CBL & ASSOCIATES PROPERTIES INC
Form 8-K
August 13, 2018

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 9, 2018

CBL & ASSOCIATES PROPERTIES, INC.

CBL & ASSOCIATES LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-12494	62-1545718
Delaware	333-182515-01	62-1542285
(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
(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):
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))

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 o

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. o

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

Effective August 9, 2018, the Board of Directors of CBL & Associates Properties, Inc. (herein the "Company" or "CBL") approved certain amendments to the Company's Second Amended and Restated Code of Business Conduct and Ethics, and restated the document as the Third Amended and Restated Code of Business Conduct and Ethics (the "Code"). In addition to making certain technical and administrative updates to the Code, these amendments: (A) added an express statement addressing the obligation to maintain the confidentiality of the Company's non-public information after employment with the Company ends; (B) updated the provisions of the Code addressing competing commercial real estate projects to better align with the Company's current business activities and practices; (C) updated the dollar threshold for de minimis business gifts from $50 to $100; and (D) added language to align the Code with the Company's current policies concerning the use of social media, equal employment opportunity and protection of health and safety.

The foregoing description of the amendments made in conjunction with the adoption of the Third Amended and Restated Code of Business Conduct and Ethics is qualified in its entirety by reference to the full text of the Code, which is available in the "Invest - Investor Relations - Governance Documents" section of the Company's web site at cblproperties.com

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/ Farzana Khaleel

_____

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

CBL & ASSOCIATES LIMITED PARTNERSHIP

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

/s/ Farzana Khaleel

_____

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

Date: August 13, 2018