

REGENCY CENTERS CORP  
Form 8-K  
June 28, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**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) June 28, 2016**

**REGENCY CENTERS CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Florida**  
**(State or other jurisdiction**  
**of incorporation)**

**001-12298**  
**(Commission**  
**File Number)**

**59-3191743**  
**(IRS Employer**  
**Identification No.)**

**One Independent Drive, Suite 114**

**32202**

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**Jacksonville, Florida**

**(Address of principal executive offices)**

**(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 7.01 Regulation FD Disclosures.**

On June 28, 2016, Regency Centers Corporation. (the Company ) physically settled a portion of its forward sale agreement dated March 17, 2016 (the Forward Sale Agreement ) with JPMorgan Chase Bank, National Association (the Forward Purchaser ) by delivering an aggregate of 1,850,000 shares of the Company s common stock. Upon physical settlement of such portion of the Forward Sale Agreement, the Company received net proceeds of approximately \$137.5 million, after deducting the underwriters discount and before deducting estimated offering expenses. 1,250,000 shares of the Company s common stock may still be physically settled under the Forward Sale Agreement prior to June 23, 2017.

As previously announced, on March 17, 2016, the Company priced an offering of its common stock, par value \$0.01 per share (the Offering ). In connection with the Offering, the Company entered into the Forward Sale Agreement and an underwriting agreement dated March 17, 2016 (the Underwriting Agreement ) by and among the Company, the Forward Purchaser, the Forward Seller (as defined therein) and J.P. Morgan Securities, LLC, as an underwriter (the Underwriter ). Pursuant to the Underwriting Agreement, the Forward Seller borrowed and sold to the Underwriter an aggregate of 3,100,000 shares of the Company s common stock. The Forward Sale Agreement relates to the forward sale by the Company of a number of shares of common stock equal to the number of shares of common stock borrowed and sold by the Forward Seller pursuant to the Underwriting Agreement.

The Offering is described in the prospectus supplement of the Company, dated March 17, 2016, together with the related prospectus dated March 4, 2014. The description of the Underwriting Agreement and the Forward Sale Agreement set forth above is qualified in its entirety by reference to the Underwriting Agreement and the Forward Sale Agreement, which are filed as Exhibits 1.1 and 10.1 respectively, to the Company s Current Report on Form 8-K filed on March 21, 2016.

On June 28, 2016, the Company issued a press release announcing the partial settlement. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

The information in this item shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference into any disclosure document relating to the Company, except to the extent, if any, expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**  
*(d) Exhibits*

Exhibit 99.1 Press release dated June 28, 2016

**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**  
(registrant)

June 28, 2016

By: /s/ J. Christian Leavitt  
J. Christian Leavitt, Senior Vice President  
Finance and Principal Accounting Officer