

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) August 1, 1996

REGENCY REALTY CORPORATION  
(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	1-12298 (Commission File Number)	59-3191743 (IRS Employer Identification No.)
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121 West Forsyth Street, Suite 200 Jacksonville, Florida (Address of principal executive offices)	32202 (Zip Code)
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Registrant's telephone number including area code: (904)-356-7000

Not Applicable  
(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

A. Financial Statements and Pro Forma Financial Information

- A) Financial Statements:
- City View Shopping Center  
Independent Auditors' Report  
Statement of Revenues and Certain Expenses  
for the year ended December 31, 1995
  - Union Square Shopping Center  
Independent Auditors' Report  
Statement of Revenues and Certain Expenses  
for the year ended December 31, 1995
  - Palm Harbour Shopping Village  
Independent Auditors' Report  
Statement of Revenues and Certain Expenses  
for the year ended December 31, 1995
  - Welleby Plaza  
Audited Financial Statements are  
unavailable. The acquisition purchase price  
of \$7,251,000 represents 2.29% of total pro  
forma assets.
- B) Pro Forma Financial Information:
- Regency Realty Corporation  
Pro Forma Condensed Consolidated Balance Sheet,  
June 30, 1996 (unaudited)
  - Pro Forma Condensed Statements of Operations  
for the Six Month Period ended June 30, 1996  
and the year ended December 31, 1995 (unaudited)

C) Exhibits

10. Material Contracts

- \*(a) Purchase and Sale Agreement dated April 16, 1996, between RRC Acquisitions, Inc., a wholly-owned subsidiary of the Company as purchaser, and Connecticut General Life Insurance Company, on Behalf of its Separate Account R as seller, relating to the acquisition of Welleby Plaza.
- \*(b) Purchase and Sale Agreement dated June 19, 1996, between RRC Acquisitions, Inc., a wholly-owned subsidiary of the Company as

buyer, and Norcom Development, Inc. as seller, relating to the acquisition of City View Shopping Center and Union Square Shopping Center.

- \*(c) Purchase and Sale Agreement dated March 29, 1996, between RRC Acquisitions, Inc., a wholly-owned subsidiary of the Company as buyer, and Palm Harbour Centers Associates as seller, relating to the acquisition of Palm Harbour Shopping Village.

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\* Filed August 9, 1996

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENCY REALTY CORPORATION  
(registrant)

September 19, 1996

By: /s/ J. Christian Leavitt  
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J. Christian Leavitt  
Vice President and Treasurer

Independent Auditors' Report

The Board of Directors  
Regency Realty Corporation:

We have audited the accompanying statement of revenues and certain expenses (defined as being gross income less operating costs and expenses, exclusive of expenses not directly related to the operation of the property) of City View Shopping Center for the year ended December 31, 1995. This financial statement is the responsibility of management. Our responsibility is to express an opinion on this statement of revenues and certain expenses based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of revenues and certain expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of revenues and certain expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the statement of revenues and certain expenses. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statement of revenues and certain expenses of City View Shopping Center was prepared for the purposes of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Regency Realty Corporation and excludes material amounts, described in note 1 to the statement of revenues and certain expenses, that would not be comparable to those resulting from the proposed future operations of the property.

In our opinion, the statement of revenues and certain expenses referred to above presents fairly, in all material respects, the revenue and certain expenses (as defined above) of City View Shopping Center for the year ended December 31, 1995, in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP  
=====

KPMG Peat Marwick LLP  
Certified Public Accountants

Jacksonville, Florida  
August 9, 1996

CITY VIEW SHOPPING CENTER

Statement of Revenues and Certain Expenses

Year ended December 31, 1995

Real estate operation revenues:	
Minimum rent	\$ 624,512
Recoveries from tenants	103,550
	-----
	728,062
	-----
Real estate operation expenses:	
Operating and maintenance	59,729
Management fees	38,282
Real estate taxes	42,218
General and administrative	11,918
	-----
	152,147
	-----
Revenues in excess of certain expenses	\$ 575,915
	=====

See accompanying notes to statement of revenues and certain expenses.

CITY VIEW SHOPPING CENTER

Notes to Statement of Revenues and Certain Expenses

Year ended December 31, 1995

1. Basis of Presentation

The statement of revenues and certain expenses relates to the operation of a 77,550 square foot shopping center (the "Property") located in Charlotte, North Carolina.

The Property's records are maintained on the accrual basis which is used for Federal income tax reporting purposes. Adjustments, if necessary, have been made to present the accompanying financial statement on the accrual basis of accounting in conformity with generally accepted accounting principles.

