

BBX CAPITAL CORP

Form S-8

June 10, 2016

As filed with the Securities and Exchange Commission on June 10, 2016

Registration No. 333-

UNITED
STATES

SECURITIES
AND
EXCHANGE
COMMISSION

Washington,
D.C. 20549

FORM S-8

REGISTRATION
STATEMENT UNDER THE
SECURITIES
ACT OF 1933

BBX CAPITAL
CORPORATION
(Exact name of
registrant as
specified in its
charter)

Florida
(State or
other
jurisdiction of

incorporation
or
organization)

401 East Las
Olas
Boulevard,
Suite 800

Fort
Lauderdale,
Florida

65-0507804
(I.R.S.
Employer

Identification
No.)

33301
(Zip Code)

(Address of
Principal
Executive
Offices)

BBX Capital
Corporation
2014 Stock
Incentive Plan
(Full title of the
plan)

Jarett S. Levan

Acting Chairman
and Chief
Executive Officer;
President

BBX Capital
Corporation

401 East Las Olas
Boulevard, Suite
800

Fort Lauderdale,
Florida 33301
(Name and
address of agent
for service)

(954) 940-4000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | offering price per share(2) | Proposed | Amount of registration fee(2) |
|---|----------------------------|--|--|-------------------------------|
| | | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | |
| Class A Common Stock, par value \$0.01 per share(3) | 1,000,000 | \$14.50 | \$14,500,000 | \$1,460.15 |

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the registrant’s Class A Common Stock which may become issuable under the BBX Capital Corporation 2014 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of the registrant’s Class A Common Stock.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act on the basis of the average of the high and low prices of the registrant’s Class A Common Stock on the New York Stock Exchange on June 9, 2016.

(3) Each share of Class A Common Stock registered hereunder includes an associated right to purchase from the registrant one one-hundredth of a share of Series A Junior Participating Preferred Stock for \$25.00. These purchase rights are not exercisable until the occurrence of certain prescribed events, none of which has occurred. These purchase rights are, and until the occurrence of any such prescribed event these purchase rights will be, evidenced by the certificates representing the associated shares of Class A Common Stock, and may be transferred only with such shares of Class A Common Stock.

The value attributable to these purchase rights, if any, is reflected in the value of the associated shares of Class A Common Stock.

Explanatory Note

At the 2016 Annual Meeting of Shareholders of BBX Capital Corporation (the “Company”), the Company’s shareholders approved an amendment (the “Amendment”) to the BBX Capital Corporation 2014 Stock Incentive Plan, as amended (the “Plan”), to increase the number of shares of the Company’s Class A Common Stock available for grant under the Plan from 1,000,000 shares to 2,000,000 shares. The Company is filing this Registration Statement to register the additional 1,000,000 shares of Class A Common Stock available for grant under the Plan as a result of the Amendment. The Company is also registering hereunder the Preferred Share Purchase Rights associated with each share of Class A Common Stock being registered hereunder.

The securities registered hereunder are of the same classes as the securities of the Company registered under the Company’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on July 11, 2014 (Registration No. 333-197357) (the “Earlier Registration Statement”). Pursuant to General Instruction E to Form S-8, the contents of the Earlier Registration Statement are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are incorporated herein by reference:

(1)The Company's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Commission on March 15, 2016.

(2)The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed with the Commission on May 6, 2016.

(3)The Company's Current Report on Form 8-K, filed with the Commission on March 23, 2016.

(4)The Company's Current Report on Form 8-K, filed with the Commission on May 25, 2016.

(5)The portions of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 25, 2016, that are deemed "filed" with the Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(6)The description of the Company's Class A Common Stock contained in the Company's Registration Statement on Form 8-A, filed with the Commission on June 25, 1997, and any amendments to such Registration Statement filed subsequently thereto and other reports filed for the purpose of updating such description, including the Company's Current Report on Form 8-K, filed with the Commission on July 11, 2014.

(7)The description of the Company's Preferred Share Purchase Rights contained in the Company's Registration Statement on Form 8-A, filed with the Commission on February 7, 2013, and any amendments to such Registration Statement filed subsequently thereto and other reports filed for the purpose of updating such description.

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

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit

NumberDescription

5.1Opinion of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.

23.1Consent of Grant Thornton LLP with respect to its report on the financial statements of the Company

23.2Consent of Grant Thornton LLP with respect to its report on the financial statements of Woodbridge Holdings, LLC

23.3Consent of PricewaterhouseCoopers LLP with respect to its report on the financial statements of the Company

23.4Consent of PricewaterhouseCoopers LLP with respect to its report on the financial statements of Woodbridge Holdings, LLC

23.5Consent of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. (included in Exhibit 5.1)

24.1Power of Attorney (set forth on the signature pages to this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Fort Lauderdale, State of Florida, on June 10, 2016.

BBX CAPITAL CORPORATION

By:/s/ Jarett S. Levan

Jarett S. Levan,

Acting Chairman and Chief Executive Officer; President

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Jarett S. Levan and John E. Abdo, and each of them acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to execute any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|--|---|---------------|
| /s/ Jarett S. Levan Jarett S. Levan | Acting Chairman and Chief Executive Officer; President | June 10, 2016 |
| /s/ John E. Abdo | Vice Chairman | June 10, 2016 |

John E. Abdo

/s/ Raymond S. Lopez Executive Vice President and Chief Financial Officer June 10, 2016

Raymond S. Lopez

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/s/ David M. Friedman Managing Director and Chief June 10, 2016
David M. Friedman Accounting Officer

/s/ Steven M. Coldren Director June 10, 2016
Steven M. Coldren

/s/ Charlie C. Winningham, II Director June 10, 2016
Charlie C. Winningham, II

/s/ Norman H. Becker Director June 10, 2016
Norman H. Becker

/s/ Willis N. Holcombe Director June 10, 2016
Willis N. Holcombe

/s/ Anthony P. Segreto Director June 10, 2016
Anthony P. Segreto

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