

Centro NP LLC  
Form 8-K  
February 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**



**FORM 8-K**

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**CURRENT REPORT**

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



**February 17, 2009**

**Date of Report (Date of earliest event reported)**









# **CENTRO NP LLC**

**(Exact Name of Registrant as Specified in Charter)**

**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

(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)**



## Edgar Filing: Centro NP LLC - Form 8-K

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:

- 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 7.01**

**Regulation FD Disclosure.**

On February 17, 2009, Centro NP LLC (the Company ) announced that it commenced a cash tender offer for any and all of its 7.40% Senior Notes due September 2009. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release, dated February 17, 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: February 18, 2009

CENTRO NP LLC

|        |                   |  |
|--------|-------------------|--|
| By:    | /s/ Steven Siegel |  |
| Name:  |                   | Steven Siegel  |
| Title: |                   | Executive Vice President, General Counsel<br>and Secretary |