

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

---

**REGENCY CENTERS CORPORATION**

(Exact name of registrant as specified in its charter)

---

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

**59-3191743**  
(I.R.S. Employer  
Identification No.)

**One Independent Drive, Suite 114**  
**Jacksonville, Florida 32202**  
(Address of Principal Executive Offices)

**Regency Centers Corporation Omnibus Incentive Plan**  
(Full title of the plan)

**Barbara C. Johnston, Esq.**  
**Senior Vice President, General Counsel**  
**One Independent Drive, Suite 114**  
**Jacksonville, Florida 32202**  
**(904) 598-7000**  
(Name, address and telephone number of agent for service)

*Copy to:*

**Michael B. Kirwan, Esq.**  
**Foley & Lardner LLP**  
**One Independent Drive, Suite 1300**  
**Jacksonville, Florida 32202**  
**(904) 359-2000**

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

---

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	4,000,000	\$65.37	\$261,480,000	\$31,692

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers additional shares of Common Stock that may become issuable under the above-named plan by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Company's outstanding shares of Common Stock.
- (2) Determined on the basis of the average of the high and low sale price of Common Stock as reported on The Nasdaq Stock Market on May 7, 2019 of \$65.37, solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act.
-

---

## EXPLANATORY NOTE

The purpose of this Registration Statement is to register 4,000,000 additional shares of common stock, par value \$0.01 per share (the “Common Stock”), of Regency Centers Corporation (the “Company”) in connection with the Company’s Omnibus Incentive Plan (f/k/a the 2011 Omnibus Incentive Plan).

Pursuant to General Instruction E of Form S-8, the contents of the Company’s Registration Statement on Form S-8 (Registration No. 333-174662), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as set forth below.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">Regency Centers Corporation Omnibus Incentive Plan (incorporated by reference to Appendix B to our definitive proxy statement filed on March 21, 2019)</a>
4.2	<a href="#">Restated Article of Incorporation of Regency Centers Corporation (incorporated by reference to Exhibit 3.a to the Company’s Form 10-Q filed on August 8, 2017)</a>
4.3	<a href="#">Amended and Restated Bylaws of Regency Centers Corporation (incorporated by reference to Exhibit 3.b to the Company’s Form 10-Q filed on August 8, 2017)</a>
5.1	<a href="#">Legal Opinion of Foley &amp; Lardner LLP</a>
23.1	<a href="#">Consent of KPMG LLP</a>
23.2	<a href="#">Consent of Foley &amp; Lardner LLP (included as part of its opinion filed as Exhibit 5.1 hereto)</a>

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on this 7<sup>th</sup> day of May, 2019.

REGENCY CENTERS CORPORATION

By: /s/ Martin E. Stein, Jr.  
Martin E. Stein, Jr.  
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on May 7, 2019 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Martin E. Stein, Jr.</u> Martin E. Stein, Jr.	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Lisa Palmer</u> Lisa Palmer	President, Chief Financial Officer, and Director (Principal Financial Officer)
<u>/s/ J. Christian Leavitt</u> J. Christian Leavitt	Senior Vice President and Treasurer (Principal Accounting Officer)
<u>/s/ Joseph F. Azrack</u> Joseph F. Azrack	Director
<u>/s/ Bryce Blair</u> Bryce Blair	Director
<u>/s/ C. Ronald Blankenship</u> C. Ronald Blankenship	Director
<u>/s/ Deirdre J. Evens</u> Deirdre J. Evens	Director
<u>/s/ Thomas W. Furphy</u> Thomas W. Furphy	Director
<u>/s/ Karin M. Klein</u> Karin M. Klein	Director
<u>/s/ Peter D. Linneman</u> Peter D. Linneman	Director
<u>/s/ David P. O'Connor</u> David P. O'Connor	Director
<u>/s/ John C. Schweitzer</u> John C. Schweitzer	Director
<u>/s/ Thomas G. Wattles</u> Thomas G. Wattles	Director

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 1300  
JACKSONVILLE, FL 32202-5017  
904.359.2000 TEL  
904.359.8700 FAX  
WWW.FOLEY.COM

CLIENT/MATTER NUMBER  
100830-0103

May 13, 2019

Regency Centers Corporation  
One Independent Drive, Suite 114  
Jacksonville, FL 32202

Ladies and Gentlemen:

We have acted as legal counsel to Regency Centers Corporation, a Florida corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended, relating to the registration of the offer, issuance and sale by the Company of 4,000,000 shares of common stock, par value \$0.01 per share (the "Securities") of the Company. The Securities are to be sold by the Company pursuant to the Regency Centers Corporation Omnibus Incentive Plan (the "Plan"), incorporated by reference as Exhibit 4.1 to the Registration Statement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Articles of Incorporation of the Company; (ii) the Bylaws of the Company; (iii) the Plan; (iv) the Registration Statement and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Securities have been duly authorized and, when issued and delivered upon the receipt of consideration constituting lawful consideration under Florida law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the state of Florida. We assume no obligation to supplement this opinion letter if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinions expressed herein after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to any reference to our firm in the prospectus which is a part of the Registration Statement. In giving this consent we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities Exchange Commission promulgated thereunder.

Very truly yours,

/s/ FOLEY & LARDNER LLP

AUSTIN  
BOSTON  
CHICAGO  
DALLAS  
DENVER

DETROIT  
HOUSTON  
JACKSONVILLE  
LOS ANGELES  
MADISON

MEXICO CITY  
MIAMI  
MILWAUKEE  
NEW YORK  
ORLANDO

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
TALLAHASSEE

TAMPA  
WASHINGTON, D. C.  
BRUSSELS  
TOKYO

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Regency Centers Corporation, and  
Regency Centers, L.P.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Regency Centers Corporation of our reports dated February 21, 2019, with respect to the consolidated balance sheets of Regency Centers Corporation and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes and financial statement schedule III- Real Estate and Accumulated Depreciation, and the effectiveness of internal control over financial reporting as of December 31, 2018, which reports appear in the December 31, 2018 combined annual report on Form 10-K of Regency Centers Corporation and Regency Centers, L.P. We also consent to the use of our reports dated February 21, 2019, with respect to the consolidated balance sheets of Regency Centers, L.P. and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, capital, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes and financial statement schedule III- Real Estate and Accumulated Depreciation, and the effectiveness of internal control over financial reporting as of December 31, 2018, which reports appear in the December 31, 2018 combined annual report on Form 10-K of Regency Centers Corporation and Regency Centers, L.P.

/s/ KPMG LLP  
Jacksonville, Florida  
May 13, 2019