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REGENCY CENTERS CORP

Form 8-K

June 12, 2003

SECURITIES AND EXCHANGE COMMISSION
UNITED STATES
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) June 11, 2003

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

Florida ----- (State or other jurisdiction of incorporation)	001-12298 ----- (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)-598-7000

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

Item 9. Regulation FD Disclosure

On June 12, 2003, Regency Centers Corporation and Security Capital Group Incorporated, an indirect wholly-owned subsidiary of General Electric Capital Corporation, jointly issued a press release regarding Security Capital's plans to sell up to 34.3 million shares of Regency common stock, representing all the Regency stock owned by Security Capital, through an underwritten public offering, forward sales contracts with certain of the underwriters expiring in

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2004, and the sale of up to \$150 million of shares to Regency. The text of the press release is attached as Exhibit 99.1.

Regency and Security Capital have entered into a Purchase and Sale Agreement, a copy of which is attached as Exhibit 99.2, in which Regency has agreed to purchase up to \$150 million of its shares owned by Security Capital at the same per share price as the shares sold in the underwritten public offering. Regency's purchase obligation will be reduced, based on a sliding scale, if the public offering and the forward contracts do not reduce Security Capital's ownership to 9.8% or less. Regency will have no purchase obligation if the public offering and the forward contracts do not reduce Security Capital's ownership to 15% or less. For purposes of these percentage calculations, Security Capital will be deemed to have sold the shares covered by the forward sales contracts and the underwriters' over-allotment options, and Regency's total outstanding common stock will be reduced by an assumed purchase of \$150 million of shares.

Regency and Security Capital have agreed, in an Agreement Relating to Disposition of Shares, a copy of which is attached as Exhibit 99.3, that their Stockholders Agreement will terminate if, as a result of these transactions, Security Capital's ownership in Regency (excluding shares subject to the forward contracts) has been reduced to 15% or less. Following the closing of the public offering, Security Capital has agreed to vote all Regency shares subject to the forward contracts over which it has voting power in the same proportion as shares are voted by other shareholders of Regency. The agreement also provides that following the closing, Joseph E. Parsons, President-North American Equity Holdings of GE Real Estate and Security Capital's representative on Regency's board of directors, will resign from Regency's board. In addition, Security Capital has agreed to waive special ownership limits created for it in Regency's articles of incorporation, provided that its ownership in Regency falls below 45% as a result of these transactions. Once Security Capital reduces its ownership to 7% or less after the forward contracts settle in 2004, it will be subject to the same 7% ownership limit in Regency's articles of incorporation that applies to other shareholders.

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Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1	Joint press release issued by Regency Centers Corporation and Security Capital Group Incorporated on June 12, 2003.
Exhibit 99.2	Purchase and Sale Agreement among Regency Centers Corporation, Security Capital Group Incorporated and Security Capital Shopping Mall Business Trust dated June 11, 2003.
Exhibit 99.3	Agreement Relating to Disposition of Shares between Regency Centers Corporation and Security Capital Group Incorporated dated June 11, 2003

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
(registrant)

June 12, 2003

By: /s/ J. Christian Leavitt

J. Christian Leavitt, Senior Vice
President, Finance and Principal
Accounting Officer