

CBL & ASSOCIATES PROPERTIES INC
Form 424B5
October 01, 2012

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Depository Shares, each representing 1/10 th of a Share of 6.625% Series E Cumulative Redeemable Preferred Stock, \$.01 par value per share	6,900,000	\$25.00	\$172,500,000	\$23,529
6.625% Series E Cumulative Redeemable Preferred Stock, \$.01 par value per share	690,000(2)			(2)
Common Stock, \$.01 par value per share	15,964,530(3)			(3)

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended (the "Securities Act"). Payment of the registration fee at the time of filing of the registrant's registration statement on Form S-3, filed with the Securities and Exchange Commission on July 3, 2012 (File No. 333-182515), was deferred pursuant to Rules 456(b) and 457(r) under the Securities Act, and is paid herewith. This "Calculation of Registration Fee" table shall be deemed to update the "Calculation of Registration Fee" table in such registration statement.

(2) Each depository share represents 1/10th of a share of 6.625% Series E Cumulative Redeemable Preferred Stock. In accordance with Rule 457(i), no registration fee is required because CBL & Associates Properties, Inc. will not receive any separate consideration for the shares of 6.625% Series E Cumulative Redeemable Preferred Stock.

(3) Represents the maximum number of shares of common stock issuable upon conversion of the shares of 6.625% Series E Cumulative Redeemable Preferred Stock as described in the prospectus supplement. In accordance with Rule 457(i), no registration fee is required because CBL & Associates Properties, Inc. will not receive any separate consideration for the shares of common stock issuable upon conversion of the shares of 6.625% Series E Cumulative Redeemable Preferred Stock.

Filed Pursuant to Rule 424(b)(5)
Registration No.: 333-182515

PROSPECTUS SUPPLEMENT
(To Prospectus dated July 3, 2012)

6,000,000 Depositary Shares

CBL & Associates Properties, Inc.

**Each Representing 1/10th of a Share of
6.625% Series E Cumulative Redeemable Preferred Stock
(Liquidation Preference \$25.00 per Depositary Share)**

We are offering 6,000,000 depositary shares, each representing 1/10th of a share of our 6.625% Series E cumulative redeemable preferred stock, \$.01 par value per share.

(cover continued on next page)

An investment in the depositary shares involves various risks. Further, the depositary shares have not been rated and are subject to the risks associated with non-rated securities. See Risk Factors beginning on page S-7 of this prospectus supplement and on page 4 of the accompanying prospectus, as well as under the caption Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011 filed on February 29, 2012, as amended by Amendment No. 1 thereto on Form 10-K/A filed on March 30, 2012 (as amended, our 2011 10-K), our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012 filed on May 10, 2012 (our March 2012 10-Q) and our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012 filed on August 9, 2012 (our June 2012 10-Q), to read about factors you should consider before making a decision to invest in our depositary shares.

Neither the Securities and Exchange Commission (the SEC) nor any state or other securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total(1)
Initial price to public	\$ 25.00	\$ 150,000,000
Underwriting discount	\$ 0.7875	\$ 4,725,000
Proceeds, before expenses, to us	\$ 24.2125	\$ 145,275,000

- (1) Assumes no exercise of the underwriters option to purchase additional depositary shares described below.

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We have granted the underwriters an option to purchase up to 900,000 additional depository shares from us at the initial public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

The underwriters expect to deliver the shares in book-entry only form through The Depository Trust Company (DTC) on or about October 5, 2012.

Joint Book-Running Managers

BofA Merrill Lynch J.P. Morgan Wells Fargo Securities

Joint Lead Managers

Raymond James RBC Capital Markets Stifel Nicolaus Weisel

Co-Managers

KeyBanc Capital Markets Mitsubishi UFJ Securities PNC Capital Markets LLC US Bancorp

The date of this prospectus supplement is September 28, 2012

(cover continued from previous page)

We will pay cumulative dividends on the shares of our Series E preferred stock underlying the depositary shares offered hereby in the amount of \$1.65625 per depositary share for each full year, which is equivalent to 6.625% of the \$25.00 liquidation preference per depositary share. Dividends will be payable quarterly in arrears on the 30th day of March, June, September and December of each year, when, as and if declared by our board of directors. The first dividend on the shares of our Series E preferred stock underlying the depositary shares offered hereby will be payable on December 30, 2012, and such dividend will be in the amount of \$0.39106 per depositary share.

