
**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) September 30, 2010

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

(Exact name of registrant as specified in its charter)

Florida
(Regency Centers Corporation)

1-12298
(Regency Centers Corporation)

59-3191743
(Regency Centers Corporation)

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

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

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))
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Item 8.01: Other Events.

On September 30, 2010, Regency Centers Corporation issued a press release announcing that its operating partnership, Regency Centers, L.P., had commenced a cash tender offer (the "Tender Offer") to purchase up to \$100 million of its notes set forth below (collectively, the "Notes"):

<u>Title of Notes, CUSIP No.</u>	<u>Principal Amount Outstanding</u>	<u>Purchase Price⁽¹⁾</u>
6.75% Notes due 2012 CUSIP No. 75884R AK9	\$250,000,000	\$1,041.25
7.95% Notes due 2011 CUSIP No. 75884R AH6	\$173,486,000	\$990.50

⁽¹⁾ Per \$1,000 principal amount of Notes accepted or purchase.

The terms of the Tender Offer includes (1) consideration payable of \$1,041.25 per \$1,000 principal amount of the 6.75% Notes due 2012 (the "6.75% Notes") that are validly tendered and accepted for purchase, plus accrued and unpaid interest to, but not including, the payment date for the Notes purchased in the Tender Offer and (2) consideration payable of \$990.50 per \$1,000 principal amount of the 7.95% Notes due 2011 (the "7.95% Notes") that are validly tendered and accepted for purchase, plus accrued and unpaid interest to, but not including, the payment date for the Notes purchased in the Tender Offer. Holders of the 6.75% Notes and 7.95% Notes may also receive an early tender premium of \$25.00 per \$1,000 principal amount of notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on October 14, 2010 (such time, as it may be extended or earlier terminated, the "Early Tender Time") and accepted for purchase. The Tender Offer will expire at 11:59 p.m., New York City time, on Thursday, October 28, 2010, unless such Offer is extended or earlier terminated (such time, as it may be extended or earlier terminated, the "Expiration Time"). The Payment Date is expected to be Friday, October 29, 2010, the first business day following the Expiration Time. Any tendered Notes may be withdrawn prior to, but not after, the Early Tender Time and withdrawn Notes may be re-tendered by a holder at any time prior to the Early Tender Time. Regency Centers, L.P. expects to purchase the Notes using a portion of the proceeds from its offering of its notes that is scheduled to close on October 7, 2010.

A copy of the press release issued by Regency Centers Corporation on September 30, 2010 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibit**

Exhibit 99.1 Press release issued by Regency Centers Corporation on September 30, 2010.

Regency Centers Corporation
Press Release

www.RegencyCenters.com

CONTACT: LISA PALMER
(904) 598-7636

REGENCY CENTERS ANNOUNCES DEBT TENDER OFFER

Jacksonville, Fla. (September 30, 2010) — Regency Centers Corporation announced today that its operating partnership, Regency Centers, L.P. (the “Company”), has commenced a cash tender offer (the “Tender Offer”) for up to \$100 million in aggregate principal amount (the “Maximum Tender Offer Amount”) of its 6.75% Notes due 2012 (the “6.75% Notes”) and 7.95% Notes due 2011 (the “7.95% Notes”) (collectively, “the Notes”) on the terms and conditions set forth in the Company’s Offer to Purchase dated September 30, 2010 (the “Offer to Purchase”). The Tender Offer is subject to certain conditions including a financing condition as more fully described in the Offer to Purchase.

The following table sets forth some of the terms of the Tender Offer:

<u>Title of Notes</u>	<u>CUSIP Number</u>	<u>Principal Amount Outstanding</u>	<u>Acceptance Priority Level</u>	<u>Tender Offer Consideration (1)</u>	<u>Early Tender Consideration (1)</u>	<u>Total Consideration (1)(2)</u>
6.75% Notes due 2012	75884R AK9	\$250,000,000	1	\$1,041.25	\$25.00	\$1,066.25
7.95% Notes due 2011	75884R AH6	\$173,486,000	2	\$ 990.50	\$25.00	\$1,015.50

⁽¹⁾ Per \$1,000 principal amount of Notes accepted for purchase.

