

WEINGARTEN REALTY INVESTORS /TX/

Form 8-K

March 22, 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): March 22, 2013

WEINGARTEN REALTY INVESTORS

(Exact name of Registrant as specified in its Charter)

Texas
(State or other jurisdiction

of incorporation)

1-9876
(Commission

file number)

74-1464203
(I.R.S. Employer

Identification Number)

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2600 Citadel Plaza Drive, Suite 125, Houston, Texas 77008

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 866-6000

Not applicable

(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))

ITEM 2.03. Creation Of A Direct Financial Obligation Or An Obligation Under An Off-Balance Sheet Arrangement Of A Registrant.

On March 22, 2013, Weingarten Realty Investors (the Company) closed an underwritten public offering of \$300 million aggregate principal amount of its new series of 3.50% senior notes due 2023. The offering was made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission on October 7, 2011. The notes are governed by the terms of an Indenture, dated as of May 1, 1995, as amended by a First Supplemental Indenture, dated as of August 2, 2006, and a Second Supplemental Indenture, dated as of October 9, 2012 (collectively, the Indenture), by and between the Company and The Bank of New York Mellon Trust Company, N.A. (successor in interest to J.P. Morgan Trust Company, National Association), as trustee.

The notes will mature on April 15, 2023. The notes are subject to redemption at the Company's option at any time in whole or in part, at any time or from time to time, prior to maturity. The redemption price for notes that are redeemed before January 15, 2023 will be equal to the greater of: (i) 100% of the principal amount of the notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed discounted to such redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 25 basis points; plus, in either case, accrued and unpaid interest on the principal amount of the notes to be redeemed to, but excluding, the redemption date. If the notes are redeemed on or after January 15, 2023, the Company may redeem the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest on the principal amount being redeemed to, but excluding, the redemption date.

The estimated net proceeds to the Company were approximately \$296.2 million after deducting the underwriting discount and other estimated expenses of the offering payable by the Company. The Company intends to use the net proceeds to repay amounts under its \$500 million unsecured revolving credit facility notes and for general business purposes. The borrowings under the credit facility were used for general business purposes, including for working capital, repayment of maturing debt, redemption of \$75 million of Series D Preferred Shares of Beneficial Interest and for the acquisition, development and redevelopment of shopping centers.

In connection with the offering of the notes, the Company entered into an underwriting agreement dated March 19, 2013 with Merrill Lynch, Pierce, Fenner & Smith Incorporated, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters, which is filed as Exhibit 1.1 hereto.

The description in this Current Report of the notes is not intended to be a complete description, and the description is qualified in its entirety by the full text of the form of note which is attached as an exhibit to this Current Report.

ITEM 8.01. Other Events.

On March 19, 2013, the Company issued a press release announcing the pricing of the Company's offering of \$300 million aggregate principal amount of 3.50% senior notes due 2023. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

ITEM 9.01. Financial Statements And Exhibits.

(d) Exhibits.

Exhibit

Number	Description
1.1	Underwriting Agreement, dated March 19, 2013, among Weingarten Realty Investors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters.
4.1	Form of 3.50% Senior Note due 2023.
99.1	Weingarten Realty Investors press release dated March 19, 2013.

SIGNATURE

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.

Date: March 22, 2013

WEINGARTEN REALTY INVESTORS

By: /s/ Joe D. Shafer
Joe D. Shafer
Senior Vice President/
Chief Accounting Officer