We have the option to redeem all or a portion of the depositary shares offered hereby at any time on or after October 5, 2017, at \$25.00 per depositary share, plus all accrued and unpaid dividends to, but not including, the date of redemption. We also will have the option to redeem all or a portion of the depositary shares at any time under circumstances intended to preserve our status as a real estate investment trust for federal and/or state income tax purposes. In addition, upon the occurrence of a Change of Control (as defined on page S-17 of this prospectus supplement), we may, at our option, redeem all or a portion of the depositary shares, within 120 days after the first date on which such Change of Control occurred, at \$25.00 per share plus all accrued and unpaid dividends to, but not including, the date of redemption.

Upon the occurrence of a Change of Control, each holder of depositary shares will have the right (unless, prior to the Change of Control Conversion Date (as defined on page S-19 of this prospectus supplement), we have provided notice of our election to redeem the depositary shares) to direct the depositary, on such holder's behalf, to convert some or all of the shares of Series E preferred stock underlying the depositary shares held by such holder on the Change of Control Conversion Date into a number of shares of our common stock per depositary share to be converted equal to the lesser of:

the quotient
obtained by
dividing (i) the
sum of the
\$25.00
liquidation
preference
plus the
amount of any
accrued and
unpaid
dividends to,
but not
including, the
Change of
Control
Conversion
Date (unless
the Change of
Control
Conversion
Date is after a
record date for
a dividend
payment on

the Series E preferred stock underlying the depositary shares and on or prior to the corresponding dividend payment date on the Series E preferred stock underlying the depositary shares, in which case no additional amount for such accrued and unpaid dividends will be included in this sum) by (ii) the Common Share Price (as defined on page S-19 of this prospectus supplement); and

2.3137 (i.e., the Share Cap), subject to certain adjustments.

The depositary shares have no stated maturity, are not subject to any sinking fund, are not convertible into or exchangeable for any other securities (other than under certain circumstances upon the occurrence of a Change of Control) and will remain outstanding indefinitely unless we decide to redeem them or they are converted in connection with a Change of Control, as described herein.

Holders of depositary shares will generally have no voting rights, except for limited voting rights if we do not pay dividends for six or more quarterly periods (whether or not consecutive) and in certain other circumstances.

At the closing of this offering, we will deposit 600,000 shares of Series E preferred stock underlying the depositary shares offered hereby with Computershare Trust Company, N.A., as depositary.

The depositary shares are subject to certain restrictions on ownership and transfer designed to preserve our qualification as a real estate investment trust for federal income tax purposes. See [Description of Series E Preferred Stock and Depositary Shares](#) [Restrictions on Ownership and Transfer](#) beginning on page S-22 of this prospectus supplement and [Description of Capital Stock](#) [Description of Common Stock](#) [Restrictions on Transfer](#) in the

accompanying prospectus for more information about these restrictions.

There is currently no public market for the depositary shares. We intend to file an application to list the depositary shares on the New York Stock Exchange (NYSE) under the symbol CBLPrE. If the application is approved, we expect trading in the depositary shares on the NYSE to begin within 30 days from the original issue date of the depositary shares.

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	i
<u>FORWARD-LOOKING STATEMENTS</u>	ii
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-7
<u>CAPITALIZATION</u>	S-10
<u>USE OF PROCEEDS</u>	S-11
<u>DESCRIPTION OF SERIES E PREFERRED STOCK AND DEPOSITARY SHARES</u>	S-12
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	S-23
<u>UNDERWRITING (CONFLICTS OF INTEREST)</u>	S-26
<u>LEGAL MATTERS</u>	S-31
<u>EXPERTS</u>	S-31
<u>HOW TO OBTAIN MORE INFORMATION</u>	S-31

Prospectus

<u>ABOUT THIS PROSPECTUS</u>	1
<u>HOW TO OBTAIN MORE INFORMATION</u>	1
<u>INCORPORATION OF INFORMATION FILED WITH THE SEC</u>	2
<u>FORWARD-LOOKING STATEMENTS</u>	2
<u>RATIO OF EARNINGS TO FIXED CHARGES AND RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS</u>	4
<u>RISK FACTORS</u>	4
<u>CBL & ASSOCIATES PROPERTIES, INC.</u>	5
<u>USE OF PROCEEDS</u>	8
<u>DESCRIPTION OF CAPITAL STOCK</u>	8
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	15
<u>DESCRIPTION OF DEBT SECURITIES</u>	15
<u>DESCRIPTION OF WARRANTS</u>	21
<u>DESCRIPTION OF RIGHTS</u>	23
<u>DESCRIPTION OF UNITS</u>	24
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	24
<u>PLAN OF DISTRIBUTION</u>	44
<u>SELLING SECURITY HOLDERS</u>	46
<u>LEGAL MATTERS</u>	46
<u>EXPERTS</u>	47