⁽²⁾ Includes the Early Tender Consideration.

Holders of Notes that are validly tendered on or prior to 5:00 p.m., New York City time, on October 14, 2010 (the “Early Tender Date”) and not subsequently validly withdrawn will receive the Total Consideration specified in the table above, which includes the Early Tender Consideration. Holders of Notes that are validly tendered after the Early Tender Date, but on or prior to the Expiration Date will receive the Tender Offer Consideration specified in the table above. The Tender Offer Consideration is the Total Consideration minus the Early Tender Consideration.

Payments for the Notes purchased by the Company will include accrued and unpaid interest from and including the last interest payment date for the respective series of Notes up to, but not including, the settlement date.

If the principal amount of Notes validly tendered exceeds the Maximum Tender Offer Amount, Notes will be purchased in accordance with the acceptance priority level (in numerical priority order) as set forth in the table above. Accordingly, if the 6.75% Notes are tendered in an amount greater than the Maximum Tender Offer Amount, then none of the 7.95% Notes will be accepted for purchase. In addition, if the principal amount of 6.75% Notes tendered is more than the Maximum Tender Offer Amount, the principal amount of

6.75% Notes purchased will be prorated. After accepting all the 6.75% Notes tendered in the Maximum Tender Offer, if a portion of the Maximum Tender Offer Amount remains, the Company will purchase all of the 7.95% Notes tendered, or, if the principal amount of 7.95% Notes exceeds the remaining Maximum Tender Offer Amount, the Company will purchase an amount of 7.95% Notes that is prorated.

The Tender Offer will expire at 11:59 p.m., New York City time, on Thursday, October 28, 2010, unless extended or earlier terminated by the Company (the "Expiration Date"). Under certain circumstances described in the Offer to Purchase referred to above, the Company may terminate the Tender Offer before the Expiration Date. Any tendered Notes may be withdrawn prior to, but not after, the Early Tender Date and withdrawn Notes may be re-tendered by a holder at any time prior to the Early Tender Date.

The complete terms and conditions of the Tender Offer are set forth in the Offer to Purchase and the related Letter of Transmittal (the "Letter of Transmittal") that are being sent to holders of the Notes. Holders are urged to read the Tender Offer documents carefully before making any decision with respect to the Tender Offer. Copies of the Offer to Purchase and Letter of Transmittal may be obtained from D.F. King & Co., Inc., the Information Agent for the Tender Offer, at (800) 859-8508 (toll-free).

J.P. Morgan and Wells Fargo Securities are the Dealer Managers for the Tender Offers. Questions regarding the Tender Offer may be directed to J.P. Morgan at (866) 834-4666 (toll-free) or (212) 834-3118 (collect) or Wells Fargo Securities at (866) 309-6316 (toll-free) or (704) 715-8341 (collect).

This press release is neither an offer to purchase nor a solicitation to buy any of these Notes nor is it a solicitation for acceptance of the Tender Offer. The Company is making the Tender Offer only by, and pursuant to the terms of, the Offer to Purchase and the related Letter of Transmittal. The Tender Offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of Regency Centers Corporation, the Company, the Dealer Managers or the Information Agent makes any recommendation in connection with the Tender Offer.

Regency Centers Corporation (NYSE: REG)

Regency is the leading national owner, operator, and developer of grocery-anchored and community shopping centers. At June 30, 2010, the Company owned 398 retail properties, including those held in co-investment partnerships. Including tenant-owned square footage, the portfolio encompassed 53.1 million square feet located in top markets throughout the United States. Since 2000 Regency has developed 201 shopping centers, including those currently in-process, representing an investment at completion of \$3.0 billion. Operating as a fully integrated real estate company, Regency is a qualified real estate investment trust that is self-administered and self-managed.

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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 Securities and Exchange Commission, 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.