

REGENCY CENTERS CORP
Form FWP
February 25, 2019

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated February 25, 2019

Relating to Preliminary Prospectus Supplement dated February 25, 2019

to Prospectus dated March 31, 2017

Registration Nos. 333-217081 and 333-217081-01

REGENCY CENTERS, L.P.

4.650% Notes Due 2049

Pricing Term Sheet

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|------------------------------------|---|
| Issuer: | Regency Centers, L.P. |
| Security: | 4.650% Notes Due 2049 (the Notes) |
| Guarantee: | Regency Centers Corporation, the general partner of Regency Centers, L.P., will guarantee the payment of principal and interest of the Notes. |
| Expected Ratings (Moody s / S&P)*: | Baa1 / BBB+ |
| Principal Amount: | \$300,000,000 |
| Coupon (Interest Rate): | 4.650% per annum |
| Interest Payment Dates: | March 15 and September 15, commencing September 15, 2019 |
| Interest Record Dates: | The immediately preceding March 1 and September 1 |
| Maturity: | March 15, 2049 |
| Denominations: | \$2,000 x \$1,000 in excess thereof |
| Price to Public: | 99.661% of principal amount, plus accrued interest, if any, from the date of original issuance |
| Trade Date: | February 25, 2019 |
| Settlement Date: | T+7; March 6, 2019 |
| Net Proceeds: | \$296,358,000 (after deducting underwriting discount and before expenses associated with the transaction). |
| Optional Redemption Provision: | In full or in part at any time, prior to September 15, 2048 (Par Call Date), make whole call based on U.S. Treasury plus 25 bps to the Par Call Date, and, on or after the Par Call Date, redeemable at 100% of the principal amount plus accrued and unpaid interest to the redemption date. |
| Benchmark Treasury: | 3.375% due November 15, 2048 |

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| Spread to Benchmark Treasury: | T+165 bps |
| Benchmark Treasury Price / Yield: | 106-29 / 3.021% |
| Re-Offer Yield: | 4.671% |
| CUSIP / ISIN: | 75884R AY9 / 75884R AY9 |
| Joint Book-Running Managers: | Wells Fargo Securities, LLC J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated SunTrust Robinson Humphrey, Inc. U.S. Bancorp Investments, Inc. |
| Senior Co-Managers: | PNC Capital Markets LLC Mizuho Securities USA LLC Regions Securities LLC |
| Co-Managers: | BB&T Capital Markets, a division of BB&T Securities, LLC BMO Capital Markets Corp. SMBC Nikko Securities America, Inc. TD Securities (USA) LLC Comerica Securities, Inc. |

***Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer expects that delivery of the notes will be made to investors on or about March 6, 2019 which will be the seventh business day following the date of this pricing term sheet (such settlement being referred to as T+7). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing of the notes or the next four succeeding business days will be required, by virtue of the fact that the notes initially will settle in T+7, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisors.

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission, or SEC, for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC's website at www.sec.gov. Alternatively, the issuer underwriters participating in the offering will arrange to send you the prospectus supplement and accompanying prospectus if you request it by calling Wells Fargo Securities, LLC at 1-800-645-3751 or by emailing wfscustomerservice@wellsfargo.com, by calling J.P. Morgan Securities LLC collect at (212) 834-4533, or by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or by emailing dg.prospectus_requests@baml.com.