

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

REGENCY CENTERS CORPORATION

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

**One Independent Drive, Suite 114
Jacksonville, Florida 32202**
(Address of Principal Executive Offices)

59-3191743
(I.R.S. Employer
Identification No.)

Regency Centers 401(k) Profit Sharing Plan
(Full title of the plan)

Michael R. Herman, Esq.
Senior Vice President, General Counsel
One Independent Drive, Suite 114
Jacksonville, Florida 32202
(904) 598-7000
(Name, address and telephone number of agent for service)

Copy to:
Michael B. Kirwan, Esq.
Foley & Lardner LLP
One Independent Drive, Suite 1300
Jacksonville, Florida 32202
(904) 359-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share	1,000,000	\$46.02	\$46,020,000	\$5,974

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers additional shares of Common Stock that may become issuable under the above-named plan as a result of stock dividends, stock splits, anti-dilution provisions or any other similar events.
- (2) Determined on the basis of the average of the high and low sale price of Common Stock as reported on The Nasdaq Stock Market on June 19, 2020 of \$46.02, solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act.

EXPLANATORY NOTE

The purpose of this Registration Statement is to register 1,000,000 additional shares of common stock, par value \$0.01 per share (the “Common Stock”), of Regency Centers Corporation (the “Company”) in connection with the Company’s 401(k) Profit Sharing Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Company’s Registration Statement on Form [S-8](#) (Registration No. 333-149872), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as set forth below.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Article of Incorporation of Regency Centers Corporation (incorporated by reference to Exhibit 3.a to the Company’s Form 10-Q filed on August 8, 2017)
4.2	Amended and Restated Bylaws of Regency Centers Corporation (incorporated by reference to Exhibit 3.b to the Company’s Form 10-Q filed on August 8, 2017)
5.1	Legal Opinion of Foley & Lardner LLP
23.1	Consent of KPMG LLP
23.2	Consent of Foley & Lardner LLP (included as part of its opinion filed as Exhibit 5.1 hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on this 25th day of June, 2020.

REGENCY CENTERS CORPORATION

By: /s/ Michael Herman

Michael Herman
Senior Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on June 25, 2020 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Lisa Palmer</u> Lisa Palmer	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Michael J. Mas</u> Michael J. Mas	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ J. Christian Leavitt</u> J. Christian Leavitt	Senior Vice President and Treasurer (Principal Accounting Officer)
<u>/s/ Martin E. Stein, Jr.</u> Martin E. Stein, Jr.	Executive Chairman of the Board
<u>/s/ Joseph F. Azrack</u> Joseph F. Azrack	Director
<u>/s/ Bryce Blair</u> Bryce Blair	Director
<u>/s/ C. Ronald Blankenship</u> C. Ronald Blankenship	Director
<u>/s/ Deirdre J. Evens</u> Deirdre J. Evens	Director
<u>/s/ Thomas W. Furphy</u> Thomas W. Furphy	Director
<u>/s/ Karin M. Klein</u> Karin M. Klein	Director
<u>/s/ Peter D. Linneman</u> Peter D. Linneman	Director
<u>/s/ David P. O'Connor</u> David P. O'Connor	Director
<u>/s/ Thomas G. Wattles</u> Thomas G. Wattles	Director

**ATTORNEYS AT LAW**

ONE INDEPENDENT DRIVE, SUITE 1300
 JACKSONVILLE, FLORIDA 32202-5017
 904.359.2000 TEL
 904.359.8700 FAX
 www.foley.com

June 25, 2020

Regency Centers Corporation
 One Independent Drive - Suite 114
 Jacksonville, Florida 32202

Ladies and Gentlemen:

We have acted as legal counsel to Regency Centers Corporation, a Florida corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended, relating to the registration of the offer, issuance and sale by the Company of 1,000,000 shares of common stock, par value \$0.01 per share (the "Securities") of the Company. The Securities are to be sold by the Company pursuant to the Regency Centers 401(k) Profit Sharing Plan (the "Plan").

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Articles of Incorporation of the Company, as presently in effect; (ii) the Bylaws of the Company, as presently in effect; (iii) the Plan; (iv) the Registration Statement and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Securities have been duly authorized and, when issued and delivered upon the receipt of consideration constituting lawful consideration under Florida law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the state of Florida. We assume no obligation to supplement this opinion letter if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinions expressed herein after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to any reference to our firm in the prospectus which is a part of the Registration Statement. In giving this consent we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities Exchange Commission promulgated thereunder.

Sincerely,

/s/ FOLEY & LARDNER LLP

BOSTON
 BRUSSELS
 CHICAGO
 DETROIT

JACKSONVILLE
 LOS ANGELES
 MADISON
 MIAMI

MILWAUKEE
 NEW YORK
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SAN DIEGO
 SAN DIEGO/DEL MAR
 SAN FRANCISCO
 SHANGHAI

SILICON VALLEY
 TALLAHASSEE
 TAMPA
 TOKYO
 WASHINGTON, D.C.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Regency Centers Corporation, and
Regency Centers, L.P.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Regency Centers Corporation of our reports dated February 14, 2020, with respect to the consolidated balance sheets of Regency Centers Corporation and subsidiaries as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule III- Real Estate and Accumulated Depreciation, and the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appear in the December 31, 2019 combined annual report on Form 10-K of Regency Centers Corporation and Regency Centers, L.P. We also consent to the use of our reports dated February 14, 2020, with respect to the consolidated balance sheets of Regency Centers, L.P. and subsidiaries as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive income, capital, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule III- Real Estate and Accumulated Depreciation, and the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appear in the December 31, 2019 combined annual report on Form 10-K of Regency Centers Corporation and Regency Centers, L.P.

Our reports refer to a change to the accounting for leases.

/s/ KPMG LLP
Jacksonville, Florida
June 25, 2020