CBL & ASSOCIATES PROPERTIES INC
Form 8-K
March 15, 2002

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) March 11, 2002

CBL & Associates Properties, Inc.
(Exact name of registrant as specified in its charter)

Delaware	1-12494	62-1545718
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2030 Hamilton Place Blvd., Suite 500, CBL Center, Chattanooga, Tennessee 37421
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, including area code: (423) 855-0001

One Park Place, 6148 Lee Highway, Chattanooga, Tennessee 37421
(Former name or former address, if changed since last report)

Item 5. Other Events.

On March 23, 1998 CBL & Associates Properties, Inc. (the "Company") filed its Registration Statement on Form S-3 (File No. 333-47041), pursuant to which the Company may from time to time offer (i) one or more series of its preferred

stock, (ii) shares of its common stock and (iii) warrants to purchase its common stock with an aggregate public offering price of up to $350 million.

On March 11, 2002, the Company filed a Prospectus Supplement pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to an offering of an aggregate of 3,352,770 shares of the Company's Common Stock (the "Shares"). The Underwriting Agreement and the Pricing Agreement, covering the issue and sale of the Shares are attached to this Form 8-K and filed herewith under Item 7 as Exhibit 1.1 and Exhibit 1.2, respectively.

Item 7. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits:

The following exhibits are filed as part of this report:

1.1 Underwriting Agreement, dated March 11, 2002, among the Company, CBL & Associates Limited Partnership and Goldman, Sachs & Co.

1.2 Pricing Agreement, dated March 11, 2002, among the Company, CBL & Associates Limited Partnership and Goldman, Sachs & Co.

5 Opinion re Legality.

8 Opinion re Tax Matters.

23 Consent of Counsel (contained in the opinions filed as Exhibits 5 and 8 hereto).

SIGNATURE

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.

By: /s/ John N. Foy

John N. Foy
Vice Chairman, Chief Financial Officer and Treasurer

Dated: March 15, 2002

Exhibit Index

Exhibit No.	Description
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5	Opinion re Legality.
8	Opinion re Tax Matters.
23	Consents of Counsel (contained in the opinions filed as Exhibits 5 and 8 hereto).