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CBL & ASSOCIATES PROPERTIES INC  
Form S-8  
May 23, 2002

As filed with the Securities and Exchange Commission on May 23, 2002  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CBL & ASSOCIATES PROPERTIES, INC.  
(Exact name of issuer as specified in its charter)

Delaware	62-1545718
-----	-----
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

2030 Hamilton Place Blvd.  
Suite 500  
Chattanooga, Tennessee 37421  
(423) 855-0001

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(Address, including zip code, and telephone number, including area code,  
of principal executive offices)

CBL & Associates Properties, Inc. 1993 Stock Incentive Plan  
(Full title of the plan)

Charles B. Lebovitz  
Chairman of the Board of Directors  
and Chief Executive Officer  
CBL & Associates Properties, Inc.  
2030 Hamilton Place Blvd.  
Suite 500  
Chattanooga, Tennessee 37421  
(423) 855-0001

(Name, address (including zip code) and telephone number  
(including area code) of agent for service)

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COPY TO:  
Yaacov M. Gross, Esq.  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

CALCULATION OF REGISTRATION FEE

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Title of	Amount to be	Proposed maximum	Proposed maximum aggregate	Amount of

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securities to be registered	registered (1)	offering price per share (2)	offering price (2)	registration fee (3)
-----				
Common Stock, \$0.01 par value per share	1,200,000	\$35.20	\$42,240,000	\$3,886.08
-----				

- (1) This Registration Statement covers an additional 1,200,000 shares authorized to be issued under the CBL & Associates Properties, Inc. 1993 Stock Incentive Plan, as amended (the "Plan"). In addition, this Registration Statement covers an indeterminable number of additional shares as may hereafter be offered or issued pursuant to the Plan, to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration and pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for calculating the amount of the registration fee, pursuant to Rule 457(h) under the Securities Act, based on the average of high and low prices reported on the New York Stock Exchange on May 17, 2002.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, filed with the Securities and Exchange Commission (the "Commission") by CBL & Associates Properties, Inc. (the "Company"), are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed pursuant to the Securities Exchange Act of 1934 (the "Exchange Act").
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002 filed pursuant to the Exchange Act.
- (c) The Company's Current Reports on Form 8-K filed under the Exchange Act on March 15, 2002, April 25, 2002 and May 13, 2002.
- (d) The Company's Registration Statements on Form S-8 (Registration Nos. 33-73376, 333-04295 and 333-41768), filed under the Securities Act on December 23, 1993, May 22, 1996 and July 19, 2000, respectively.
- (e) The description of the Company's common stock, \$0.01 par value per share, which is incorporated by reference into the Company's registration statement on Form 8-A, filed under the Exchange Act on October 25, 1993 and contained in the prospectus filed with the Company's Registration Statement on Form S-11 (Registration No. 33-67372), filed under the Securities Act on August 12, 1993, as amended by the amendments to the Form S-11 filed on October 5, 1993, October 26, 1993 and January 27, 1994, respectively, as such description was updated in the Company's Registration Statement on Form S-3 (Registration No. 333-47041), filed under the Securities Act on March 23, 1998.

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In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all the securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated herein by reference and to be a part hereof from the date of the filing of such documents with the Commission.

Item 8. EXHIBITS

Exhibit No.

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- |      |                                                                                                             |
|------|-------------------------------------------------------------------------------------------------------------|
| 5    | Opinion of Willkie Farr & Gallagher, counsel to the Company, as to the legality of the shares to be issued. |
| 23.1 | Consent of Arthur Andersen LLP.                                                                             |
| 23.2 | Consent of Willkie Farr & Gallagher (included in Exhibit 5).                                                |
| 24   | Power of Attorney (Reference is made to the signature page).                                                |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chattanooga, State of Tennessee, on the 23rd day of May, 2002.

CBL & ASSOCIATES PROPERTIES, INC.

By: /s/ John N. Foy

-----  
John N. Foy  
Vice Chairman of the Board  
and Chief Financial Officer

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles B. Lebovitz, John N. Foy and Stephen D. Lebovitz and each of them, with full power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and

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to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date ----
/s/ Charles B. Lebovitz ----- Charles B. Lebovitz	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	May 23, 2002
/s/ John N. Foy ----- John N. Foy	Director, Vice Chairman of the Board of Directors, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 23, 2002
/s/ Stephen D. Lebovitz ----- Stephen D. Lebovitz	Director, President and Secretary	May 23, 2002
/s/ Claude M. Ballard ----- Claude M. Ballard	Director	May 23, 2002
/s/ Leo Fields ----- Leo Fields	Director	May 23, 2002
/s/ William J. Poorvu ----- William J. Poorvu	Director	May 23, 2002
/s/ Winston W. Walker ----- Winston W. Walker	Director	May 23, 2002
/s/ Martin J. Cleary ----- Martin J. Cleary	Director	May 23, 2002

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/s/ Gary L. Bryenton

Director

May 23, 2002

-----  
Gary L. Bryenton

EXHIBIT INDEX

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