
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
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) March 4, 2014

**REGENCY CENTERS CORPORATION REGENCY
CENTERS, L.P.**

(Exact name of registrant as specified in its charter)

Florida (Regency Centers Corporation)
Delaware (Regency Centers, L.P.)
(State or other jurisdiction
of incorporation)

1-12298 (Regency Centers Corporation)
0-24763 (Regency Centers, L.P.)
(Commission
File Number)

59-3191743 (Regency Centers Corporation)
59-3429602 (Regency Centers, L.P.)
(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))
-
-

Item 8.01 Other Events.

On March 4, 2014, Regency Centers Corporation (the “Company”) established a new “at the market” or continuous offering program pursuant to which the Company may issue and sell, from time to time, up to \$200,000,000 aggregate offering price of its common stock, par value \$0.01 per share (“Shares”), through sales agents. The new continuous offering program is being conducted under the Company’s new shelf registration statement and replaces the prior \$200,000,000 continuous offering program previously established in August 2013. The Company had offered and sold an aggregate of approximately \$1.6 million of its common stock through the previous continuous offering program.

In connection with the new continuous offering program, the Company and Regency Centers, L.P. (the “Operating Partnership”) entered into amendments to the equity distribution agreements previously entered into with each of Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets, LLC and Jefferies LLC. The purpose of the amendments to the prior equity distribution agreements was to reflect the terms of the new continuous offering program.

Sales of Shares, if any, will be made in negotiated transactions or transactions that are deemed to be “at the market” offerings, including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. The Company will pay the sales agents compensation for sales of Shares at a mutually agreed rate that will not exceed 2.0% of the gross sales price of the Shares.

The description of the agreements referenced above do not purport to be complete and are qualified in their entirety by reference to Exhibit 1.1 to this report. Filed as Exhibit 1.1 to this report is Amendment No. 2 to the Equity Distribution Agreement among the Company, the Operating Partnership and Wells Fargo Securities, LLC dated March 4, 2014 (the “Wells Amendment”). The amendments to prior equity distribution agreements with the other sales agents are substantially identical in all material respects to the Wells Amendment except for the identities of the parties, and have not been filed as exhibits to this report pursuant to Instruction 2 to Item 601 of Regulation S-K.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
1.1	Amendment No. 2 to Equity Distribution Agreement among the Company, the Operating Partnership and Wells Fargo Securities, LLC dated March 4, 2014
5.1	Opinion of Foley & Lardner LLP as to the legality of the Shares.
8.1	Opinion of Foley & Lardner LLP regarding certain tax matters.
23.1	Consent of Foley & Lardner LLP (included in Exhibits 5.1 and 8.1).

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.

March 4, 2014

REGENCY CENTERS CORPORATION

By: /s/ Michael J. Mas
Michael J. Mas, Senior Vice President

REGENCY CENTERS, L.P.

By: **Regency Centers Corporation,
its general partner**

March 4, 2014

By: /s/ Michael J. Mas
Michael J. Mas, Senior Vice President

REGENCY CENTERS CORPORATION
AMENDMENT NO. 2 TO THE
EQUITY DISTRIBUTION AGREEMENT

March 4, 2014

Wells Fargo Securities, LLC
375 Park Avenue
New York, New York 10152

Ladies and Gentlemen:

Reference is made to the Equity Distribution Agreement, dated August 10, 2012, as amended August 6, 2013 (the “*Agreement*”), among Regency Centers Corporation, a Florida corporation (the “*Company*”), Regency Centers, L.P., a Delaware limited partnership (the “*Partnership*”), and Wells Fargo Securities, LLC (the “*Manager*”). In consideration of the mutual promises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company, the Partnership and the Manager hereby agree to enter into this Amendment No. 2 to the Agreement, dated the date hereof (the “*Amendment No. 2*”), with the purpose of, among other things, terminating the prior \$200,000,000 continuous offering program and establishing a new continuous offering program with Securities available for issue and sale on and after the Amendment Effective Date in an aggregate sale price of up to \$200,000,000.

SECTION 1. Definitions. Unless otherwise defined herein, capitalized terms used herein shall have the respective meanings assigned thereto in the Agreement.

SECTION 2. Amendment of the Agreement.

(a) On and after the Amendment Effective Date (as defined below), any reference in the Agreement to “\$200,000,000” shall refer to the aggregate sale price of the Securities available for issue and sale on and after the Amendment Effective Date, excluding any Securities issued and sold, or available for issue and sale, prior to the Amendment Effective Date.

(b) On and after the Amendment Effective Date, any reference in the Agreement to the phrase “File No. 333-174535” shall be deemed to read “File No. 333-194301” (except with respect to matters pertaining to any Securities sold prior to the Amendment Effective Date).

(c) On and after the Amendment Effective Date, any reference in the Agreement to the phrase “Determination Date” shall be deemed to refer to “March 4, 2015 (or such earlier date at which the Company terminates this Agreement)”.

