

PRICE LEGACY CORP  
Form 8-K  
May 24, 2004

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**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): **May 21, 2004**

**Price Legacy Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation)

**0-20449**  
(Commission File No.)

**33-0628740**  
(I.R.S. Employer  
Identification No.)

**17140 Bernardo Center Drive, Suite 300**  
**San Diego, California 92128**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(858) 675-9400**

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**Item 5. Other Events and Required FD Disclosure.**

On May 21, 2004, Price Legacy Corporation, a Maryland corporation, issued a press release announcing the filing of a shelf registration statement registering 24,367,348 shares of Price Legacy common stock held by certain stockholders, representing approximately 65.3% of the currently outstanding common stock. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press release issued by Price Legacy Corporation on May 21, 2004.

**SIGNATURE**

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.

Date: May 21, 2004

PRICE LEGACY CORPORATION

By: */s/* ROBERT M. SIORDIA

Name: Robert M. Siordia

Title: Chief Operating Officer

**EXHIBIT INDEX**

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