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus required to be filed with the SEC. We have not, and the underwriters have not, authorized any other person to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely

on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein and therein, and any free writing prospectus required to be filed with the SEC is accurate only as of the respective date of such document or on the date or dates which are specified in such documents. Our business, financial condition, liquidity, results of operations, cash flows or prospects may have changed since those dates.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, including information about certain of our securities generally, some of which may not apply to this offering of depositary shares. This prospectus supplement may add, update or change information contained or incorporated by reference in the accompanying prospectus. If the information contained or incorporated by reference in this prospectus supplement is inconsistent with any information contained or incorporated by reference in the accompanying prospectus, the information contained or incorporated by reference in this prospectus supplement will apply and will supersede the inconsistent information contained or incorporated by reference in the accompanying prospectus.

It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus before making your investment decision. You should also read and consider the additional information incorporated by reference in this prospectus supplement and the accompanying prospectus before making your investment decision. See **How to Obtain More Information** in this prospectus supplement and the accompanying prospectus, respectively.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (*Securities Act*), and Section 21E of the Securities Exchange Act of 1934, as amended (*Exchange Act*) and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. All statements other than statements of historical fact should be considered to be forward-looking statements.

Forward-looking statements can often be identified by the use of forward-looking terminology, such as *will*, *should*, *could*, *projects*, *goals*, *objectives*, *targets*, *predicts*, *expects*, *anticipates*, *intends*, *plans*, *believes*, *will be* and variations of these words and similar expressions. Any forward-looking statement speaks only as of the date on which it is made and is qualified in its entirety by reference to the factors discussed throughout this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, forward-looking statements are not guarantees of future performance or results and we can give no assurance that these expectations will be attained. It is possible that actual results may differ materially from those indicated by these forward-looking statements due to a variety of known and unknown risks and uncertainties. Some of the factors that could cause actual results to differ include, without limitation:

general
industry,
economic and
business
conditions;

interest rate
fluctuations;

costs and
availability of
capital, and
capital
requirements;

costs and
availability of
real estate;

inability to
consummate
acquisition
opportunities
and other
risks
associated
with
acquisitions;

competition
from other
companies
and retail
formats;

changes in
retail rental
rates in our
markets;

shifts in
customer
demands;

tenant
bankruptcies
or store
closings;

changes in
vacancy rates
at our
properties;

changes in
operating
expenses;

changes in
applicable
laws, rules
and
regulations;
and

the ability to
obtain
suitable
equity and/or
debt financing
and the
continued
availability of
financing in
the amounts
and on the
terms
necessary to
support our
future

refinancing
requirements
and business.

This list of risks and uncertainties, however, is only a summary and is not intended to be exhaustive. For a discussion of these and other factors that could cause actual results to differ from those contemplated in the forward-looking statements, please see the discussions under Risk Factors, beginning on page S-7 of this prospectus supplement and on page 4 of the accompanying prospectus and under Risk Factors in our 2011 10-K, our March 2012 10-Q and our June 2012 10-Q, which are incorporated by reference in this prospectus supplement and the accompanying prospectus and have been filed with the SEC, as well as other information contained in our publicly available filings with the SEC. We do not undertake to update any of these factors or to announce publicly any revisions to forward-looking statements, whether as a result of new information, future events or otherwise.

PROSPECTUS SUPPLEMENT SUMMARY

The following summary may not contain all of the information that is important to you. You should read carefully this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding whether to invest in our depositary shares. In this prospectus supplement and the accompanying prospectus, unless otherwise indicated, the Company, we, us and our refer to CBL & Associates Properties, Inc. and its subsidiaries. Unless otherwise indicated, the information in this prospectus supplement is as of the date of this prospectus supplement and assumes that the underwriters do not exercise their option to purchase additional depositary shares, as described in Underwriting (Conflicts of Interest).

Company Overview

We are a self-managed, self-administered, fully integrated real estate investment trust (REIT) that is engaged in the ownership, development, acquisition, leasing, management and operation of regional shopping malls, open-air centers, associated centers, community centers and office properties. We currently own interests in a portfolio of properties, consisting of enclosed regional malls, open-air centers (including one mixed-use center), associated centers (each located adjacent to a regional mall), community centers, office buildings (including our corporate office building), and joint venture investments in similar types of properties. We may also own from time to time shopping center properties that are under development or construction, as well as options to acquire certain shopping center development properties. Our shopping center properties are located in 27 states, but are primarily in the southeastern and midwestern United States. We have elected to be taxed as a REIT for federal income tax purposes.

