## SECURITIES AND EXCHANGE COMMISSION UNITED STATES Washington, DC 20549

### FORM 8-K/A

### **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 1, 2005

### REGENCY CENTERS CORPORATION

(Exact name of registrant as specified in its charter)

Florida State or other O01-12298 (IRS Employer jurisdiction of incorporation) (Commission File Number) Identification No.)

121 West Forsyth Street, Suite 200 Jacksonville, Florida <u>32202</u>

(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))

### ONLY AMENDED ITEM 9.01 IS REPORTED HEREIN.

The registrant hereby voluntarily amends its Current Report on Form 8-K dated June 1, 2005, as amended by its Form 8-K/A filed on July 20, 2005, in order to provide an unaudited pro forma consolidated statement of operations for the year ended December 31, 2005.

### Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Audited Combined Historical Summary of Revenue and Certain Expenses for the Year Ended December 31, 2004 and the unaudited Historical Summaries of Combined Revenue and Certain Expenses for the Three Months Ended March 31, 2005 and 2004 (previously filed).

- (b) Pro Forma Financial Information.
  - (i) Unaudited Pro Forma Balance Sheet as of March 31, 2005 and unaudited Pro Forma Consolidated Statements of Operations for the three months ended March 31, 2005 and the year ended December 31, 2004 (previously filed).
  - (ii) Unaudited Pro Forma Consolidated Statements of Operations for the year ended December 31, 2005 (attached as Exhibit 99.3).
- (d) Exhibits.

<u>Exhibit</u> <u>Description</u>

	Wells Fargo Bank, National Association, as Agent (incorporated by reference to Exhibit 10(s) to the registrant's Form 10-K for the year ended December 31, 2005).	
10.2	Amended and Restated Limited Liability Company Agreement dated as of June 1, 2005 by and among Regency Centers, L.P., Macquarie CountryWide (US) No. 2 LLC, Macquarie-Regency Management, LLC, Macquarie CountryWide (US) No. 2 Corporation and Macquarie CountryWide Management Limited (incorporated by reference to Exhibit 10(t) to the registrant's Form 10-K for the year ended December 31, 2005).	
10.3	Purchase Agreement and Amendment to Amended and Restated Limited Liability Agreement relating to Macquarie CountryWide-Regency II, L.L.C. dated as of January 13, 2006 among Macquarie CountryWide (US) No. 2 LLC, Regency Centers, L.P. and Macquarie-Regency Management, LLC (incorporated by reference to Exhibit 10.1 to the registrant's 10-K for the quarter ended March 31, 2006).	
	2	
23.1		
	Consent of PricewaterhouseCoopers, LLP (incorporated by reference to Exhibit 23.1 to the registrant's Form 8-K/A filed on July 20, 2005).	
99.1		
99.1	registrant's Form 8-K/A filed on July 20, 2005).  Unaudited Pro Forma Balance Sheet as of March 31, 2005 and unaudited Pro Forma Consolidated Statements of Operations for the three months ended March 31, 2005 and the year ended December 31, 2004 (incorporated by reference to Exhibit 99.1 to the registrant's Form 8-K/A	
	registrant's Form 8-K/A filed on July 20, 2005).  Unaudited Pro Forma Balance Sheet as of March 31, 2005 and unaudited Pro Forma Consolidated Statements of Operations for the three months ended March 31, 2005 and the year ended December 31, 2004 (incorporated by reference to Exhibit 99.1 to the registrant's Form 8-K/A filed on July 20, 2005).  Audited Combined Historical Summary of Revenue and Certain Expenses for the Year Ended December 31, 2004 and the unaudited Historical Summaries of Combined Revenue and Certain Expenses for the Three Months Ended March 31, 2005 and 2004 (incorporated by reference to Exhibit 99.2 to	

### **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.

Date: May 17, 2006

### REGENCY CENTERS CORPORATION (registrant)

By: <u>/s/ J. Christian Leavitt</u> J. Christian Leavitt, , Senior Vice President and Chief Accounting Officer

### **INDEX**

### REGENCY CENTERS CORPORATION:

Unaudited Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2005

F-1

Notes to Unaudited Pro Forma Consolidated Statement of Operations

F-2

# REGENCY CENTERS CORPORATION Pro Forma Consolidated Statement of Operations For the year ended December 31, 2005 (Unaudited) (in thousands, except per share data)