(d) On the Amendment Effective Date, Section 5(a)(39) of the Agreement shall be deleted in its entirety and replaced with the following:

The statements and financial information (including the assumptions described therein) constituting forward looking information included in the Prospectus or incorporated by reference therein from the Partnership's and the Company's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q (in each case under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations") (collectively, the "Projections") (i) are within the coverage of the safe harbor for forward-looking statements set forth in Section 27A of the Securities Act, Rule 175(b) under the Securities Act or Rule 3b-6 under the Exchange Act, as applicable, (ii) were made by the Company and the Partnership with a reasonable basis and in good faith and reflect the Partnership's and the Company's good faith best estimate of the matters described therein, and (iii) have been prepared in all material respects in accordance with Item 10 of Regulation S-K under the Securities Act; the assumptions used in the preparation of the Projections are reasonable; and none of the Partnership, the Company or the Company's subsidiaries are aware of any business, economic or industry developments materially inconsistent with the assumptions underlying the Projections.

(e) On the Amendment Effective Date, Section 8(b) of the Agreement shall be deleted in its entirety and replaced with the following:

If this Agreement is terminated by Wells Fargo Securities in accordance with the provisions of Section 9(m) or Section 13(a)(i) hereof, the Company shall, unless Securities having an aggregate offering price of \$25,000,000 have been sold under this Agreement from the period beginning March 4, 2014 and ending immediately prior to termination, reimburse Wells Fargo Securities for all of their out of pocket expenses, including the reasonable fees and disbursements of counsel for Wells Fargo Securities.

(f) The Amendment Effective Date shall be a Representation Date for all purposes under the Agreement.

(g) Solely with respect to the Securities of which Applicable Time occurs on or after the Amendment Effective Date, the term "Prospectus Supplement" shall mean the final prospectus supplement, relating to the Common Stock, filed by the Company with the Commission pursuant to Rule 424(b) under the Act on March 4, 2014.

SECTION 3. Effectiveness. This Amendment No. 2 shall become effective as of the date hereof (the "*Amendment Effective Date*"). Upon the effectiveness hereof, all references in the Agreement to "this Agreement" or the like shall refer to the Agreement as further amended hereby.

SECTION 4. Counterparts. This Amendment No. 2 may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which shall be deemed an original, and all of which shall together constitute one and the same instrument.

SECTION 5. Law; Construction. **THIS AMENDMENT NO. 2 AND ANY CLAIM, CONTROVERSY OR DISPUTE RELATING TO OR ARISING OUT OF THIS AMENDMENT NO. 2 SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

SECTION 6. Entire Agreement. This Amendment No. 2 and the Agreement as further amended hereby constitute the entire agreement and understanding between the parties hereto and supersede any and all prior agreements and understandings relating to the subject matter hereof. Except as further amended hereby, all of the terms of the Agreement shall remain in full force and effect and are hereby confirmed in all respects.

[SIGNATURE PAGE FOLLOWS]

If the foregoing is in accordance with your understanding of our agreement, please sign and return to the Company a counterpart hereof, whereupon this instrument, along with all counterparts, will become a binding agreement among the Manager, the Company and the Partnership in accordance with its terms.

Very truly yours,

REGENCY CENTERS CORPORATION

By: /s/ Lisa Palmer

Name: Lisa Palmer

Title: Executive Vice President and Chief Financial Officer

REGENCY CENTERS, L.P.

By: Regency Centers Corporation, its general partner

By: /s/ Lisa Palmer

Name: Lisa Palmer

Title: Executive Vice President and Chief Financial Officer

CONFIRMED AND ACCEPTED, as of the date first above written:

WELLS FARGO SECURITIES, LLC

By: /s/ Marc Ogborn

Name: Marc Ogborn

Title: Authorized Signatory



ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 1300
 JACKSONVILLE, FLORIDA 32202-5017
 P. O. BOX 240
 JACKSONVILLE, FLORIDA 32201-0240
 904.359.2000 TEL
 904.359.8700 FAX
 www.foley.com

March 4, 2014

WRITER'S DIRECT LINE
 904.633-8913
 Email: mkirwan@foley.com
 CLIENT/MATTER NUMBER
 100830/0102

Regency Centers Corporation
 One Independent Drive - Suite 114
 Jacksonville, Florida 32202

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is being furnished in connection with the combined Registration Statement on Form S-3 (Registration No. 333-194301) of Regency Centers Corporation ("Regency") and Regency Centers, L.P. ("RCLP") under the Securities Act of 1933, as amended, for the issuance and sale, from time to time, of up to \$200,000,000 aggregate offering price of shares of common stock, par value \$0.01 per share (the "Shares"), of Regency, all of which are authorized but heretofore unissued shares to be offered and sold by Regency.

