

COUSINS PROPERTIES INC  
Form 8-K  
April 12, 2013

**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): April 9, 2013**

**Cousins Properties Incorporated**

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of incorporation)

001-11312

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(Commission File Number)

**58-0869052**

(IRS Employer Identification Number)

**191 Peachtree Street NE, Suite 500, Atlanta, Georgia 30303-1740**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (404) 407-1000**

**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 (*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))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On April 9, 2013, Cousins Properties Incorporated (the Company) entered into an underwriting agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named in Schedule A to the Agreement (the Underwriters). Pursuant to the terms and conditions of the Agreement, the Company agreed to sell 14,354,000 shares of common stock, par value \$1.00 per share, at a price to the public of \$10.45 per share. In addition, the Company granted the Underwriters a 30-day option to purchase up to 2,135,100 additional shares of common stock, which was exercised in full by the Underwriters on April 9, 2013.

In the Agreement, the Company agreed to indemnify the Underwriters against certain specified types of liabilities, including liabilities under the Securities Act of 1933, and to contribute to payments the Underwriters may be required to make in respect of these liabilities. In the ordinary course of business the Underwriters or their respective affiliates have engaged and may in the future engage in various financing, commercial banking and investment banking services with, and provide financial advisory services to, the Company and its affiliates for which they have received or may receive customary fees and expenses. Subject to customary closing conditions, the offering contemplated by the Agreement (including the exercise in full of the option to purchase additional shares) is expected to close on or about April 12, 2013.

The shares of common stock were offered pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-187636). A copy of the Agreement is attached hereto as Exhibit 1.1, and the description of the material terms of the Agreement in this Item 1.01 is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release announcing the commencement of the common stock offering is furnished as Exhibit 99.1 to this Current Report on Form 8-K. A copy of the press release announcing the pricing of the common stock offering is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibits 99.1 and 99.2) shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Exhibit Description
1.1	Underwriting Agreement, dated April 9, 2013, by and among Cousins Properties Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters.
5.1	Opinion of King & Spalding LLP regarding legality of shares.
23.1	Consent of King & Spalding LLP (included in Exhibit 5.1).
99.1	Press Release, dated April 8, 2013.
99.2	Press Release, dated April 9, 2013.

Signatures

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

Date: April 12, 2013

COUSINS PROPERTIES INCORPORATED

By: /s/ Pamela F. Roper  
Pamela F. Roper  
Senior Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

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