

CBL & ASSOCIATES PROPERTIES INC  
Form S-8 POS  
June 29, 2012

As filed with the Securities and Exchange Commission on June 29, 2012  
Registration No. 333-182217

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No. 1 to  
Form S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

CBL & ASSOCIATES PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation  
or organization)

62-1545718  
(I.R.S. Employer  
Identification No.)

CBL Center  
2030 Hamilton Place Blvd., Suite 500  
Chattanooga, Tennessee  
(Address of Principal Executive Offices)

37421-6000  
(Zip Code)

CBL & Associates Properties, Inc. 2012 Stock Incentive Plan  
(Full title of the plan)

Stephen D. Lebovitz  
President and Chief Executive Officer  
CBL & Associates Properties, Inc.  
2030 Hamilton Place Blvd., Suite 500  
Chattanooga, TN 37421  
(Name and address of agent for service)

(423) 855-0001  
(Telephone number, including area code, of agent for service)

PLEASE SEND COPIES OF COMMUNICATIONS TO:

Steven R. Barrett, Esq.  
Husch Blackwell LLP  
736 Georgia Avenue, Suite 300  
Chattanooga, Tennessee 37402

Yaacov M. Gross, Esq.  
Goulston & Storrs  
750 Third Avenue, 22<sup>nd</sup> Floor  
New York, New York 10017

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

On June 19, 2012, CBL & Associates Properties, Inc. (the "Company") filed a Registration Statement on Form S-8, File No. 333-182217, for the registration of 10,400,000 shares of the Company's common stock, par value \$.01 per share, to be issued under the CBL & Associates Properties, Inc. 2012 Stock Incentive Plan (the "Original Registration Statement"). This Post-Effective Amendment No. 1 is being filed solely to include a corrected Exhibit 5.1 legality opinion filed in Part II Item 8 of the Original Registration Statement. Accordingly, this Post-Effective Amendment No. 1 amends only Part II Item 8 of the Original Registration Statement. This Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Company, as amended through May 2, 2011 (a)
4.2	Amended and Restated Bylaws of the Company, as amended through May 2, 2011 (a)
5.1	Opinion of Husch Blackwell LLP*
23.1	Consent of Husch Blackwell LLP (included in Exhibit 5.1)*
23.2	Consent of Deloitte & Touche LLP**
23.3	Consent of Deloitte & Touche LLP**
23.4	Consent of Deloitte & Touche LLP**
24.1	Power of Attorney (included in signature page of this Registration Statement)**
99.1	CBL & Associates Properties, Inc. 2012 Stock Incentive Plan (b)

(a) Incorporated by reference from the Company's Current Report on Form 8-K, filed on May 4, 2011.\*\*\*

(b) Incorporated by reference from the Company's Current Report on Form 8-K, filed on May 10, 2012.\*\*\*

\* Filed herewith.

\*\* Previously filed.

\*\*\* SEC File No. 1-12494

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, CBL & Associates Properties, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chattanooga, State of Tennessee, on the 29th day of June, 2012.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ John N. Foy  
John N. Foy  
Vice Chairman of the Board,  
Chief Financial Officer,  
Treasurer and Secretary

By:

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
* Charles B. Lebovitz	Chairman of the Board of Directors	June 29, 2012
/s/ John N. Foy John N. Foy	Vice Chairman of the Board of Directors, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	June 29, 2012
* Stephen D. Lebovitz	Director, President and Chief Executive Officer (Principal Executive Officer)	June 29, 2012
* Gary L. Bryenton	Director	June 29, 2012
* Thomas J. DeRosa	Director	June 29, 2012
* Matthew S. Dominski	Director	June 29, 2012
* Gary J. Nay	Director	June 29, 2012
* Kathleen M. Nelson	Director	June 29, 2012
* Winston W. Walker	Director	June 29, 2012

\*By: /s/ John N. Foy  
John N. Foy, Attorney-in-Fact

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