

CBL & ASSOCIATES PROPERTIES INC  
Form 8-K  
December 06, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): December 6, 2016

CBL & ASSOCIATES PROPERTIES, INC.

CBL & ASSOCIATES LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 1-12494                     | 62-1545718                           |
| Delaware  | 333-182515-01               | 62-1542285                           |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (Commission File<br>Number) | (I.R.S. Employer Identification No.) |

2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421  
(Address of principal executive office, including zip code)

423.855.0001  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, 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 (see General Instruction A.2. below):

- 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))

oPre-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.

United States Federal Income Tax Considerations

The information included in this Current Report on Form 8-K under this heading “Material U.S. Federal Income Tax Considerations” and the information in Exhibit 99.1 hereto supersede and replace in its entirety the discussion under the heading “Material U.S. Federal Income Tax Considerations” in the prospectus dated July 2, 2015, which forms a part of the Registration Statement on Form S-3 filed with the Securities and Exchange Commission (“SEC”) on July 2, 2015 by CBL & Associates Properties, Inc. (SEC File No. 333-205457) and CBL & Associates Limited Partnership (SEC File No. 333-205457-01).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit<br>Number | Description                                    |
|-------------------|--|
| 99.1              | Material U.S Federal Income Tax Considerations |

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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.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ Farzana Khaleel

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Farzana Khaleel  
Executive Vice President -  
Chief Financial Officer and Treasurer

CBL & ASSOCIATES LIMITED PARTNERSHIP

By: CBL HOLDINGS I, INC., its general partner

/s/ Farzana Khaleel

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Farzana Khaleel  
Executive Vice President -  
Chief Financial Officer and Treasurer

Date: December 6, 2016