

Section 1: 8-K (8-K)

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): **November 2, 2018**

CBL & ASSOCIATES PROPERTIES, INC.

CBL & ASSOCIATES LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

Delaware
Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-12494
333-182515-01
(Commission File
Number)

62-1545718
62-1542285
(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933

(§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On November 2, 2018, Gary L. Bryenton and Gary J. Nay, directors of CBL & Associates Properties, Inc. (the "Company"), each notified the Company of his decision to retire from the Board of Directors, effective December 31, 2018. Each advised the Company that his decision to retire from the Board of Directors at this time was not the result of any disagreement with the Company on any matter, including any matter related to the Company's operations, policies or practices.

In connection with receiving notification of these decisions, the Board of Directors voted to decrease the size of the Company's Board of Directors to seven members, effective with the retirements of Mr. Bryenton and Mr. Nay on December 31, 2018. The Board of Directors has also determined that, effective January 1, 2019 and in order to appropriately adjust the balance of Board committee assignments following these retirements, independent director Kathleen Nelson will begin serving as Chair of the Nominating/Corporate Governance Committee and cease to serve as a member of the Board's Audit Committee. No other changes to the committees of the Board of Directors are contemplated at this time.

Item 7.01 Regulation FD Disclosure.

The Company's press release announcing the pending retirements of Mr. Bryenton and Mr. Nay is furnished as an exhibit to this report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
<u>99.1</u>	<u>Press Release - CBL Properties Announces Gary Bryenton and Gary Nay to Retire from Board of Directors</u>

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

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

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

Date: November 5, 2018

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



News Release

Investor Contact: Katie Reinsmidt, Executive Vice President & Chief Investment Officer, 423.490.8301, Katie.Reinsmidt@cblproperties.com

CBL PROPERTIES ANNOUNCES GARY BRYENTON AND GARY NAY TO RETIRE FROM BOARD OF DIRECTORS

CHATTANOOGA, Tenn. (November 5, 2018) - CBL Properties (NYSE: CBL) today announced that Gary Bryenton and Gary Nay will retire from CBL's Board of Directors, effective December 31, 2018.

“CBL has greatly benefited from the valuable insight, guidance and direction by these two outstanding members of the Board,” said Charles B. Lebovitz, Chairman of the Board. “Their advice and leadership has been extremely meaningful and contributed to the many achievements CBL has celebrated over the years. On behalf of the entire company and the Board, I would like to extend our deepest gratitude to both for their unwavering commitment to the success of the organization.”

Gary Bryenton, Senior Partner for Baker Hostetler, LLP, was appointed to CBL’s Board of Directors in 2001. During his 17-year tenure, he has also served as Chairman of the Nominating/Corporate Governance Committee and as a member of the Audit Committee.

Gary Nay, former head of Real Estate for Macy’s/Federated, has served as a Director since 2011. During this time, he has also served as a member of CBL’s Compensation Committee and as a member of the Nominating/Corporate Governance Committee.

In connection with the retirements, the size of the Board will be reduced to seven directors.

About CBL Properties

Headquartered in Chattanooga, TN, CBL Properties owns and manages a national portfolio of market dominant properties located in dynamic and growing communities. CBL’s portfolio is comprised of 114 properties totaling 71.9 million square feet across 26 states, including 73 high-quality enclosed, outlet and open-air retail centers and 12 properties managed for third parties. CBL continuously strengthens its company and portfolio through active management, aggressive leasing and profitable reinvestment in its properties. For more information visit cblproperties.com.