	Re	Historical gency Centers orporation(a)	Pro Forma Adjustments(b)	Total Pro Forma Consolidated
Revenues: Minimum rent Percentage rent Recoveries from tenants Management fees and commissions Equity in income of investments in real estate partnerships	\$	283,626 4,353 80,948 28,019 (2,908)	  1,029(6) (9,265)(4) 5,884(8)	283,626 4,353 80,948 29,048 (6,289)
Total revenues		394,038	(2,352)	391,686
Operating expenses: Depreciation and amortization Operating and maintenance General and administrative Real estate taxes Other expenses		80,653 51,709 37,815 40,582 2,758	  1,667(5)  	80,653 51,709 39,482 40,582 2,758
Total operating expenses		213,517	1,667	215,184
Other expense (income) Interest expense, net of interest income Gain on sale of operating properties and properties in development Provision for loss on operating properties Other income		87,424 (18,970) 550 	3,135(7) (4,192)(8)   	86,367 (18,970) 550 
Total other expense (income)		69,004	(1,057)	67,947
Income before minority interests Minority interest of preferred units Minority interest of exchangeable operating partnership units Minority interest of limited partners		111,517 (8,105) (2,083) (263)	(2,962)   	108,555 (8,105) (2,083) (263)
Income from continuing operations	\$	101,066	(2,962)	98,104
Income from continuing operations per share: Basic Diluted	\$ \$	1.29 1.28		1.17 1.16

- (a) Amounts are derived from the Consolidated Statement of Operations included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.
- (b) See the accompanying notes for references to Pro Forma Adjustments.

The accompanying notes are an integral part of these statements.

F-1

# REGENCY CENTERS CORPORATION Notes to Pro Forma Consolidated Statement of Operations December 31, 2005

(Unaudited)

(in thousands, except per share data)

- 1. Summary of Condensed Accounting Policies
- (a) Pro Forma Basis of Presentation

The pro forma consolidated statement of operations is based upon the 2005 historical financial information of Regency Centers Corporation ("Regency" or the "Company"), the historical 2005 financial information of the Macquarie- CountryWide-Regency II, LLC ("MCWR II") from inception on June 1, 2005, and the historical financial information of the MCWR II Acquisition Properties (the "First Washington Portfolio") described below in note 2, as if

Regency's investment in MCWR II, which acquired the First Washington Portfolio on June 1, 2005 had occurred on January 1, 2005. In management's opinion, all adjustments necessary to reflect these transactions have been included.

The unaudited pro forma consolidated statement of operations should be read in conjunction with the Company's Current Reports on Form 8-K filed on March 3, 2006, January 1, 2006, June 13, 2005, June 1, 2005, March 30, 2005, March 28, 2005, February 14, 2005, February 3, 2005 and February 2, 2005, its Annual Report on Form 10-K for the year ended December 31, 2005, and its Quarterly Report on Form 10-Q for the three months ended March 31, 2006.

The First Washington Portfolio acquisition was accounted for as a purchase business combination by MCWR II. At December 31, 2005, MCWR II was owned 64.95% by an affiliate of Macquarie Countrywide Trust ("MCW"), 34.95% by Regency and 0.1% by Macquarie-Regency Management, LLC ("US Manager"). US Manager is owned 50% by Regency and 50% by an affiliate of Macquarie Bank Limited. Including its share of US Manager, Regency's effective ownership was 35% and is reflected as such in the accompanying historical column of the pro forma consolidated statement of operations. The consideration paid by MCW and Regency was used as the valuation basis for the First Washington Portfolio. The costs of the assets acquired and liabilities assumed in conjunction with the First Washington Portfolio were revalued based on their respective fair values as of the effective date of the acquisition. The unaudited pro forma adjustments, including the purchase accounting adjustments, were based on information and estimates that the Company believes are reasonable. The Company accounts for its investment in MCWR II as an unconsolidated investment in real estate partnerships. The Company has determined that MCWR II is not a variable interest entity, and therefore subject to the voting interest model in determining its basis of accounting. Major decisions, including property acquisitions and dispositions, financings, annual budgets and dissolution of MCWR II, are subject to the approval of all partners of both MCWR II and US Manager.

In January 2006, Regency sold a portion of its investment in MCWR II to MCW for cash of \$113.2 million and reduced its ownership interest from 35% to 24.95%. The proceeds from the sale were used to reduce Regency's unsecured line of credit. Subsequent to the sale, MCWR II was owned 75% by MCW's affiliate, 24.90% by Regency and 0.1% by US Manager. US Manager manages the MCWR II portfolio of properties.