Subsequent to December 31, 1995, the Property was acquired by Regency Realty Corporation (RRC) in a transaction accounted for as a purchase. All operations of the Property will be included in the consolidated financial statements of RRC beginning at the acquisition date.

The accompanying financial statement is not representative of the actual operation for the period presented as certain expenses, which may not be comparable to the expenses expected to be incurred by RRC in the proposed future operation of the Property, have been excluded. RRC is not aware of any material factors relating to the Property that would cause the reported financial information not to be necessarily indicative of future operating results. Costs not directly related to the operation of the Property have been excluded and consist of interest, depreciation, professional fees, and various other non operating expenses.

2. Operating Leases

During 1995, three tenants paid minimum rent that exceeded 10% of the total minimum rent earned by the Property. The tenants, and the minimum rent paid, are as follows:

Winn Dixie Supermarkets	\$ 281,600
Public Library	80,000
Youthland Academy	85,260
	=====

CITY VIEW SHOPPING CENTER

Notes to Statement of Revenue and Certain Expenses

Year ended December 31, 1995

2. Operating Leases, continued

The Property is leased to tenants under operating leases with expiration dates extending to the year 2013. Future minimum rent under noncancelable operating leases excluding tenant reimbursements of operating expenses and excluding additional contingent rentals based on tenants' sales volume, as of December 31, 1995 are as follows:

Year ending December 31,	Amount
1996	\$ 654,425
1997	656,388
1998	671,129
1999	691,321
2000	668,200
	=====

Independent Auditors' Report

The Board of Directors  
Regency Realty Corporation:

We have audited the accompanying statement of revenues and certain expenses (defined as being gross income less operating costs and expenses, exclusive of expenses not directly related to the operation of the property) of Union Square Shopping Center for the year ended December 31, 1995. This financial statement is the responsibility of management. Our responsibility is to express an opinion on this statement of revenues and certain expenses based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of revenues and certain expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of revenues and certain expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the statement of revenues and certain expenses. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statement of revenues and certain expenses of Union Square Shopping Center was prepared for the purposes of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Regency Realty Corporation and excludes material amounts, described in note 1 to the statement of revenues and certain expenses, that would not be comparable to those resulting from the proposed future operations of the property.

In our opinion, the statement of revenues and certain expenses referred to above presents fairly, in all material respects, the revenue and certain expenses (as defined above) of Union Square Shopping Center for the year ended December 31, 1995, in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP  
=====  
KPMG Peat Marwick LLP  
Certified Public Accountants

Jacksonville, Florida  
August 9, 1996



UNION SQUARE SHOPPING CENTER

Statement of Revenues and Certain Expenses

Year ended December 31, 1995

Real estate operation revenues:	
Minimum rent	\$ 633,605
Percentage rent	6,974
Recoveries from tenants	139,995
	-----
	780,574
	-----
Real estate operation expenses:	
Operating and maintenance	73,665
Management fees	37,479
Real estate taxes	66,762
General and administrative	3,057
	-----
	180,963
	-----
Revenues in excess of certain expenses	\$ 599,611
	=====

See accompanying notes to statement of revenues and certain expenses.

UNION SQUARE SHOPPING CENTER

Notes to Statement of Revenues and Certain Expenses

Year ended December 31, 1995

1. Basis of Presentation

The statement of revenues and certain expenses relates to the operation of a 97,191 square foot shopping center (the "Property") located in Monroe, North Carolina.

The Property's records are maintained on the cash basis which is used for Federal income tax reporting purposes. Adjustments have been made to present the accompanying financial statement on the accrual basis of accounting in conformity with generally accepted accounting principles.

Subsequent to December 31, 1995, the Property was acquired by Regency Realty Corporation (RRC) in a transaction accounted for as a purchase. All operations of the Property will be included in the consolidated financial statements of RRC beginning at the acquisition date.

The accompanying financial statement is not representative of the actual operation for the period presented as certain expenses, which may not be comparable to the expenses expected to be incurred by RRC in the proposed future operation of the Property, have been excluded. RRC is not aware of any material factors relating to the Property that would cause the reported financial information not to be necessarily indicative of future operating results. Costs not directly related to the operation of the Property have been excluded, and consist of interest, depreciation, professional fees, and various other non operating expenses.

