

## 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): August 20, 2019

**CBL & ASSOCIATES PROPERTIES INC**

**CBL & Associates Limited Partnership**

(Exact Name of Registrant as Specified in its Charter)

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

**2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421-6000**

(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))

Securities registered under Section 12(b) of the Act:

<b>Title of each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value	CBL	New York Stock Exchange
7.375% Series D Cumulative Redeemable Preferred Stock, \$0.01 par value	CBLpD	New York Stock Exchange
6.625% Series E Cumulative Redeemable Preferred Stock, \$0.01 par value	CBLpE	New York Stock Exchange

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 20, 2019, CBL & Associates Properties, Inc. (the "Company") received notice (the "Notice") from the New York Stock Exchange (the "NYSE") that as of August 19, 2019, it is no longer in compliance with NYSE continued listing criteria set forth in Section 802.01C of the Listed Company Manual of the NYSE, which require listed companies to maintain an average closing share price of at least \$1.00 over a period of 30 consecutive trading days.

Pursuant to Section 802.01C, the Company has a period of six months following the receipt of the Notice to regain compliance with the minimum share price requirement, or until the Company's next annual meeting of stockholders if stockholder approval is required to cure the share price non-compliance, as would be the case to effectuate a reverse stock split. The Company has notified the NYSE of receipt of the notification and its intent to cure the deficiency. The Company is in compliance with all other NYSE continued listing standard rules.

The Company can regain compliance with the minimum share price requirement at any time during the six month cure period if, on the last trading day of any calendar month during the cure period or on the last day of the cure period, the Company has a closing share price of at least \$1.00, and an average closing share price of at least \$1.00 over the 30 trading-day period ending on such date. If the Company effectuates a reverse stock split following stockholder approval at its next meeting of stockholders to cure the condition, the condition will be deemed cured if the share price promptly exceeds \$1.00, and the share price remains above that level for at least the following 30 trading days.

The Notice has no immediate impact on the listing of the Company's stock, which will continue to be listed and traded on the NYSE during the cure period. Additionally, the NYSE notification does not affect the Company's business operations or its Securities and Exchange Commission reporting requirements, and does not conflict with or cause an event of default under any of the Company's material debt agreements.

A copy of the press release is filed herewith as Exhibit 99.1 hereto and is incorporated by reference herein

### ITEM 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired  
Not applicable
- (b) Pro Forma Financial Information  
Not applicable
- (c) Shell Company Transactions  
Not applicable
- (d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">News Release issued August 21, 2019.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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/ Andrew F. Cobb

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Andrew F. Cobb  
Senior Vice President -  
Director of Accounting

### **CBL & ASSOCIATES LIMITED PARTNERSHIP**

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

/s/ Andrew F. Cobb

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Andrew F. Cobb  
Senior Vice President -  
Director of Accounting

Date: August 22, 2019

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## **Section 2: EX-99.1 (EXHIBIT 99.1)**

**Exhibit 99.1**



## News Release

Contact: Katie Reinsmidt, EVP - Chief Investment Officer, 423.490.8301, [katie.reinsmidt@cblproperties.com](mailto:katie.reinsmidt@cblproperties.com)

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## **CBL PROPERTIES RESPONDS TO NYSE CONTINUED**

### **LISTING STANDARD NOTICE**

CHATTANOOGA, Tenn. (August 21, 2019) - CBL Properties (NYSE:CBL) today announced that it received notification from the New York Stock Exchange (NYSE) that as of August 19, 2019, the Company is no longer in compliance with NYSE continued listing criteria, which require listed companies to maintain an average closing share price of at least \$1.00 over a consecutive 30 trading-day

period.

The Company intends to pursue measures to cure the share price non-compliance, including through a reverse stock split of the Company's common stock, subject to stockholder approval, no later than at its next annual meeting of stockholders, if such action is necessary to cure the share price non-compliance.

In accordance with NYSE rules, the Company has a period of six months from receipt of the notice to regain compliance with the NYSE's minimum share price requirement, or until the Company's next annual meeting of stockholders, if stockholder approval is required to cure the share price non-compliance, as would be the case to effectuate a reverse stock split. Under NYSE rules, the Company's common stock will continue to be listed and trade on the NYSE during this period, subject to the Company's compliance with other NYSE continued listing requirements.

Under NYSE rules, CBL can regain compliance at any time during the six-month cure period if on the last trading day of any calendar month during the cure period CBL's common stock has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading day of that month or on the last day of the cure period.

The NYSE notification has no impact on CBL operations or its Securities and Exchange Commission reporting requirements, and it does not cause an event of default under any of the Company's material debt or other agreements.

#### **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 108 properties totaling 68.2 million square feet across 26 states, including 68 high-quality enclosed, outlet and open-air retail centers and 9 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](http://cblproperties.com).

*Information included herein contains "forward-looking statements" within the meaning of the federal securities laws. Such statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual events, financial and otherwise, may differ materially from the events and results discussed in the forward-looking statements. The reader is directed to the Company's various filings with the Securities and Exchange Commission, including without limitation the Company's Annual Report on Form 10-K and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" included therein, for a discussion of such risks and uncertainties.*

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