

REGENCY CENTERS LP
Form 8-K
February 27, 2019

SECURITIES AND EXCHANGE COMMISSION

UNITED STATES

Washington, DC 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) February 25, 2019

REGENCY CENTERS CORPORATION

REGENCY CENTERS, L.P.

(Exact name of registrant as specified in its charter)

Florida (Regency Centers Corporation) 1-12298 (Regency Centers Corporation) 59-3191743 (Regency Centers Corporation)

**Delaware (Regency Centers, L.P.)
(State or other jurisdiction
of incorporation)**

**0-24763 (Regency Centers, L.P.)
(Commission
File Number)**

**59-3429602 (Regency Centers, L.P.)
(IRS Employer
Identification No.)**

One Independent Drive, Suite 114
Jacksonville, Florida
(Address of principal executive offices)

32202
(Zip Code)

Registrant's telephone number including area code:

(904)-598-7000

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:

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))

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.

Item 8.01 Other Events.

Issuance of 4.650% Notes due 2049

On February 25, 2019, Regency Centers, L.P. (RCLP) and Regency Centers Corporation (Regency), the general partner of RCLP, entered into an Underwriting Agreement (the Underwriting Agreement) with Wells Fargo Securities, LLC, as representative of the several underwriters named therein, pursuant to which RCLP agreed to issue and sell an aggregate of \$300,000,000 principal amount of its 4.650% Notes due 2049 (the Notes) priced to the public at 99.661% of principal amount. The Notes will be guaranteed as to the payment of principal and interest by Regency. The offering of the Notes is expected to close on March 6, 2019.

The Notes will bear interest at a rate of 4.650% per annum and mature on March 15, 2049. Interest on the Notes will be payable semi-annually in arrears on March 15 and September 15 of each year, beginning September 15, 2019, to holders of record on the immediately preceding March 1 and September 1.

The Notes will be issued pursuant to the terms of an Indenture dated as of December 5, 2001, as supplemented by the First Supplemental Indenture dated as of June 5, 2007, the Second Supplemental Indenture dated as of June 2, 2010, the Third Supplemental Indenture dated as of August 17, 2015, the Fourth Supplemental Indenture dated as of January 26, 2017 and the Fifth Supplemental Indenture to be dated as of March 6, 2019, each among RCLP, Regency, as guarantor, and U.S. Bank National Association, as trustee.

The foregoing is not a complete discussion of the Underwriting Agreement and is qualified in its entirety by reference to the full text of the Underwriting Agreement attached to this Current Report on Form 8-K as Exhibit 1.1, which is incorporated herein by reference.

Redemption of 4.80% Notes due 2021

On February 26, 2019, RCLP notified U.S. Bank National Association, as trustee, of its intent to redeem on March 30, 2019 the entire \$250 million outstanding of 4.80% Notes due 2021. The redemption price will be determined in accordance with the applicable indenture and is expected to be approximately \$265.2 million including accrued and unpaid interest through the proposed redemption date and a make-whole amount as defined in such indenture.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
1.1	<u>Underwriting Agreement dated as of February 25, 2019 among Regency Centers, L.P., Regency Centers Corporation, and Wells Fargo Securities, LLC, as representative of the several underwriters named therein.</u>
5.1	<u>Opinion of Foley & Lardner LLP as to the legality of the securities</u>
23.1	<u>Consent of Foley & Lardner LLP (included in Exhibit 5.1)</u>
99.1	<u>Press release issued February 25, 2019</u>
99.2	<u>Press release issued February 26, 2019</u>

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.

REGENCY CENTERS CORPORATION

February 26, 2019

By: /s/ J. Christian Leavitt
J. Christian Leavitt, Senior Vice President
and Treasurer

REGENCY CENTERS, L.P.

**By: Regency Centers Corporation,
its general partner**

February 26, 2019

By: /s/ J. Christian Leavitt
J. Christian Leavitt, Senior Vice President
and Treasurer