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CBL & ASSOCIATES PROPERTIES INC  
Form 8-K  
February 09, 2006

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 AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 8, 2006

CBL & ASSOCIATES PROPERTIES, INC.

(Exact Name of Registrant as Specified in its Charter)

|                                |                  |                     |
|--------------------------------|------------------|---------------------|
| Delaware                       | 1-12494          | 62-154718           |
| (State or Other                | (Commission File | (I.R.S. Employer    |
| Jurisdiction of Incorporation) | Number)          | Identification No.) |

Suite 500, 2030 Hamilton Place Blvd, 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):

- 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 2.02 Results of Operations and Financial Condition

On February 8, 2006, CBL & Associates Properties, Inc. (the "Company")

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reported its results for the three months and year ended December 31, 2005. The Company's earnings release for the three months and year ended December 31, 2005 is attached as Exhibit 99.1. On February 9, 2006, the Company held a conference call to discuss the results for the three months and year ended December 31, 2005. The transcript of the conference call is attached as Exhibit 99.2. The Company has posted to its website certain supplemental financial and operating information for the three months and year ended December 31, 2005, which is attached as Exhibit 99.3.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Exhibits

Exhibit  
Number

Description

|      |  |
|------|--|
| 99.1 | Earnings Release - CBL & Associates Properties Reports Fourth Quarter And Annual 2005 Results            |
| 99.2 | Investor Conference Call Script - Three Months And Year Ended December 31, 2005                          |
| 99.3 | Supplemental Financial and Operating Information - For the Three Months and Year Ended December 31, 2005 |

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SIGNATURE

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 thereunto duly authorized.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ John N. Foy

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John N. Foy  
Vice Chairman,

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Chief Financial Officer and  
Treasurer

Date: February 9, 2006