

CBL & ASSOCIATES PROPERTIES INC
Form DEFA14A
March 28, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under § 240.14a-12

CBL & ASSOCIATES PROPERTIES, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14(a)-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 08, 2017

CBL & ASSOCIATES PROPERTIES, INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 14, 2017

Date: May 08, 2017

Location: Embassy Suites

2321 Lifestyle Way

Chattanooga, TN

Time: 4:00 PM

EST

CBL & ASSOCIATES PROPERTIES, INC.
2030 HAMILTON PLACE BLVD, SUITE 500
CHATTANOOGA, TN 37421-6000

You are receiving this communication because you
hold
shares in the above named company.

This is not a ballot. You cannot use this notice to vote
these shares. This communication presents only an
overview of the more complete proxy materials that
are
available to you on the Internet. You may view the
proxy
materials online at www.proxyvote.com or easily
request
a paper copy (see reverse side).

We encourage you to access and review all of the
important
information contained in the proxy materials before
voting.

See the reverse side of this notice to obtain
proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by xxxx xxxx xxxx xxxx (located on the the arrow à

following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow à xxxx xxxx xxxx xxxx (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment

advisor. Please make the request as instructed above on or before April 24, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow à xxxx xxxx xxxx xxxx available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting

items

The Board of Directors
recommends you vote
FOR the following:

- To re-elect nine directors
to serve for one year and
until their respective
1. successors have been
duly elected and
qualified.

Nominees

- 01-
Charles
B. 02- Stephen D. Lebovitz 03- Gary L. Bryenton 04- A. Larry Chapman 05- Matthew S. Dominski
Lebovitz
06-
John
D. 07- Richard J. Lieb 08- Gary J. Nay 09- Kathleen M. Nelson
Griffith

The Board of Directors recommends you vote
FOR proposals 2 and 3.

- To ratify the selection of Deloitte & Touche, LLP as the independent
2 registered public accountants for the
Company's fiscal year ending December 31, 2017.

- 3 An advisory vote on the approval of executive
compensation.

The Board of Directors recommends you vote for 1 YEAR on the following
proposal:

4. An advisory vote on the frequency of future stockholder advisory votes
relating to our executive compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.