We conduct substantially all of our business through CBL & Associates Limited Partnership (our Operating Partnership). We currently own an indirect majority interest in our Operating Partnership, and one of our wholly owned subsidiaries, CBL Holdings I, Inc., a Delaware corporation, is its sole general partner. To comply with certain technical requirements of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code) applicable to REITs, our property management and development activities are carried out through CBL & Associates Management, Inc. (our Management Company). Our Operating Partnership owns 100% of both of the Management Company s preferred stock and common stock.

In order for us to maintain our qualification as a REIT for federal income tax purposes, our certificate of incorporation provides for an ownership limit which generally prohibits, with certain exceptions, direct or constructive ownership by one person, as defined in our certificate of incorporation, of equity securities representing more than 6% of the combined total value of our outstanding equity securities.

Our principal executive offices are located at CBL Center, 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421-6000, and our telephone number is (423) 855-0001. Our website can be found at cblproperties.com. The information contained on or connected to our website is not, and you must not consider the information to be, a part of this prospectus supplement or the accompanying prospectus.

THIS OFFERING

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the depositary shares, see Description of Series E Preferred Stock and Depositary Shares in this prospectus supplement and Description of Capital Stock and Description of Depositary Shares in the accompanying prospectus.

Issuer	CBL & Associates Properties, Inc.
Securities Offered	6,000,000 depositary shares, each representing $\frac{1}{10}$ th of a share of our 6.625% Series E cumulative redeemable preferred stock, \$.01 par value per share (or 6,900,000 depositary shares if the underwriters option to purchase additional depositary shares is exercised in full).
Dividends	We will pay cumulative dividends on the shares of our Series E preferred stock underlying the depositary shares offered hereby in the amount of \$1.65625 per depositary share for each full year, which is equivalent to 6.625% of the \$25.00 liquidation preference per depositary share. Dividends will be payable quarterly in arrears on the 30th day of March, June, September and December of each year, as, when and if declared by our

board of directors.
The first dividend on the shares of our Series E preferred stock underlying the depositary shares offered hereby will be payable on December 30, 2012, and such dividend will be in the amount of \$0.39106 per depositary share. Any dividend payable on the shares of Series E preferred stock underlying the depositary shares for any partial dividend period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends on shares of our Series E preferred stock underlying the depositary shares will continue to accrue even if we do not have earnings or funds legally available to pay such dividends or we do not declare the payment of dividends.

Liquidation Preference \$25.00 per depositary share (\$250.00 per underlying share of Series E preferred stock), plus an amount equal to accrued and unpaid dividends, whether or not declared.

No Maturity

The depositary shares have no stated maturity, are not subject to any sinking fund, are not convertible into or exchangeable for any other securities (other than under certain circumstances upon the occurrence of a Change of Control) and will remain outstanding indefinitely unless we decide to redeem them or they are converted in connection with a Change of Control, as described herein. However, in order to ensure that we remain qualified as a REIT for federal income tax purposes, depositary shares owned by a stockholder in excess of the ownership limit will be designated as shares-in-trust and will automatically be transferred to a trust for the exclusive benefit of a charitable beneficiary which we will designate, and we may purchase the excess shares after that transfer in accordance with the terms of our certificate of incorporation. See Description of the

Series E Preferred
Stock and
Depositary
Shares Restrictions
on Ownership and
Transfer, in this
prospectus
supplement and
Description of
Capital
Stock Description of
Common
Stock Restrictions on
Transfer in the
accompanying
prospectus.

S-2

**Optional
Redemption**

We may not redeem the depositary shares prior to October 5, 2017, except as described below under Special Optional Redemption and in limited circumstances relating to our continuing qualification as a REIT. On and after October 5, 2017, we may, at our option, redeem the depositary shares, in whole or from time to time in part, by paying \$25.00 per depositary share (\$250.00 per underlying share of Series E preferred stock), plus all accrued and unpaid dividends to, but not including, the date of redemption.

**Special
Optional
Redemption**

Upon the occurrence of a Change of Control, we may, at our option, redeem the depositary shares, in whole or in part, within 120 days after the first date on which such Change of Control occurred, by paying \$25.00 per depositary share, plus all accrued and unpaid dividends to, but not including, the date of redemption. If, prior to the Change of Control Conversion Date, we have provided notice of exercise of our redemption rights relating to the depositary shares (whether our optional redemption right or our special optional redemption right), the depositary shares that are the subject of such notice of exercise will not have the conversion right described below.

A Change of Control is when, after the original issuance of the depositary shares, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of the Company entitling that person to exercise more than 50% of the total voting power of all shares of the Company entitled to vote generally in elections of directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

following the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity has a class of common securities (or American depositary shares (or ADSs) representing such securities) listed on the NYSE, the NYSE MKT or NASDAQ or listed on an exchange that is a successor to the NYSE, the NYSE MKT or NASDAQ.

