

Centro NP LLC
Form 8-K
April 06, 2009

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**

April 6, 2009

Date of Report (Date of earliest event reported)

CENTRO NP LLC

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or other Jurisdiction

of Incorporation)

1-12244
(Commission File No.)

64-0955724
(IRS Employer

Identification No.)

420 Lexington Avenue, New York, New York 10170

(Address of principal executive offices, including zip code)

212-869-3000

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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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:

- 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))
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Item 7.01

Regulation FD Disclosure.

Centro NP LLC (the Company) has announced the results of its previously announced cash tender offer (the Tender Offer) for any and all of its 7.40% Senior Notes due September 2009 (the Notes). The Tender Offer expired at 5:00 p.m., New York City time, on Friday, April 3, 2009. All of the Notes validly tendered and not validly withdrawn have been accepted for payment by the Company, with settlement expected to occur on April 8, 2009. All Notes purchased pursuant to the Tender Offer will be cancelled. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Certain statements in this disclosure that are not historical fact may constitute forward-looking statements and information within the meaning of the federal securities laws. These statements are the Company's current views as of the date such statements are made with respect to possible future events and financial performance. These forward-looking statements are subject to many risks and uncertainties that could cause actual results to differ significantly from historical results or from those anticipated by the Company. The most significant risks are detailed from time to time in the Company's filings and reports with the Commission, including the Company's Annual Report on Form 10-K and subsequent periodic reports filed with the Securities and Exchange Commission. It is advisable not to place undue reliance on the Company's forward-looking statements. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated April 6, 2009, of Centro NP LLC

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.

Date: April 6, 2009

CENTRO NP LLC

By:	/s/ Steven Siegel	
	Name:	Steven Siegel
	Title:	Executive Vice President, General Counsel and Secretary