

---

---

**SECURITIES AND EXCHANGE COMMISSION  
UNITED STATES  
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) **December 14, 2017**

---

**REGENCY CENTERS CORPORATION**

(Exact name of registrant as specified in its charter)

---

**Florida (Regency Centers Corporation)**  
(State or other jurisdiction  
of incorporation)

**1-12298 (Regency Centers Corporation)**  
(Commission File Number)

**59-3191743 (Regency Centers Corporation)**  
(IRS Employer Identification No.)

**One Independent Drive, Suite 114**  
**Jacksonville, Florida**  
(Address of principal executive offices)

**32202**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(A) of the Exchange Act.

---

---

---

**Item 7.01 Regulation FD Disclosures.**

On December 14, 2017, Regency Centers Corporation (the “Company”) physically settled the final portion of its forward sale agreement dated March 17, 2016, as amended on June 14, 2017 (the “Forward Sale Agreement”) with JPMorgan Chase Bank, National Association (the “Forward Purchaser”) by delivering an aggregate of 1,250,000 shares of the Company’s common stock. Upon physical settlement of the final portion of the Forward Sale Agreement, the Company received net proceeds of approximately \$89.1 million, after deducting the underwriters’ discount and before deducting estimated offering expenses.

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 31, 2017. 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 December 14, 2017, the Company issued a press release announcing the final 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 December 14, 2017](#)

---

**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)

December 14, 2017

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



**NEWS RELEASE**  
**For immediate release**

Laura Clark  
904-598-7831

[LauraClark@RegencyCenters.com](mailto:LauraClark@RegencyCenters.com)

**Regency Centers Announces Final Settlement of its Common Stock Forward Sale Agreement**

**JACKSONVILLE, Fla.** (December 14, 2017) – Regency Centers Corporation (“Regency” or the “Company”) today announced the final settlement of its forward sale agreement, originally dated March 17, 2016 and amended on June 14, 2017, in connection with its common stock offering that closed on March 23, 2016. Upon settlement of 1,250,000 shares of the Company’s common stock, Regency received approximately \$89.1 million of net proceeds (the “Proceeds”) after adjustments for interest, dividends and the underwriters’ discount but before deducting offering expenses.

The Company will use the Proceeds to fund acquisition opportunities and for general corporate purposes.

**About Regency Centers Corporation (NYSE: REG)**

Regency Centers is the preeminent national owner, operator, and developer of shopping centers located in affluent and densely populated trade areas. Our portfolio includes thriving properties merchandised with highly productive grocers, restaurants, service providers, and best-in-class retailers that connect to their neighborhoods, communities, and customers. Operating as a fully integrated real estate company, Regency Centers is a qualified real estate investment trust (REIT) that is self-administered, self-managed, and an S&P 500 Index member. For more information, please visit [regencycenters.com](http://regencycenters.com)

###

Forward-looking statements involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements. Please refer to the documents filed by Regency Centers Corporation with the SEC, specifically the most recent reports on Forms 10-K and 10-Q, which identify important risk factors which could cause actual results to differ from those contained in the forward-looking statements.