**Conversion
Rights**

Upon the occurrence of a Change of Control, each holder of depositary shares will have the right (unless, prior to the Change of Control Conversion Date, we have provided notice of our election to redeem the depositary shares) to direct the depositary, on such holder's behalf, to convert some or all of the shares of Series E preferred stock underlying the depositary shares held by such holder on the Change of Control Conversion Date into a number of shares of our common stock per depositary share to be converted equal to the lesser of:

the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a dividend payment on the Series E preferred stock underlying the depositary shares and on or prior to the corresponding dividend payment date on the Series E preferred stock underlying the depositary shares, in which case no additional amount for such accrued and unpaid dividends will be included in this sum) by (ii) the Common Share Price; and

2.3137 (i.e., the Share Cap), subject to certain adjustments;

and subject, in each case, to an aggregate cap on the total number of shares of common stock (or Alternative Conversion Consideration, as applicable) issuable upon exercise of the Change of Control conversion right of 13,882,200 shares (15,964,530 shares if the underwriters exercise their option to purchase additional depositary shares in full) (or equivalent Alternative Conversion Consideration, as applicable), and subject, in each case, to provisions for the receipt of Alternative Conversion Consideration as described in this prospectus supplement.

If we have provided a redemption notice, whether pursuant to our special optional redemption right in connection with a Change of Control or our optional redemption right, holders of depositary shares will not have any right to convert the depositary shares that are the subject of such redemption notice in connection with the Change of Control conversion right and any depositary shares subsequently selected for redemption that have been tendered for conversion will be redeemed on the related date of redemption instead of converted on the Change of Control Conversion Date.

For definitions of Alternative Conversion Consideration, Change of Control Conversion Date and Common Share Price and for a description of the adjustments, limitations and provisions for the receipt of Alternative Conversion Consideration that may be applicable to the Change of Control conversion right, see Description of the Series E Preferred Stock and Depositary Shares Conversion Rights.

Except as provided above in connection with a Change of Control, the depositary shares are not convertible into or exchangeable for any other securities or property.

Ranking

The Series E preferred stock underlying the depositary shares will rank senior to our common stock and on a parity with (i) our 460,000 outstanding shares of 7.75% Series C preferred stock, represented by 4,600,000 outstanding depositary shares (\$250.00 liquidation preference per share of Series C preferred stock, or \$25.00 per depositary share), which we refer to as our Series C preferred stock, (ii) our 1,815,000 outstanding shares of 7.375% Series D preferred stock, represented by 18,150,000 outstanding depositary shares (\$250.00 liquidation preference per share of Series D preferred stock, or \$25.00 per depositary share), which we refer to as

our Series D preferred stock and (iii) any other parity securities that we may issue in the future. Such ranking applies to the payment of distributions and amounts upon liquidation, dissolution or winding up.

Voting Rights

Holder of the depositary shares representing interests in our Series E preferred stock will generally have no voting rights. However, if dividends on any outstanding Series E preferred stock are in arrears for six or more quarterly periods (whether or not consecutive), holders of the depositary shares representing interests in the Series E preferred stock, voting together as a single class with the holders of all other classes or series of our equity securities

ranking on parity with the Series E preferred stock which are entitled to similar voting rights, will be entitled at the next annual meeting of stockholders to elect two additional directors to our board of directors, to serve until all unpaid dividends have been paid or declared and set apart for payment. In addition, the affirmative vote or consent of the holders of two-thirds of the outstanding Series E preferred stock and, in the case of (i) below, each other class or series of preferred stock ranking on a parity with respect to the payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up, voting as a single class, will be required

to (i) authorize or create, or increase the authorized or issued amount of, any class or series of capital stock ranking senior to the Series E preferred stock with respect to payment of dividends or the distribution of assets upon our liquidation, dissolution or winding-up or reclassify any of our authorized shares into capital stock of that kind, or create, authorize or issue any obligation or security convertible into or evidencing the right to purchase any such capital stock; or (ii) amend, alter or repeal the provisions of our certificate of incorporation or certificate of designations relating to the Series E preferred stock, whether by merger, consolidation, transfer or

conveyance of substantially all of our assets or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series E preferred stock or its holders; except that with respect to the occurrence of any of the events described in (ii) above, so long as the Series E preferred stock remains outstanding with the terms of the Series E preferred stock materially unchanged, taking into account that, upon the occurrence of an event described in (ii) above, we may not be the surviving entity, the occurrence of such event will not be deemed to materially and adversely affect the rights, preferences, privileges or voting power of holders of Series E

preferred stock,
and in such case
such holders
shall not have
any voting
rights with
respect to the
events
described in (ii)
above.

