

AmREIT, Inc.
Form 425
August 07, 2014

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) August 6, 2014

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

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| Florida (State or other jurisdiction of incorporation) | 001-12298 (Commission File Number) | 59-3191743 (IRS Employer Identification No.) |
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| One Independent Drive, Suite 114 Jacksonville, Florida (Address of principal executive offices) | 32202 (Zip Code) |
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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 2.02 Disclosure of Results of Operations and Financial Condition

On August 6, 2014, Regency issued an earnings release for the three and six months ended June 30, 2014, which is attached as Exhibit 99.1.

On August 6, 2014, Regency posted on its website, at www.regencycenters.com, the supplemental information for the three and six months ended June 30, 2014, which is attached as Exhibit 99.2.

Item 8.01 Other Events

As disclosed in Item 2.02 above, on August 6, 2014, the Company issued a press release and supplemental information, attached hereto as Exhibits 99.1 and 99.2 announcing its results of operations for the three and six months ended June 30, 2014 and also commenting on a possible combination with AmREIT. The information set forth in Item 2.02 and in the attached Exhibits 99.1 and 99.2 regarding a possible combination with AmREIT is hereby incorporated into this Item 8.01. All other information set forth in Item 2.02 and the attached Exhibits 99.1 and 99.2 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 as amended.

Additional Information About the Proposed Transaction and Where to Find it

The communications referred to herein (and attached hereto) do not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The foregoing materials relate to a business combination transaction with AmREIT that has been proposed by Regency and that may become the subject of a registration statement filed with the Securities and Exchange Commission (SEC). This material is not a substitute for the proxy statement/prospectus Regency would file with the SEC regarding the proposed transaction if a negotiated transaction is reached with AmREIT or for any other document that Regency may file with the SEC and send to AmREIT’s or Regency’s stockholders in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF REGENCY AND AMREIT ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THOSE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Such documents would be available free of charge through the website maintained by the SEC at www.sec.gov or by directing a request to the Regency Investor Relations Department, One Independent Drive, Suite 114, Jacksonville, FL 32202. Copies of such documents filed by Regency with the SEC also would be available free of charge on Regency’s website at www.regencycenters.com.

Regency and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies from Regency’s and AmREIT’s stockholders in respect of the proposed transaction. Information regarding Regency’s directors and executive officers can be found in Regency’s definitive proxy statement filed with the SEC on March 18, 2014. Additional information regarding the interests of such potential participants will be included in any proxy statement/prospectus and other relevant documents filed with the SEC in connection with the proposed transaction if and when they become available.

All information in this communication concerning AmREIT, including such information pertaining to its business, operations and financial results, was obtained from public sources. In preparing this communication, Regency has relied upon and assumed the accuracy and completeness of such information, without assuming any responsibility for independent verification thereof.

Forward-Looking Statements

Information set forth in this Current Report on Form 8-K (including information incorporated by reference herein) contains “forward-looking statements” (as defined in Section 21E of the Exchange Act), which reflect Regency’s expectations regarding future events. The forward-looking statements involve a number of risks, uncertainties and other factors, many of which are outside Regency’s control, that could cause actual results to differ materially from those contained in the forward-looking statements. Such risks and uncertainties relating to the proposed transaction include, but are not limited to, AmREIT’s possible failure to accept Regency’s proposal and enter into negotiations and/or definitive agreements to effect the transaction, whether and when the proposed transaction will be consummated, the possible change in Regency’s

plans following the transaction, market and other expectations with respect to Regency following the transaction, including regarding future dividends, market evaluations and other statements that are not historical facts.

The following additional factors, among others, could cause actual results to differ materially from those set forth in the forward-looking statements: the ability to obtain requisite stockholder and other approvals for the transaction; market volatility; unexpected costs or unexpected liabilities that may arise from the transaction, whether or not consummated; ability to integrate AmREIT's portfolio and personnel; Regency's ability to achieve the cost-savings and synergies contemplated by the proposed transaction within the expected time frame; the tenants of the respective parties; continuation or deterioration of current market conditions; and future regulatory or legislative actions that could adversely affect the companies. Additional factors that may affect future results will be contained in Regency's filings with the SEC from time to time. Regency disclaims any obligation to update and revise statements contained in this filing based on new information or otherwise.

Please also refer to the documents filed by Regency 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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Earnings release issued by Regency on August 6, 2014, for the three and six months ended June 30, 2014.

Exhibit 99.2 Supplemental information posted on its website on August 6, 2014, for the three and six months ended June 30, 2014.

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

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| August 6, 2014 | By: /s/ J. Christian Leavitt J. Christian Leavitt, Senior Vice President and Treasurer (Principal Accounting Officer) |
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