The pro forma financial information contained in this pro forma consolidated statement of operations may not necessarily be indicative of what actual results of the Company would have been if such transactions had been completed as of the dates indicated nor does it purport to represent the results of operations for future periods.

The Company has elected to be treated as a Real Estate Investment Trust ("REIT") pursuant to the Internal Revenue Code of 1986, as amended. As a REIT, the majority of the Company's operations will generally not be subject to Federal income tax on taxable income distributed currently to its stockholders. However, an affiliate of the Company, Regency Realty Group, Inc., is a taxable REIT subsidiary ("TRS"). A TRS is permitted to engage in non-qualifying REIT activities and the taxable income of a TRS is subject to Federal, state, and local income taxes. Deferred income taxes relate primarily to the TRS and are accounted for using the asset and liability method.

F-2

### REGENCY CENTERS CORPORATION

Notes to Pro Forma Consolidated Statement of Operations
December 31, 2005
(Unaudited)
(in thousands, except per share data)

- Summary of Condensed Accounting Policies
- (b) Real Estate Investments

The Company allocates the purchase price of assets acquired (net tangible and identifiable intangible assets) and liabilities assumed based on their relative fair values at the date of acquisition pursuant to the provisions of SFAS No. 141, "Business Combinations" ("Statement 141"). Statement 141 provides guidance on allocating a portion of the purchase price of a property to intangible assets. The Company's methodology for this allocation includes estimating an "as-if vacant" fair value of the physical property, which is allocated to land, building and improvements. The difference between the purchase price and the "as-if vacant" fair value is allocated to intangible assets. There are three categories of intangible assets to be considered: (i) value of in-place leases, (ii) above and below-market value of in-place leases and (iii) customer relationship value.

The value of in-place leases is estimated based on the value associated with the costs avoided in originating leases comparable to the acquired in-place leases as well as the value associated with lost rental and recovery revenue during the assumed lease-up period. The value of in-place leases is amortized to expense over the estimated weighted-average remaining lease lives.

Above-market and below-market in-place lease values for acquired properties are recorded based on the present value of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimates of fair market lease rates for the comparable in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The value of above-market leases is amortized as a reduction of base rental revenue over the remaining terms of the respective leases. The value of below-market leases is accreted as an increase to base rental revenue over the remaining terms of the respective leases, including renewal options.

The Company allocates no value to customer relationship intangibles if it has pre-existing business relationships with the major retailers in the acquired property because the customer relationships associated with the acquired property provide no incremental value over the Company's existing relationships.

### REGENCY CENTERS CORPORATION

Notes to Pro Forma Consolidated Statement of Operations December 31, 2005 (Unaudited) (in thousands, except per share data)

#### 2. Investment in Real Estate Partnerships

On June 1, 2005, MCWR II closed on the acquisition of 100 retail shopping centers totaling approximately 12.8 million square feet located throughout 17 states and the District of Columbia from a joint venture between CalPERS and an affiliate of First Washington Realty, Inc. (the "Sellers") pursuant to a Purchase and Sale Agreement dated February 14, 2005. The purchase price was approximately \$2.8 billion, including the assumption or issuance of mortgage debt of approximately \$1.6 billion on the properties acquired.

On June 1, 2005, Regency entered into a credit agreement that provided for a \$275 million unsecured term loan maturing on March 1, 2006 (the "Bridge Loan"). The facility was fully drawn on the closing date and was subsequently paid off during 2005. Interest accrued at a floating rate of LIBOR plus 65 basis points. The purpose of the Bridge Loan was to finance Regency's 35% equity investment in MCWR II, the joint venture that acquired the First Washington Portfolio. Regency's required equity investment not drawn from the Bridge Loan was drawn from its line of credit (the "Existing Line of Credit").

On March 30, 2005, Regency entered into a forward stock purchase contract with Citibank pursuant to which Regency agreed to issue 4.3 million of its common shares and Citibank agreed to purchase the shares at \$46.60 per share. The net proceeds of approximately \$200 million were used to reduce the balance of the Bridge Loan described above. The forward stock purchase contract settled during August and September 2005. Regency did not receive any proceeds from the sale of common stock prior to the settlement date. The shares associated with the offering are included in the calcultion of earnings per share as if the offering settled on January 1, 2005 (see note 9).