S-5

**Restrictions on
Ownership and
Transfer**

For us to qualify as a REIT under the Internal Revenue Code, transfer of depositary shares (and shares of our Series E preferred stock) is restricted so that not more than 50% in value of our outstanding capital stock is owned, directly or constructively, by five or fewer individuals, as defined in the Internal Revenue Code to include certain entities, during the last half of any taxable year. In addition, our certificate of incorporation provides that, subject to certain exceptions, no person (other than Charles Lebovitz, members of the Richard Jacobs Group (as defined in our certificate of incorporation), members of the David Jacobs Group (as defined in our certificate of incorporation) and their respective affiliates under the applicable attribution rules of the Internal Revenue Code) may own, or be deemed to own by virtue of the attribution

provisions of the Internal Revenue Code, more than 6% of the combined total value of our outstanding equity securities. See

Description of Series E Preferred Stock and Depositary Shares Restrictions on Ownership and Transfer in this prospectus supplement and Description of Capital Stock Description of Common Stock Restrictions on Transfer in the accompanying prospectus.

Listing

We intend to file an application to list the depositary shares on the NYSE under the symbol CBLPrE. If the application is approved, we expect trading in the depositary shares on the NYSE to begin within 30 days from the original issue date of the depositary shares.

Form

The depositary shares will be issued and maintained in book-entry only form registered in the name of the nominee of The Depositary Trust Company.

Use of Proceeds

We expect to receive net proceeds

from the sale of the
depository shares in
this offering of
approximately
\$144.8 million, after
deducting the
underwriting
discount and other
estimated offering
expenses payable by
us. If the
underwriters
exercise their option
to purchase
additional
depository shares in
full, our net
proceeds from this
offering will be
approximately
\$166.6 million, after
deducting the
underwriting
discount and other
estimated offering
expenses payable by
us. We will use the
net proceeds to
redeem all of our
outstanding Series C
preferred stock with
an aggregate
liquidation
preference of \$115
million. Additional
net proceeds will be
applied to reduce
outstanding
balances on our
lines of credit. See
Use of Proceeds and
Underwriting
(Conflicts of
Interest) Conflicts of
Interest in this
prospectus
supplement.

Risk Factors

An investment in
the depository
shares involves

various risks, and prospective investors should carefully consider the matters discussed under the caption entitled Risk Factors beginning on page S-7 of this prospectus supplement, on page 4 of the accompanying prospectus and in our 2011 10-K, March 2012 10-Q and June 2012 10-Q, before making a decision to invest in the depositary shares.

Tax Consequences

Material federal income tax considerations of purchasing, owning and disposing of the depositary shares are summarized in Material U.S. Federal Income Tax Considerations in this prospectus supplement, which supplements the discussion under the heading Material U.S. Federal Income Tax Considerations in the accompanying prospectus.

RISK FACTORS

You should consider carefully all of the information set forth in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference herein and therein. In particular, you should consider the risk factors described below, in the accompanying prospectus and in our 2011 10-K, March 2012 10-Q and June 2012 10-Q. These risks are considered to be the most material but are not the only ones we are facing. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on us in the future. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods.

After this offering, our indebtedness will be substantial and could impair our ability to obtain additional financing.

On a pro forma basis as of June 30, 2012, assuming the completion of this offering and the use of the net proceeds therefrom as described under Use of Proceeds, our total share of consolidated and unconsolidated debt would have been approximately \$5,393.7 million. As of such date, and giving effect to the foregoing assumptions, our total share of consolidated and unconsolidated debt maturing in 2012, 2013 and 2014, giving effect to all maturity extensions received to date, would have been approximately \$228.2 million, \$727.2 million and \$339.6 million, respectively. Our existing consolidated and unconsolidated debt obligations generally contain maturity extension options which are available to us only if we are in compliance with all of the terms of the related indebtedness and we pay an extension fee to the lender. No assurance can be given that we will meet all of the conditions necessary to exercise any maturity extension option at the relevant time. For additional information regarding risks associated with our indebtedness, see Risk Factors Risks Related to Debt and Financial Markets in our 2011 10-K, March 2012 10-Q and June 2012 10-Q.

The depositary shares are a new issue of securities and do not have an established trading market, which may negatively affect their market value and your ability to transfer or sell your depositary shares.

