

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) February 28, 1999

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

Florida (State or other jurisdiction of incorporation)	1-12298 Commission File Number)	59-3191743 (IRS Employer Identification No.)
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121 West Forsyth Street, Suite 200  
Jacksonville, Florida 32202  
(Address of principal executive offices)(Zip Code)

Registrant's telephone number including area code: (904)-356-7000

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

ITEM 2. ACQUISITION OF ASSETS

Regency Realty completed its merger with Pacific Retail Trust, a Dallas-based private real estate company that is a leading neighborhood shopping center company in the western United States. The merger was approved Friday, February 26, 1999 by shareholders of both companies at special shareholder meetings and was effective February 28, 1999.

Of the 25.5 million Regency shares authorized to vote, 84.1% was represented at the special shareholder meeting either in person or by proxy. Of the shares represented, 98.6% voted in favor of the merger. Of the 67.2 million Pacific Retail shares authorized to vote, 97.0% was represented at the special shareholder meeting either in person or by proxy. Of the shares represented, 97.3% voted in favor of the merger.

The merged company will operate under the Regency name and will continue to trade on the New York Stock Exchange under the ticker symbol "REG". With the completion of the merger, the company owns 200 retail properties totaling more than 23 million square feet located in high-growth markets throughout the United States.

Information concerning the merger, including the assets acquired and the merger consideration, has been previously reported in Regency's definitive Proxy Statement and Prospectus dated January 28, 1999.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

A. The financial statements of Pacific Retail Trust and the pro forma financial statements of Regency Realty Corporation were filed as a part of Regency Realty Corporation's definitive Proxy Statement and Prospectus dated January 28, 1999 and are incorporated by reference. The following Index to Financial Statements represents a complete list and location of the financial statements included in the Proxy filing.

REGENCY REALTY CORPORATION:  
UNAUDITED PRO FORMA FINANCIAL INFORMATION

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PACIFIC RETAIL TRUST:  
UNAUDITED PRO FORMA FINANCIAL INFORMATION

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PACIFIC RETAIL TRUST:

CONSOLIDATED FINANCIAL STATEMENTS

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C. Exhibits:

2. Agreement and Plan of Merger between Regency Realty Corporation and Pacific Retail Trust dated as of September 23, 1998 (incorporated by reference from Annex A to Regency Realty Corporation's definitive Proxy Statement and Prospectus dated January 28, 1999).

Exhibits to the Agreement and Plan of Merger are incorporated by reference to Annexes D, E and F to the above-referenced Proxy Statement and Prospectus. The following schedules have been omitted (the Registrant agrees to furnish copies supplementally to the Securities and Exchange Commission upon request):

Regency Realty Corporation ("East") Disclosure Schedules:

3.2(a) and (b)

- (i) Commitments to Issue Securities of East or East Operating Partnership
- (ii) East Voting Agreement
- (iii) East Redemption Obligations
- (iv) East Registration Rights Agreements

3.2(c) Stock Ownership of East Subsidiaries 3.2(d) Commitments to Issue Securities of East Subsidiaries 3.3(b) East Required Consents 3.5 East Material Adverse Changes 3.7 East Tax Matters 3.9 East Litigation 3.11 East Properties 3.26 Knowledge 5.1(d) East Acquisitions, Dispositions, or Financings 7.1(i) Mandatory Required Consents

Pacific Retail Trust ("West") Disclosure Schedule

23. Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of PricewaterhouseCoopers LLP

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENCY REALTY CORPORATION  
(registrant)

March 5, 1999

By:/s/ J.Christian Leavitt  
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J. Christian Leavitt  
Senior Vice President

Exhibit 23

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Current Report on Form 8-K of Regency Realty Corporation of our reports dated January 23, 1998 and dated February 9, 1996 included in the Regency Realty Corporation registration statement on Form S-4 (No. 333-65491) dated January 21, 1999 relating to the financial statements of Pacific Retail Trust for the years ended December 31, 1997 and 1996 and for the period from April 27, 1995 (Inception) to December 31, 1995 listed in the accompanying index. We also consent to the application of our report dated January 23, 1998 to the Financial Statement Schedule for the year ended December 31, 1997 listed in the accompanying index when such schedule is read in conjunction with the financial statements referred to in our report. The audits referred to in such report also included this schedule.

PricewaterhouseCoopers LLP  
Dallas, Texas  
January 21, 1999

Exhibit 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of the Registration Statement on Form S-3 (No. 33-86886), Form S-3 (No. 333-930), Form S-3 (No. 333-37911), Form S-3 (No. 333-52089) and Form S-8 (No. 333-24971) of Regency Realty Corporation and Form S-4 (No. 333-63723) and Form S-3 (No. 333-72899) of Regency Centers, L.P. of our reports dated January 23, 1998 relating to the financial statements of Pacific Retail Trust for the years ended December 31, 1997 and 1996 and dated February 9, 1996 relating to the financial statements of Pacific Retail Trust for the period from April 27, 1995 (Inception) to December 31, 1995 which are incorporated by reference in the Current Report on Form 8-K of Regency Realty Corporation dated February 28, 1999.

PricewaterhouseCoopers LLP  
Dallas, Texas  
March 5, 1999