

REGENCY CENTERS CORP  
Form 8-K  
January 26, 2017

**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) **January 26, 2017**

**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.) 0-24763 (Regency Centers, L.P.) 59-3429602 (Regency Centers, L.P.)**  
**(State or other jurisdiction (Commission (IRS Employer**

**of incorporation) File Number) 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))

**Item 8.01 Other Events.**

**3.600% Notes Due 2027 and 4.400% Notes Due 2047**

On January 26, 2017, Regency Centers, L.P. ( RCLP ) and Regency Centers Corporation, the general partner of RCLP ( Regency ), entered into a Fourth Supplemental Indenture (the Fourth Supplemental Indenture ) with U.S. Bank National Association, as trustee, pursuant to a \$350,000,000 Note offering of 3.600% Notes due 2027 (the 2027 Notes ) priced at 99.741% and a \$300,000,000 Note offering of 4.400% Notes due 2047 (the 2047 Notes and, together with the 2027 Notes, the Notes ) priced at 99.110%. The Notes are guaranteed as to the payment of principal and interest by Regency. The offering of the Notes (the Note Offering ) closed on January 26, 2017.

The Notes were issued pursuant to the terms of an Indenture dated as of December 5, 2001, as supplemented by a First Supplemental Indenture dated as of June 5, 2007, a Second Supplemental Indenture dated as of June 2, 2010, a Third Supplemental Indenture dated as of August 17, 2015 and the Fourth Supplemental Indenture dated as of January 26, 2017, each among RCLP, Regency, as guarantor, and U.S. Bank National Association, as successor to Wachovia Bank, National Association (formerly known as First Union National Bank), as trustee.

**Commitment Letter for Senior Unsecured Bridge Loan**

On November 14, 2016, Regency and RCLP entered into that certain Commitment Letter (together with the exhibits and annexes attached thereto, as amended, supplemented or otherwise modified, the Commitment Letter ), by and among Regency, RCLP and J.P. Morgan Chase Bank, N.A. ( JPMorgan ), pursuant to which JPMorgan committed to provide, subject to customary closing conditions, \$750,000,000 of senior unsecured bridge loans, the proceeds of which could be used to refinance certain existing indebtedness of Regency and Equity One, Inc. ( Equity One ) and to pay fees and expenses in connection with Equity One s merger with and into Regency and related transactions.

On January 26, 2017, Regency and RCLP notified JPMorgan that, in accordance with the terms of the Commitment Letter, the commitments thereunder were immediately and permanently reduced by \$389,082,200. After giving effect to such reduction, the aggregate commitment of JPMorgan under the Commitment Letter is \$360,917,800.

JPMorgan or its affiliates have provided investment or commercial banking services to Regency or its affiliates in the past and may do so in the future.

**Item 9.01 Financial Statements and Exhibits**

Exhibit Number	Description
4.1	Fourth Supplemental Indenture dated as of January 26, 2017 to the Indenture dated as of December 5, 2001 among RCLP, Regency, as guarantor, and U.S. Bank National Association, as trustee.
4.2	Form of Global Note for 3.600% Notes due 2027 of Regency Centers, L.P.
4.3	Form of Global Note for 4.400% Notes due 2047 of Regency Centers, L.P.
4.4	Guarantee of Regency Centers Corporation (included in the Global Note filed as Exhibit 4.2)
4.5	Guarantee of Regency Centers Corporation (included in the Global Note filed as Exhibit 4.3)



**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**

January 26, 2017

By: /s/ J. Christian Leavitt  
J. Christian Leavitt,

Senior Vice President and Treasurer

**REGENCY CENTERS, L.P.**

By: Regency Centers Corporation,

**its general partner**

January 26, 2017

By: /s/ J. Christian Leavitt  
J. Christian Leavitt,

Senior Vice President and Treasurer