The depositary shares, each of which represents $\frac{1}{10}$ th of a share of our Series E preferred stock, are a new issue of securities with no established trading market. We intend to file an application to list the depositary shares on the NYSE. Even if our application is approved, we do not expect trading in the depositary shares on the NYSE to begin on the original issue date of such shares. Furthermore, an active trading market on the NYSE for the depositary shares may not develop or, if one develops, it may not be maintained. As a result, the ability to transfer or sell the depositary shares and any trading price of the depositary shares could be adversely affected. We have been advised by the underwriters that they intend to make a market in the depositary shares upon completion of this offering, but they are not obligated to do so and may discontinue market-making at any time without notice.

The depositary shares have not been rated.

We have not sought to obtain a rating for the depositary shares, and the depositary shares may never be rated. It is possible, however, that one or more rating agencies might independently determine to assign a rating to the depositary shares or that we may elect to obtain a rating of our depositary shares in the future. Furthermore, we may elect to issue other securities for which we may seek to obtain a rating. If any ratings are assigned to the depositary shares in the future or if we issue other securities with a rating, such ratings, if they are lower than market expectations or are subsequently lowered or withdrawn, could adversely affect the market for, or the market value of, the depositary shares.

Ratings only reflect the views of the issuing rating agency or agencies and such ratings could at any time be revised downward, placed on negative outlook or withdrawn entirely at the discretion of the issuing rating agency. Further, a rating is not a recommendation to purchase, sell or hold any particular security, including the depositary shares. In addition, ratings do not reflect market prices

or suitability of a security for a particular investor and any future rating of the depositary shares may not reflect all risks related to the Company and its business, or the structure or market value of the depositary shares.

Since we conduct substantially all of our operations through our Operating Partnership, our ability to pay dividends on our Series E preferred stock and the depositary shares depends almost entirely on the distributions we receive from our Operating Partnership.

We intend to contribute the entire net proceeds from this offering to our Operating Partnership in exchange for preferred units of limited partnership interests that have substantially the same economic terms as the Series E preferred stock. Because we conduct substantially all of our operations through our Operating Partnership, our ability to pay dividends on our Series E preferred stock and the depositary shares will depend almost entirely on payments and distributions we receive on our interests in our Operating Partnership. Additionally, the terms of some of the debt to which our Operating Partnership is a party may limit its ability to make some types of payments and other distributions to us. This in turn may limit our ability to make some types of payments, including payment of dividends on our Series E preferred stock and the depositary shares, unless we meet certain financial tests. As a result, if our Operating Partnership fails to pay distributions to us, we generally will not be able to pay dividends on our Series E preferred stock and the depositary shares for one or more dividend periods.

The market price of the depositary shares representing interests in our Series E preferred stock may be adversely affected by the future incurrence of debt or issuance of equity securities by our Operating Partnership or the future incurrence of debt or issuance of preferred stock by the Company.

In the future, we may increase our capital resources by making offerings of debt securities and preferred stock of the Company, debt securities and equity securities of our Operating Partnership and other borrowings by the Company and our Operating Partnership. The debt and equity securities and borrowings of our Operating Partnership are structurally senior to our Series E preferred stock and the debt securities, preferred stock (if senior to our Series E preferred stock) and borrowings of the Company are senior in right of payment to our Series E preferred stock, and all payments (including dividends, principal and interest) and liquidating distributions on such securities and borrowings could limit our ability to pay dividends or make other distributions to the holders of depositary shares representing interests in our Series E preferred stock. Because our decision to issue securities and make borrowings in the future will depend on market conditions and other factors, some of which may be beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings or borrowings. Thus, holders of the depositary shares representing interests in our Series E preferred stock bear the risk of our future offerings or borrowings reducing the market price of the depositary shares representing interests in our Series E preferred stock.

The Change of Control conversion feature may not adequately compensate you, and the Change of Control conversion and redemption features of the shares of Series E preferred stock underlying the depositary shares may make it more difficult for a party to take over the Company or discourage a party from taking over the Company.

Upon the occurrence of a Change of Control which results in shares of our common stock and the common securities of the acquiring or surviving entity (or ADSs representing such securities) not being listed on the NYSE, the NYSE MKT or NASDAQ or listed on an exchange that is a successor to the NYSE, the NYSE MKT or NASDAQ, holders of the depositary shares representing interests in our Series E preferred stock will have the right (unless, prior to the Change of Control Conversion Date, we have provided notice of our election to redeem the depositary shares either pursuant to our optional redemption right or our special optional redemption right) to convert some or all of their depositary shares into shares of our common stock (or equivalent value of Alternative Conversion Consideration). See Description of the Series E Preferred Stock and Depositary Shares Conversion Rights and Special Optional Redemption. Upon such a conversion, the