On January 1, 2006, Regency sold a portion of its investment in MCWR II to MCW for cash of \$113.2 million and reduced its ownership interest from 35% to 24.95%. The proceeds from the sale were used to reduce Regency's unsecured line of credit. Subsequent to the sale, MCWR II was owned 75% by MCW's affiliate, 24.90% by Regency and 0.1% by US Manager. Regency has filed its Form 10-Q for the period ended March 31, 2006. Regency's consolidated balance sheet at March 31, 2006 and the consolidated statement of operations for the three months ended March 31, 2006 reflect Regency's investment in MCWR II at 24.95%.

### Acquisition of the First Washington Portfolio by MCWR II (in thousands):

Total cost of the First Washington Portfolio including closing costs Less: Debt issued and mortgages assumed by MCWR II	\$ 2,797,303 1,664,403
Member Equity Requirement	\$ 1,132,900
Equity contribution by MCWR II members: MCW Equity Contribution (65% Ownership) Regency Equity Contribution (35% Ownership)	736,385 396,515
Total Equity Contributed by all members	\$ 1,132,900
Regency equity contribution provided from: Common stock offering Bridge Loan Existing Line of Credit	199,916 75,084 121,515
Pro Forma Investment in Real Estate Partnerships	\$ 396,515
Partial sale of Regency's investment in MCWR II to MCW	113,156
Pro Forma Investment in Real Estate Partnerships after partial sale	\$ 283,359

F-4

### REGENCY CENTERS CORPORATION Notes to Pro Forma Consolidated Statement of Operations December 31, 2005 (Unaudited)

(in thousands, except per share data)

#### Statement of Operations and Pro Forma MCWR II Joint Venture 3.

The following summarizes the historical operations of MCWR II and the First Washington Portfolio and the pro forma adjustments of MCWR II. The Pro Forma MCWR II results are used for purposes of determining Regency's equity in net income (loss) as determined in note 4 below because the Company accounts for its investment in MCWR II on the equity method.

	For the Year Ended, December 31, 2005				
	 MCWR II Historical (a)	Pro Forma MCWR II			
Minimum rents, and recoveries of operating expenses, real estate taxes and insurance	\$ 142,965	96,013	5,634(d)	244,612	

Total Revenues	142,965	96,013	5,634	244,612
Operating expenses, real estate taxes and insurance Depreciation and amortization Interest expense Other	34,140 92,748 48,161 194	29,118   194	45(c) 66,154(d) 32,796(e)	63,303 158,902 80,957
Total Operating Expenses	175,243	29,118	98,995	303,162
Net (loss)	\$ (32,278)	66,895	(93,361)	(58,550)

- (a) Amounts are derived from the unaudited statement of operations for MCWR II for the 7 month period from inception beginning June 1, 2005 through December 31, 2005. MCWR II acquired the First Washington Portfolio on June 1, 2005.
- (b) Amounts are derived from the unaudited combined historical summary of revenue and certain expenses for the 5 months ended May 31, 2005, prepared in a manner consistent with Rule 3-14 of Regulation S-X.

F-5

### REGENCY CENTERS CORPORATION

Notes to Pro Forma Consolidated Statement of Operations
December 31, 2005
(Unaudited)
(in thousands, except per share data)

Year Ended December 31, 2005

- 3. Statement of Operations and Pro Forma MCWR II Joint Venture (continued): Pro Forma Adjustments to MCWR II Joint Venture Operations:
  - (c) Property Management Fees:

Adjustment to reflect property management fees in accordance with the current management agreements on the First Washington Portfolio for the 5 months preceding the acquisition date.

3% of gross revenues per the management agreement Management fees currently included in the First Washington Portfolio	\$ 2,880 (2,835)
Property management fee adjustment for the 5 month period	\$ 45

(d) Depreciation and Amortization:

Adjustment to reflect the depreciation of the fair value of the tangible property acquired on an "as-if vacant" method, and the amortization of intangible assets, which includes in-place leases; and above- and below- market rents for the 5 month period preceeding the acquisition date.

Depreciable fair value of building and improvements acquired	\$ 1,487,468
Annual Depreciation expense Less: Depreciation included in the MCWR II historical results	77,443 45,175
Depreciation adjustment for 5 months	\$ 32,268
Weighted average life in years of building and improvements acquired	23
Fair value of intangible lease assets acquired	\$ 196,384
Annual amortization adjustment Less: amortization included in the MCWR II historical results	81,326 47,440
Amortization adjustment for 5 months	\$ 33,886
Weighted average life in years of intangible lease assets acquired	3
Total depreciation and amortization adjustment for 5 months	\$ 66,154
	\$ (52,137)