2. Operating Leases

During 1995, two tenants paid minimum rent that exceeded 10% of the total minimum rent earned by the Property. The tenants, and the minimum rent paid, are as follows:

Harris-Teeter Supermarkets	\$198,000
Consolidated Theatre	203,755
	=====

UNION SQUARE SHOPPING CENTER

Notes to Statement of Revenues and Certain Expenses

Year ended December 31, 1995

2. Operating Leases, continued

The Property is leased to tenants under operating leases with expiration dates extending to the year 2009. Future minimum rent under noncancelable operating leases excluding tenant reimbursements of operating expenses and excluding additional contingent rentals based on tenants' sales volume, as of December 31, 1995 are as follows:

Year ending December 31,	Amount
1996	\$ 733,599
1997	815,185
1998	822,072
1999	821,178
2000	826,796
	=====

Independent Auditors' Report

The Board of Directors  
Regency Realty Corporation:

We have audited the accompanying statement of revenues and certain expenses (defined as being gross income less operating costs and expenses, exclusive of expenses not directly related to the operation of the property) of Palm Harbour Shopping Village for the year ended December 31, 1995. This financial statement is the responsibility of management. Our responsibility is to express an opinion on this statement of revenues and certain expenses based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of revenues and certain expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of revenues and certain expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the statement of revenues and certain expenses. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statement of revenues and certain expenses of Palm Harbour Shopping Village was prepared for the purposes of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K of Regency Realty Corporation and excludes material amounts, described in note 1 to the statement of revenues and certain expenses, that would not be comparable to those resulting from the proposed future operations of the property.

In our opinion, the statement of revenues and certain expenses referred to above presents fairly, in all material respects, the revenue and certain expenses (as defined above) of Palm Harbour Shopping Village for the year ended December 31, 1995, in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP  
=====  
KPMG Peat Marwick LLP  
Certified Public Accountants

Jacksonville, Florida  
August 27, 1996

PALM HARBOUR SHOPPING VILLAGE  
Statement of Revenues and Certain Expenses  
Year ended December 31, 1995

Real estate operation revenues:	
Minimum rent	\$ 1,314,399
Percentage rent	19,613
Recoveries from tenants	325,790
	-----
	1,659,802
	-----
Real estate operation expenses:	
Operating and maintenance	249,740
Management fees	68,439
Real estate taxes	139,138
General and administrative	14,460
	-----
	471,777
	-----
Revenues in excess of certain expenses	\$ 1,188,025
	=====

See accompanying notes to statement of revenues and certain expenses.

PALM HARBOUR SHOPPING VILLAGE

Notes to Statement of Revenues and Certain Expenses

Year ended December 31, 1995

1. Basis of Presentation

The statement of revenues and certain expenses relates to the operation of a 159,369 square foot shopping center (the "Property") located in Palm Coast, Florida.

The Property's records are maintained on the modified cash basis which is used for Federal income tax reporting purposes. Adjustments have been made to present the accompanying financial statement on the accrual basis of accounting in conformity with generally accepted accounting principles.

Subsequent to December 31, 1995, the Property was acquired by Regency Realty Corporation (RRC) in a transaction accounted for as a purchase. All operations of the Property will be included in the consolidated financial statements of RRC beginning at the acquisition date.

The accompanying financial statement is not representative of the actual operations for the period presented as certain expenses, which may not be comparable to the expenses expected to be incurred by RRC in the proposed future operation of the Property, have been excluded. RRC is not aware of any material factors relating to the Property that would cause the reported financial information not to be necessarily indicative of future operating results. Costs not directly related to the operation of the Property have been excluded, and consist of interest, depreciation, professional fees, and various other non operating expenses.

2. Operating Leases

During 1995, two tenants paid minimum rent that exceeded 10% of the total minimum rent earned by the Property. The tenants, and the minimum rent paid, are as follows:

Publix Supermarkets	\$ 269,268
Bealls	213,600
	=====

PALM HARBOUR SHOPPING VILLAGE

Notes to Statement of Revenues and Certain Expenses

Year ended December 31, 1995

2. Operating Leases, continued

The Property is leased to tenants under operating leases with expiration dates extending to the year 2009. Future minimum rent under noncancelable operating leases excluding tenant reimbursements of operating expenses and excluding additional contingent rentals based on tenants' sales volume, as of December 31, 1995 are as follows:

Year ending December 31,	Amount
1996	\$ 1,400,576
1997	1,332,765
1998	1,158,339
1999	905,838
2000	777,351
	=====

REGENCY REALTY CORPORATION

Pro Forma Condensed Consolidated Balance Sheet  
 June 30, 1996  
 (Unaudited)  
 (in thousands)

The following unaudited pro forma consolidated balance sheet is based upon the historical consolidated balance sheet of the Company as of June 30, 1996 as if the Company had acquired the Acquisition Properties as of that date. This pro forma consolidated balance sheet should be read in conjunction with the Company's quarterly report filed on Form 10-Q for the quarter ended June 30, 1996, and the pro forma consolidated statement of operations of the Company and notes thereto included elsewhere herein.

