 2006, pertaining to the registration of 200,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. 2006 Non-Employee Directors Equity Compensation Plan;

Registration Statement No. 333-127161, filed on August 3, 2005, pertaining to the registration of 1,534,537 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Amended and Restated Long-Term Incentive Plan (1999);

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Registration Statement No. 333-115044, filed on April 30, 2004, pertaining to the registration of 1,289,776 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Amended and Restated Long-Term Incentive Plan (1999);

Registration Statement No. 333-104701, filed on April 23, 2003, pertaining to the registration of 1,134,336 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Amended and Restated Long-Term Incentive Plan (1999);

Registration Statement No. 333-97121, filed on July 25, 2002, pertaining to the registration of 2,700,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Amended and Restated Long-Term Incentive Plan (1999);

Registration Statement No. 333-75524, filed on December 20, 2001, pertaining to the registration of 600,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Employee Stock Purchase Plan, and the registration of 600,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Officer Incentive Plan, and the registration of 20,000 shares of the Registrant's Common Stock issuable pursuant to nonqualified stock options issued to Dan R. Hennig;

Registration Statement No. 333-86987, filed on September 13, 1999, pertaining to the registration of 320,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990;

Registration Statement No. 333-86985, filed on September 13, 1999, pertaining to the registration of 2,800,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Long-Term Incentive Plan (1999);

Registration Statement No. 333-86983, filed on September 13, 1999, pertaining to the registration of 236,625 shares of the Registrant's Common Stock and an indeterminate number of interests issuable pursuant to the AGL Resources Inc. Retirement Savings Plus Plan;

Registration Statement No. 333-26961, filed on May 13, 1997, pertaining to the registration of 3,000,000 shares of the Registrant's Common Stock and an indeterminate number of interests issuable pursuant to the AGL Resources Inc. Retirement Savings Plus Plan;

Registration Statement No. 333-02353, filed on April 9, 1996, pertaining to the registration of 1,600,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990;

Registration Statement No. 333-01519, filed on March 7, 1996, pertaining to the registration of 200,000 shares of the Registrant's Common Stock issuable pursuant to the AGL Resources Inc. 1996 Non-Employee Directors Equity Compensation Plan;

Registration Statement No. 33-62155-99, filed on August 28, 1995 (as amended by Post-Effective Amendment No. 1 filed on December 22, 1995, Post-Effective Amendment No. 2 filed on March 6, 1996, and Post-Effective Amendment No. 3 filed on April 22, 1996), pertaining to the registration of 100,000 shares of the Registrant's Common Stock and an indeterminate number of interests issuable under the Atlanta Gas Light Company Non-Qualified Savings Plan;

Registration Statement No. 33-52907-99, filed on March 3, 1994 (as amended by Post-Effective Amendment No. 1 filed on December 22, 1995, and Post-Effective Amendment No. 2 filed on March 6, 1996), pertaining to the registration of 700,000 shares of the Registrant's Common Stock and an indeterminate number of interests issuable under the Atlanta Gas Light Company Retirement Savings Plus Plan;

Registration Statement No. 33-50301-99 (as amended by Post-Effective Amendment No. 1 filed on March 6, 1996), pertaining to the registration of shares of the Registrant's Common Stock issuable under the Atlanta Gas Light Company Long-Term Stock Incentive Plan of 1990;

Registration Statement No. 33-36231-99 (as amended by Post-Effective Amendment No. 1 filed on March 6, 1996), pertaining to the registration of shares of the Registrant's Common Stock issuable under the Atlanta Gas Light Company Long-Term Stock Incentive Plan of 1990;

Registration Statement No. 33-31674-99 (as amended by Post-Effective Amendment No. 1, and Post-Effective Amendment No. 2 filed on March 6, 1996), pertaining to the registration of shares of the Registrant's Common Stock issuable under the Atlanta Gas Light Company Leveraged Employee Stock Ownership Plan.

On July 1, 2016, pursuant to the Agreement and Plan of Merger, dated August 23, 2015, among the Registrant, The Southern Company, a Delaware corporation (“Southern”), and AMS Corp., a Georgia corporation and wholly owned subsidiary of Southern (“Merger Sub”), Merger Sub merged with and into the Registrant (the “Merger”), with the Registrant surviving the Merger as a wholly owned subsidiary of Southern.

In connection with the Merger, the Registrant has terminated all offerings of the Registrant’s Common Stock and interests pursuant to the above-referenced Registration Statements. Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statements with respect to the Registrant’s Common Stock and interests and, by means of these Post-Effective Amendments, removes from registration the Common Stock and interests that had been registered for issuance but remain unsold under the Registration Statements.

This Post-Effective Amendment does not remove from registration the \$20,155,000 of deferred compensation obligations under the AGL Resources Inc. Nonqualified Savings Plan, which were registered on Registration Statement No. 333-154965, filed on November 3, 2008, or the \$2,000,000 of deferred compensation obligations under the AGL Resources Inc. Nonqualified Savings Plan, which were registered on Registration Statement No. 333-26963, filed on May 13, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on July 8, 2016.

AGL RESOURCES INC.

By: /s/ Paul R. Shlanta
Paul R. Shlanta
Executive Vice President and General Counsel