	Net fair value of above and below market rents acquired (net	liability)				
	Annual amortization adjustment to increase base rent revenu Less: amortization included in the MCWR II historical result				13,521 7,887	
	Amortization adjustment for 5 months to increase base rent r	revenue		\$	5,634	
	Weighted average life in years of market rents acquired				4	
(e)	Interest Expense of Notes and Mortgages of MCWR II:					
	Adjustment to reflect interest expense on the fixed rate mortal preceding the acquisition date. Interest rates on fixed rate drates at the time of the closing.					
	<u>Debt Type</u> Fixed Rate	<u>Debt Amount</u> 1,329,617	<u>Interest Rate</u> 5.07%	\$	28,088	
	Variable	334,786	3.07 76	Ф	4,708	
	Current variable rate for period (current LIBOR plus 35 bp)				3.375%	
	Interest expense for the period			<del></del> \$	32,796	
	interest expense for the period			Φ	32,730	
		F-6				
	Decen (U	solidated Statement of Openber 31, 2005 Jnaudited) , except per share data)		De	Year Ended ecember 31, 2005	
Equity	$\gamma$ in Income (loss) from Investments in Real Estate Partnerships	s:				
	Adjustment to reflect Regency's 35% share of the net incom	e (loss) of MCWR II.				
	MCWR II pro forma net (loss) per note 3 above Regency equity ownership			\$	(58,550) 35%	
	Regency's pro forma share of net (loss) for the year ended 20 Less: amounts included in Regency's 2005 historical financia				(20,493) (11,228)	
	Adjustment for the 5 months preceeding the acquisition date			\$	(9,265)	
Gener	al and Administrative Expenses:					
	Adjustment to reflect new salaries and general overhead associated employees to manage the 100 properties acquired by MCWF preceeding the acquisition date			\$	1,667	
Prope	rty Management Fee Income:					
	Adjustment to record property management fees paid to Reg fees incurred by MCWR II and paid to US Manager for the 5 acquisition date. US Manager is owned 50% by Regency			\$	1,029	
Intere	st costs on new debt incurred directly by Regency exclusive of	MCWR II.				

7. Interest costs on new debt incurred directly by Regency exclusive of MCWR II:

6.

Adjustment to reflect the interest expense for the 5 months preceeding the acquisition date on debt incurred to finance Regency's equity contribution into MCWR II. Variable interest rates are based upon LIBOR interest rates at the date of the acquisition.

Bridge Loan	\$ 75,084
Existing Line of Credit	\$ 121,515
Current LIBOR rate for period	3.375%
Interest rate on Bridge Loan (avg LIBOR + 65bp)	4.025%
Interest rate on Existing Line of Credit (avg LIBOR+33bp)	3.705%
Interest Expense to finance Regency's equity in MCWR II	\$ 3,135

### 8. Partial sale of Regency's Investment in MCWR:

Adjustments to reflect a reduction in Regency's equity in loss of MCWR II from 35% to 25% and to reduce the interest expense on its line of credit as if the partial sale of Regency's interest in MCWR II had been completed on January 1, 2005 (see note 2).

MCWR II pro forma net (loss) per note 4 above Regency equity ownership sold	\$ (58,550) 10.05%
Reduction to Regency's pro forma share of net (loss) for the year ended 2005	\$ 5,884
Reduction to Regency's line of credit by the amount of the sales proceeds Interest rate on Existing Line of Credit (avg LIBOR+33bp)	\$ 113,156 3.705%
Annual interest reduction from partial sale	\$ (4,192)

F-7

### REGENCY CENTERS CORPORATION

Notes to Pro Forma Consolidated Statement of Operations
December 31, 2005
(Unaudited)
(in thousands, except per share data)

### 9. Earnings Per Share

	For the year ended December 31, 2005			
		Regency Historical	Pro Forma Adjustments	Regency Pro Forma
Numerator: Income from continuing operations Less: Preferred dividends paid Less: Dividends paid on unvested restricted stock	\$	101,066 (16,744) (1,109)	(2,962)	98,104 (16,744) (1,109)
Net income for common stockholders - basic Other adjustments	\$	83,213 216		80,251 216
Net income for common stockholders - diluted	\$	83,429	_	80,467
Denominator: Weighted average common shares outstanding for basic EPS Incremental shares to be issued using the Treasury Method: For common stock options For unvested restricted stock For the forward equity offering		64,459 226 98 149	4,313(2)	68,772 226 98 149
Weighted average common shares outstanding for diluted EPS		 64,932		 69,245
Income from continuing operations per share: Basic Diluted	\$ \$	1.29 1.28		1.17 1.16