The unaudited pro forma consolidated balance sheet is not necessarily indicative of what the actual financial position of the Company would have been at June 30, 1996, nor does it purport to represent the future financial position of the Company.

Assets	Regency Realty Corporation Historical	Acquisition Properties	Regency Realty Corporation Pro Forma
Real estate rental property, at cost, less accumulated depreciation	\$ 277,370	25,726 (a)	303,096
Cash and cash equivalents	6,167	-	6,167
Deferred costs, accounts receivable, and other assets	7,258	-	7,258
	-----	-----	-----
	\$ 290,795	25,726	316,521
	=====	=====	=====
 Liabilities and Stockholders' Equity			
Liabilities:			
Mortgage loans payable	99,244	-	99,244
Unsecured line of credit	38,857	9,258 (b)	48,115
Accounts payable and other liabilities	6,288	-	6,288
	-----	-----	-----
Total liabilities	144,389	9,258	153,647
	-----	-----	-----
Convertible operating partnership units	168	-	168
	-----	-----	-----
Stockholders' equity:			
Common stock \$.01 par value per share	69	9 (b)	78
Class B common stock	25	-	25
Additional paid in capital	159,163	16,459 (b)	175,622
Distributions in excess of net income	(9,849)	-	(9,849)
Executive officer stock loans	(3,170)	-	(3,170)
	-----	-----	-----
Total stockholders' equity	146,238	16,468	162,706
	-----	-----	-----
	\$ 290,795	25,726	316,521
	=====	=====	=====

See accompanying notes to unaudited pro forma condensed consolidated balance sheet.



REGENCY REALTY CORPORATION

Notes to Pro Forma Condensed Consolidated Balance Sheet  
 June 30, 1996  
 (Unaudited)

(a) Represents the aggregate purchase price for the Acquisition Properties.

	Purchase Price
Union Square Shopping Center	\$ 7,189
City View Shopping Center	5,570
Palm Harbour Shopping Village	12,967
	-----
	\$ 25,726
	=====

Note 1: Welleby Plaza was acquired on May 31, 1996 for a purchase price of \$7,251 and is included in the historical balance sheet as of June 30, 1996.

(b) Reflects the net draw on the Company's \$75 million unsecured acquisition and development line of credit. On July 10, 1996, the Company sold 934 shares to Security Capital US Realty for a total purchase price of \$16,468. These proceeds were used to paydown the line of credit.

Total draws for property acquisitions	\$ 25,726
Total paydown from stock issuance	(16,468)
	-----
Net loan draw	\$ 9,258
	=====

REGENCY REALTY CORPORATION

Pro Forma Consolidated Statements of Operations  
For the Six Month Period ended June 30, 1996 and  
the Year Ended December 31, 1995

Unaudited  
(in thousands, except per share data)

The following unaudited pro forma consolidated statements of operations are based upon the historical consolidated statements of operations for the six months ended June 30, 1996 and the year ended December 31, 1995 and are presented as if the Company had acquired the Acquisition Properties as of January 1, 1996 and 1995, respectively. These pro forma consolidated statements of operations should be read in conjunction with the Company's 1995 Form 10-K, its quarterly report filed on Form 10-Q dated June 30, 1996, the pro forma consolidated balance sheet of the Company, and the Statement of Revenue and Certain Expenses of the Acquisition Properties and notes thereto included elsewhere herein.

The unaudited pro forma consolidated statements of operations are not necessarily indicative of what the actual results of the Company would have been assuming the transactions had been completed as set forth above, nor does it purport to represent the Company's results of operations in future periods.

