

Centro NP LLC  
Form 8-K  
October 28, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**October 27, 2009**

Date of Report (Date of earliest event reported)

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**CENTRO NP LLC**

(Exact Name of Registrant as Specified in Charter)

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**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**

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

On October 27, 2009, Centro NP LLC (the Company ) issued a press release announcing that is has amended the terms of their previously commenced consent solicitation with respect to amendments to the 1995 indenture governing its outstanding 7.65%, 7.68% and 7.97% senior notes due 2026 and its outstanding 6.90% senior notes due 2028. The consent solicitation, previously scheduled to expire at 5:00 P.M. New York City Time on October 27, 2009, will now expire at 5:00 P.M. New York City Time on October 30, 2009. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 4.1 Form of Third Supplemental Indenture, by and among Centro NP LLC and U.S. Bank Trust National Association

Exhibit 99.1 Press Release dated October 27, 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: October 28, 2009

CENTRO NP LLC

By: /s/ Steven Siegel

Name:

Steven Siegel

Title:

Executive Vice President, General Counsel  
and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Form of Third Supplemental Indenture, by and among Centro NP LLC and U.S. Bank Trust National Association
99.1	Press Release dated October 27, 2009 of Centro NP LLC