

CBL & ASSOCIATES PROPERTIES INC
Form 8-K
October 02, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): October 1, 2014

CBL & ASSOCIATES PROPERTIES, INC.

CBL & ASSOCIATES LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-12494 | 62-1545718 |
| Delaware | 333-182515-01 | 62-1542285 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421
(Address of principal executive office, including zip code)

423.855.0001
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, 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 (see General Instruction A.2. below):

£ 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 1.01 Entry Into a Material Definitive Agreement.

On October 1, 2014, CBL & Associates Limited Partnership (the “Operating Partnership”), the majority-owned operating partnership subsidiary of CBL & Associates Properties, Inc. (the “Company”), and the Company entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC, RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters listed on Schedule A thereto (the “Underwriters”), pursuant to which the Operating Partnership agreed to sell to the Underwriters the Operating Partnership's 4.60% Senior Notes due 2024 in an aggregate principal amount of \$300 million (the “Notes”).

The offering of the Notes is described in the Company's and the Operating Partnership's prospectus supplement, dated October 1, 2014, and the accompanying prospectus, dated September 17, 2013, filed with the Securities and Exchange Commission. The Notes were issued pursuant to the Company's and the Operating Partnership's existing shelf registration statement on Form S-3ASR (File Nos. 333-182515 and 333-182515-01).

The description herein of the Underwriting Agreement is qualified in its entirety, and the terms there are incorporated herein, by reference to the Underwriting Agreement filed as Exhibit 1.1 hereto.

Item 7.01 Regulation FD Disclosure.

The Operating Partnership intends to use the net proceeds of approximately \$297.7 million to reduce amounts outstanding under its unsecured revolving credit facilities and for general business purposes. The press release announcing the pricing of the Notes is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired
Not applicable
- (b) Pro Forma Financial Information
Not applicable
- (c) Shell Company Transactions
Not applicable
- (d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 1.1 | Underwriting Agreement, dated October 1, 2014, by and among, CBL & Associates Limited Partnership and CBL & Associates Properties, Inc. and J.P. Morgan Securities LLC, RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters listed on Schedule A thereto |
| 5.9 | Opinion of Husch Blackwell LLP as to the legality of the registered securities |
| 8.5 | Tax opinion of Husch Blackwell LLP |
| 23.1 | Consent of Husch Blackwell LLP (included in Exhibit 5.9 and Exhibit 8.5 hereto) |
| 99.1 | Press Release - CBL Prices \$300 Million of Senior Unsecured Notes |

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.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ Farzana K. Mitchell

Farzana K. Mitchell
Executive Vice President -
Chief Financial Officer and Treasurer

CBL & ASSOCIATES LIMITED PARTNERSHIP

By: CBL HOLDINGS I, INC., its general partner

/s/ Farzana K. Mitchell

Farzana K. Mitchell
Executive Vice President -
Chief Financial Officer and Treasurer

Date: October 2, 2014