	For the Six Months Ended June 30, 1996			
	Regency Realty Corporation Historical	Acquisition Properties (a)	Pro Forma Adjustments	Regency Realty Corporation Pro Forma
Real estate operation revenues:				
Minimum rent	\$ 16,001	1,721	0	17,722
Percentage rent	424	0	0	424
Recoveries from tenants and other charges	3,508	388	0	3,896
Leasing and brokerage	1,244	0	0	1,244
Management fees	277	0	0	277
Total real estate operation revenues	21,454	2,109	0	23,563
Real estate operation expenses:				
Depreciation and amortization	3,905	0	320 (b)	4,225
Operating and maintenance	3,460	425	0	3,885
General and administrative	2,604	0	0	2,604
Real estate taxes	1,912	205	0	2,117
Total real estate operation expenses	11,881	630	320	12,831
Interest expense (income):				
Interest expense	4,630	0	306 (c)	4,936
Interest income	(287)	0	0	(287)
Net interest expense	4,343	0	306	4,649
Net income	5,230	1,479	(626)	6,083
Preferred stock dividends	58	0	0	58
Net income for common stockholders	\$ 5,172	1,479	(626)	6,025
Net income for common stockholders	\$ 0.53			0.56
Weighted average common shares outstanding	9,850			10,784

See accompanying notes to unaudited pro forma statement of operations.

REGENCY REALTY CORPORATION

Pro Forma Consolidated Statements of Operations (Continued)  
 Unaudited  
 (in thousands, except per share data)

For the Year Ended December 31, 1995

	Regency Realty Corporation Historical	Acquisition Properties (a)	Pro Forma Adjustments	Regency Realty Corporation Pro Forma
Real estate operation revenues:				
Minimum rent	\$ 25,044	3,483	0	28,527
Percentage rent	673	0	0	673
Recoveries from tenants and other charges	5,842	817	0	6,659
Leasing and brokerage	1,639	0	0	1,639
Management fees	787	0	0	787
Total real estate operation revenues	33,985	4,300	0	38,285
Real estate operation expenses:				
Depreciation and amortization	6,436	0	641 (b)	7,077
Operating and maintenance	5,683	887	0	6,570
General and administrative	4,894	0	0	4,894
Real estate taxes	3,001	426	0	3,427
Total real estate operation expenses	20,014	1,313	641	21,968
Interest expense (income):				
Interest expense	8,840	0	611 (c)	9,451
Interest income	(454)	0	0	(454)
Net interest expense	8,386	0	611	8,997
Net income	5,585	2,987	(1,252)	7,320
Preferred stock dividends	591	0	0	591
Net income for common stockholders	\$ 4,994	2,987	(1,252)	6,729
Net income for common stockholders	\$ 0.75			0.89
Weighted average common shares outstanding	6,630			7,564

See accompanying notes to unaudited pro forma statement of operations.

REGENCY REALTY CORPORATION

Notes to Pro Forma Consolidated Statements of Operations  
 For the Six Month Period Ended June 30, 1996 and  
 the Year Ended December 31, 1995  
 Unaudited  
 (in thousands, except per share data)

(a) Reflects revenues and certain expenses of the Acquisition Properties for the periods ended as follows:

	For the six months ended June 30, 1996			
Shopping Center	Minimum Rents	Tenant Recoveries	Operating & Maintenance	Real Estate Taxes
Welleby Plaza	\$ 383	103	154	74
Union Square Shopping Center	310	86	60	33
City View Shopping Center	322	34	61	24
Palm Harbour Village	706	165	150	74
	<u>\$ 1,721</u>	<u>388</u>	<u>425</u>	<u>205</u>

	For the year ended December 31, 1995			
Shopping Center	Minimum Rents	Tenant Recoveries	Operating & Maintenance	Real Estate Taxes
Welleby Plaza	\$ 884	247	330	178
Union Square Shopping Center	641	140	114	67
City View Shopping Center	624	104	110	42
Palm Harbour Village	1,334	326	333	139
	<u>\$ 3,483</u>	<u>817</u>	<u>887</u>	<u>426</u>

REGENCY REALTY CORPORATION

Notes to Pro Forma Consolidated Statements of Operations (continued)  
 Unaudited  
 (in thousands, except per share data)

(b) Depreciation expense is based upon the costs allocated to the buildings acquired with a useful life equal to forty years.

For the year ended December 31, 1995				
Shopping Center	Cost	Building Year Built	Useful Life	Annual Depreciation
Welleby Plaza	\$ 5,363	1982	40	\$ 134
Union Square Shopping Center	5,622	1989	40	141
City View Shopping Center	4,310	1993	40	108
Palm Harbour Village	10,343	1978 (*)	40	258
Annual depreciation expense				\$ 641
Semi-annual depreciation expense				\$ 320

(\*) Expanded in 1991 to expand Publix and add Bealls and in 1994 to add Blockbusters and Boston Market

(c) To reflect interest expense on the acquisition and development line of credit for net draws for property acquisitions in the amount of \$9,258 at an average interest rate of 7.4%

	Annual Interest
	\$ 611
Semi-annual interest expense	\$ 306