In connection with the issuance of such securities, we have examined and are familiar with: (a) the articles of incorporation and bylaws of Regency, as presently in effect, (b) the proceedings of and actions taken by the Board of Directors of Regency and (c) such other records, certificates and documents as we have considered necessary or appropriate for purposes of this opinion.

Based on the documents and proceedings set forth above, we are of the opinion that the Shares have been duly authorized, and when duly issued and delivered against payment therefor, will be legally issued, fully paid and nonassessable.

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 inclusion of this opinion as Exhibit 5.1 in said Registration Statement and to the reference to this firm under the caption "Validity of Securities" in the prospectus supplement relating to the offering of the Shares dated March 4, 2014. 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 and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Foley & Lardner LLP

BOSTON	JACKSONVILLE	MILWAUKEE	SAN DIEGO	SILICON VALLEY
BRUSSELS	LOS ANGELES	NEW YORK	SAN DIEGO/DEL MAR	TALLAHASSEE
CHICAGO	MADISON	ORLANDO	SAN FRANCISCO	TAMPA
DETROIT	MIAMI	SACRAMENTO	SHANGHAI	TOKYO
				WASHINGTON, D.C.



ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 1300
 JACKSONVILLE, FL 32202-5017
 P. O. BOX 240
 JACKSONVILLE, FL 32201-0240
 904.359.2000 TEL
 904.359.8700 FAX
 foley.com

March 4, 2014

Regency Centers Corporation
 One Independent Dr. - Suite 114
 Jacksonville, FL 32202

Re: Registration Statement on Form S-3

Ladies and Gentlemen

You have requested our opinions as tax counsel to Regency Centers Corporation (the "Company") concerning the federal income tax consequences in connection with the registration statement on Form S-3 (Registration No. 333-194301) (the "Registration Statement"), including the prospectus supplement dated March 4, 2014 (the "Prospectus Supplement") and the Prospectus dated March 4, 2014 (the "Prospectus"), with respect to qualification of the Company as a real estate investment trust (a "REIT") for federal income tax purposes.

In connection with the opinions rendered below, we have reviewed the Registration Statement, including the Prospectus Supplement and the Prospectus, the articles of incorporation and bylaws of the Company and such other documents that we deemed relevant. The opinions expressed in this letter are based upon certain factual representations set forth in the Prospectus and in certificates of officers of the Company.

In connection with the opinions rendered below, we have assumed generally that:

1. each of the documents referred to above has been duly authorized, executed, and delivered; is authentic, if an original, or is accurate, if a copy; and has not been amended;
2. during its short taxable year ended December 31, 1993 and subsequent taxable years, the Company has operated and will continue to operate in such a manner that makes and will continue to make the factual representations contained in a certificate, dated as of the date hereof and executed by a duly appointed officer of the Company (the "Officer's Certificate"), true for such years;
3. the Company will not make any amendments to its organizational documents or to the organizational documents of Regency Realty Group, Inc., a Florida corporation ("Management Company"), after the date of this opinion that would affect its qualification as a REIT for any taxable year;
4. no actions are contemplated to be taken by the Company or Management Company after the date hereof that would have the effect of altering the facts upon which the opinion set forth below is based.

BOSTON	JACKSONVILLE	MILWAUKEE	SAN DIEGO	SILICON VALLEY
BRUSSELS	LOS ANGELES	NEW YORK	SAN DIEGO/DEL MAR	TALLAHASSEE
CHICAGO	MADISON	ORLANDO	SAN FRANCISCO	TAMPA
DETROIT	MIAMI	SACRAMENTO	SHANGHAI	TOKYO
				WASHINGTON, D.C.

March 4, 2014

Page 2

In connection with the opinions rendered below, we also have relied upon the correctness of the factual representations contained in the Officer's Certificate.

Based solely on the documents and assumptions set forth above and the factual representations set forth in the Officer's Certificate, and without further investigation, we confirm our specific opinions in the Prospectus under the caption "Certain Material Federal Income Tax Considerations".

The foregoing opinions are based on current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury regulations thereunder (the "Regulations"), published administrative interpretations thereof, and published court decisions, all of which are subject to change either prospectively or retroactively. The Internal Revenue Service has not issued Regulations or administrative interpretations with respect to various provisions of the Code relating to REIT qualification. No assurance can be given that the law will not change in a way that will prevent the Company from qualifying as a REIT or that may change the other legal conclusions stated herein.

The foregoing opinion is limited to the U.S. federal income tax matters addressed herein, and no other opinions are rendered with respect to other federal tax matters or to any issues arising under the tax laws of any other country, or any state or locality. We undertake no obligation to update the opinion expressed herein after the date of this letter.

We hereby consent to the inclusion of this opinion as Exhibit 8.1 in said Registration Statement and to the reference to this firm under the caption "Validity of Securities" in the Prospectus Supplement. 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 and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Foley & Lardner LLP