

BBX CAPITAL CORP  
Form S-8  
July 11, 2014

As filed with the Securities and Exchange Commission on July 11, 2014

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**

**65-0507804**  
**(I.R.S. Employer**  
**Identification No.)**

**33301**

**Fort Lauderdale, Florida**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**BBX Capital Corporation 2014 Stock Incentive Plan**

**(Full title of the plan)**

**Alan B. Levan**

**Chairman and Chief Executive Officer**

**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**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of registration fee(2)</b>
		<b>maximum offering price per share(2)</b>	<b>maximum aggregate offering price(2)</b>	
Class A Common Stock, par value \$0.01 per share(3)	1,000,000	\$18.94	\$18,940,000	\$2,439.47

- (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 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 Class A Common Stock on the New York Stock Exchange on July 8, 2014.
- (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.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by BBX Capital Corporation (the Company) with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

- (1) The Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Commission on March 17, 2014.
- (2) The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, filed with the Commission on May 12, 2014.
- (3) The Company's Current Report on Form 8-K, filed with the Commission on November 5, 2013, as amended by Amendment No. 1 and Amendment No. 2 thereto, in each case filed with the Commission on January 8, 2014.
- (4) The Company's Current Report on Form 8-K, filed with the Commission on April 16, 2014.
- (5) The Company's Current Report on Form 8-K, filed with the Commission on April 30, 2014.
- (6) The Company's Current Report on Form 8-K, filed with the Commission on May 27, 2014.
- (7) The Company's Current Report on Form 8-K, filed with the Commission on June 13, 2014.
- (8) The Company's Current Report on Form 8-K, filed with the Commission on June 17, 2014.
- (9) The Company's Current Report on Form 8-K, filed with the Commission on July 11, 2014.
- (10) The portions of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 30, 2014, that are deemed filed with the Commission under the Securities Exchange Act of 1934, as amended (the Exchange Act).
- (11) 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

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above-referenced Current Report on Form 8-K, filed with the Commission on July 11, 2014.

(12) 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 4. Description of Securities.**

Not required.

**Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

Section 607.0850 of the Florida Business Corporation Act and the Restated Articles of Incorporation and Amended and Restated Bylaws of the Company, in each case as amended, provide for indemnification of each of the Company's directors and officers against claims, liabilities, amounts paid in settlement and expenses if such director or officer is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or is or was serving as a director or officer of another corporation, partnership, joint venture, trust or other enterprise at the request of the Company, which may include liabilities under the Securities Act of 1933, as amended (the Securities Act). In addition, the Company carries insurance permitted by the laws of the State of Florida on behalf of directors, officers, employees or agents which covers alleged or actual error or omission, misstatement, misleading misstatement, neglect or breach of fiduciary duty while acting solely as a director or officer of the Company, which acts may also include liabilities under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following exhibits are filed herewith:

Exhibit Number	Description
4.1	Rights Agreement, dated February 7, 2013, by and between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 7, 2013)
4.2	Amendment No. 1 to Rights Agreement, dated May 7, 2013, between the Company and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Commission on May 13, 2013)
5.1	Opinion of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of KPMG LLP
23.3	Consent of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. (included in Exhibit 5.1)
24.1	Power of Attorney (set forth on the signature pages to this Registration Statement)

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the undersigned registrant pursuant to the foregoing provisions, or otherwise, the undersigned registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the undersigned registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the undersigned registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



**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 July 10, 2014.

**BBX CAPITAL CORPORATION**

By: /s/ Alan B. Levan  
 Alan B. Levan,  
 Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Alan B. 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/ Alan B. Levan Alan B. Levan	Chairman and Chief Executive Officer	July 10, 2014
/s/ John E. Abdo John E. Abdo	Vice Chairman	July 10, 2014
/s/ John K. Grelle John K. Grelle	Executive Vice President and Chief Financial Officer	July 10, 2014
/s/ David M. Friedman David M. Friedman	Managing Director and Chief Accounting Officer	July 10, 2014

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SIGNATURE	TITLE	DATE
/s/ Steven M. Coldren Steven M. Coldren	Director	July 10, 2014
/s/ Bruno L. Di Giulian Bruno L. Di Giulian	Director	July 10, 2014
/s/ Jarett S. Levan Jarett S. Levan	President and Director	July 10, 2014
/s/ Charlie C. Winningham II Charlie C. Winningham II	Director	July 10, 2014
/s/ Norman H. Becker Norman H. Becker	Director	July 10, 2014
/s/ Willis N. Holcombe Willis N. Holcombe	Director	July 10, 2014
/s/ Anthony P. Segreto Anthony P. Segreto	Director	July 10, 2014

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