maximum number of shares of common stock that holders of depositary shares will receive for each depositary share converted will be limited to the Share Cap. If the Common Share Price is less than \$10.805 (which is 50% of the per share closing sale price of our common stock on September 27, 2012), subject to adjustment, the holders will receive a maximum of 2.3137 shares of our common stock per depositary share, which may result in a holder receiving value that is less than the liquidation preference of the depositary shares. In addition, there is an aggregate cap of 13,882,200 shares (15,964,530 shares if the underwriters exercise their option to purchase additional depositary shares in full) of common stock issuable upon exercise of the Change of Control conversion right. These features of the Series E preferred stock may have the effect of inhibiting a third party from making an acquisition proposal for the Company or of delaying, deferring or preventing a Change of Control of the Company under circumstances that otherwise could provide the holders of our common stock and Series E preferred Stock with the opportunity to realize a premium over the then-current market price or that stockholders may otherwise believe is in their best interests.

The market price of the depositary shares could be substantially affected by various factors.

The market price of the depositary shares will depend on many factors, which may change from time to time, including:

Prevailing interest rates, increases in which may have an adverse effect on the market price of the depositary shares representing interests in our Series E preferred stock;

The market for similar securities issued by other REITs;

General economic and financial market conditions;

The financial condition, performance and prospects of us, our tenants and our competitors;

Any rating assigned by a rating agency to the depositary

shares;

Changes in financial estimates or recommendations by securities analysts with respect to us, our competitors or our industry; and

Actual or anticipated variations in our quarterly operating results and those of our competitors.

In addition, over the last several years, prices of equity securities in the U.S. trading markets have been experiencing extreme price fluctuations, and the market prices of other series of our preferred stock have also fluctuated significantly during this period. As a result of these and other factors, investors who purchase the depositary shares in this offering may experience a decrease, which could be substantial and rapid, in the market price of the depositary shares, including decreases unrelated to our financial condition, performance or prospects. Likewise, in the event that the depositary shares become convertible and are converted into shares of our common stock, holders of our common stock issued upon such conversion may experience a similar decrease, which also could be substantial and rapid, in the market price of our common stock.

If our depositary shares, and the Series E preferred stock and any common stock received upon your surrender or conversion of the depositary shares constitute U.S. real property interests, we would be required to withhold from payments to non-U.S. holders under the Foreign Investment in Real Property Tax Act, or FIRPTA.

Depending on the facts in existence at the time of any sale, repurchase, conversion, or retirement of the depositary shares, Series E preferred stock or our common stock, it is possible that the depositary shares, the Series E preferred stock and our common stock could constitute U.S. real property interests. If so, non-U.S. holders of depositary shares, Series E preferred stock or our common stock may be subject to withholding on payments in connection with such a sale, repurchase, conversion, or retirement regardless of whether such non-U.S. holders provide certification documenting their non- U.S. status.

CAPITALIZATION

The following table sets forth our capitalization as of June 30, 2012 on a historical basis and on an as adjusted basis to reflect the sale of 6,000,000 depository shares in this offering and the application of the net proceeds of this offering as set forth under Use of Proceeds. The information set forth in the following table should be read in conjunction with the consolidated financial statements and the notes and schedules thereto in our 2011 10-K and the condensed consolidated financial statements and the notes thereto in our March 2012 10-Q and June 2012 10-Q.

	As of June 30, 2012	
	Actual	As Adjusted
	(in thousands, except share data)	
	(unaudited)	
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY		
Mortgage and other indebtedness	\$ 4,693,208	\$ 4,663,363
Accounts payable and accrued liabilities	323,470	323,470
Total liabilities	5,016,678	4,986,833
Redeemable noncontrolling interests	461,995	461,995
Shareholders' equity:		
Preferred Stock, \$.01 par value, 15,000,000 shares authorized:		
7.75% Series C Cumulative Redeemable Preferred Stock, 460,000 shares and no shares, respectively, outstanding on an actual and on an as adjusted basis	5	
7.375% Series D Cumulative Redeemable Preferred Stock, 1,815,000 shares outstanding	18	18
6.625% Series E Cumulative Redeemable Preferred Stock, no shares and 600,000 shares, respectively, outstanding on an actual and on an as adjusted basis		6
Common Stock, \$.01 par value, 350,000,000 shares authorized, 158,560,145 issued and outstanding	1,586	1,586
Additional paid-in capital	1,697,943	1,727,787
Accumulated other comprehensive income	4,146	4,146
Dividends in excess of cumulative earnings	(432,908)	(432,908)
Total shareholders' equity	1,27	