

PRICE LEGACY CORP  
Form SC TO-I/A  
March 18, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO/A  
SCHEDULE 13E-3/A**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 6)**

**PRICE LEGACY CORPORATION**

(Name of Subject Company (Issuer))

**PRICE LEGACY CORPORATION  
The Price Group LLC  
The Price Family Charitable Fund  
The Price Family Charitable Trust  
Sol & Helen Price Trust  
Robert & Allison Price Trust  
Robert & Allison Price Charitable Trust  
San Diego Revitalization Corp.  
Sol Price  
Robert E. Price  
Jack McGrory  
James F. Cahill  
Murray Galinson**

(Names of Filing Persons (Offerors))

**8<sup>3</sup>/<sub>4</sub>% SERIES A CUMULATIVE  
REDEEMABLE PREFERRED STOCK**

(Title of Class of Securities)

**741444301**

(CUSIP Number of Class of Securities)

**Jack McGrory  
Chief Executive Officer  
Price Legacy Corporation  
17140 Bernardo Center Drive, Suite 300  
San Diego, California 92128  
(858) 675-9400**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person(s))

*Copies to:*

**Scott N. Wolfe, Esq.  
Craig M. Garner, Esq.**

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Latham & Watkins LLP  
12636 High Bluff Drive, Suite 300  
San Diego, California 92130  
(858) 523-5400

CALCULATION OF FILING FEE

TRANSACTION VALUATION\*

AMOUNT OF FILING FEE\*\*

\$452,558,779

\$90,512

\*

Estimated solely for the purpose of calculating the filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended. This amount is based on the exchange of 27,849,771 shares, representing all outstanding shares, of Price Legacy's 8<sup>3</sup>/<sub>4</sub>% Series A Cumulative Redeemable Preferred Stock at \$16.25 per share, which is the average of the high and low sales prices of the Series A preferred stock as reported on the Nasdaq National Market on November 20, 2003.

\*\*

Previously paid.

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

Amount Previously Paid:	\$90,512	Filing party:	Price Legacy Corporation
Form or Registration No.:	Schedule TO	Date Filed:	November 25, 2003

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Check box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- going private transaction subject to Rule 13e-3
- issuer tender offer subject to Rule 13e-4
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer

This Amendment No. 6 to the combined Tender Offer Statement on Schedule TO and Rule 13e-3 Transaction Statement (collectively, the "Schedule 13E-3") relates to the offer by Price Legacy Corporation, a Maryland corporation ("Price Legacy"), to exchange, at the election of the holder, either shares of a new series of preferred stock of Price Legacy, to be designated 6.82% Series 1 Cumulative Redeemable Preferred Stock, or shares of Price Legacy's common stock for all outstanding shares of Price Legacy's 8<sup>3</sup>/<sub>4</sub>% Series A Cumulative Redeemable Preferred Stock on the basis of 4.2 shares of common stock (or 1.05 shares of common stock after giving effect to Price Legacy's proposed 1-for-4 reverse stock split) or one share of Series 1 preferred stock, respectively, for each share of Series A preferred stock, on the terms and subject to the conditions set forth in the Offering Circular dated February 11, 2004 and in the related letter of transmittal (which, as amended or supplemented from time to time, together constitute the "Exchange Offer"). Only shares of Series A preferred stock properly tendered (and not properly withdrawn) prior to the expiration date will be exchanged. This Schedule 13E-3 is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) and Rule 13e-3(d)(1) of the Securities Exchange Act of 1934, as amended.

The Exchange Offer is part of a recapitalization transaction in which Price Legacy is asking its stockholders to approve, at a special meeting of stockholders, (1) the Exchange Offer, (2) the exchange of shares of common stock for all outstanding shares of Price Legacy's 9% Series B Junior Convertible Redeemable Preferred Stock and (3) an amendment and restatement of Price Legacy's charter to, among other things

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(A) effect a 1-for-4 reverse stock split of the common stock, (B) designate and establish the terms of the Series 1 preferred stock that may be issued in exchange for shares of Series A preferred stock, (C) eliminate the Series B preferred stock following its exchange for common stock, (D) change the manner of election of Price Legacy's board of directors and (E) change the authorized capital stock of Price Legacy.

**Item 4. Terms of the Transaction**

Item 4 is hereby supplemented and amended by adding the following:

The Exchange Offer expired at 12:00 midnight, New York City time, on March 11, 2004. Price Legacy accepted a total of 20,942,672 shares of its 8<sup>3</sup>/<sub>4</sub>% Series A Cumulative Redeemable Preferred Stock, par value \$.0001 per share ("Series A Preferred Stock"), in exchange for a total of 18,900,219 shares of its Common Stock, par value \$.0004 per share ("Common Stock"), after giving effect to a 1-for-4 reverse stock split, and 2,942,463 shares of its 6.82% Series 1 Cumulative Redeemable Preferred Stock, par value \$.0001 per share ("Series 1 Preferred Stock"). Immediately following the Exchange Offer and the recapitalization transaction, including the 1-for-4 reverse stock split, Price Legacy expects to have approximately 36,278,799 shares of Common Stock, 6,491,494 shares of Series A Preferred Stock and 2,942,463 shares of Series 1 Preferred Stock issued and outstanding.

**Item 11. Additional Information**

Item 11 is hereby supplemented and amended by adding the following:

On March 12, 2004, Price Legacy issued a press release announcing the preliminary results of the Exchange Offer and completion of the recapitalization transaction, a copy of which is filed as Exhibit (a)(5)(iii) hereto and is incorporated herein by reference. On March 17, 2004, Price Legacy issued a press release announcing the final results of the Exchange Offer, a copy of which is filed as Exhibit (a)(5)(iv) hereto and is incorporated herein by reference.

**Item 12. Exhibits**

Item 12 is hereby supplemented and amended by adding the following exhibits:

- (a) (5)(iii) Press Release, dated March 12, 2004
- (a) (5)(iv) Press Release, dated March 17, 2004.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 17, 2004

PRICE LEGACY CORPORATION

By:                       
/s/ JACK MCGRORY

Name: Jack McGrory  
Title: Chief Executive Officer

The Price Group LLC

By: /s/ JAMES F. CAHILL

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Name: James F. Cahill  
Title: *Manager*

The Price Family Charitable Fund

By: /s/ JAMES F. CAHILL

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Name: James F. Cahill  
Title: *Vice President*

The Price Family Charitable Trust

By: /s/ SOL PRICE

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Name: Sol Price  
Title: *Trustee*

Sol & Helen Price Trust

By: /s/ SOL PRICE

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Name: Sol Price  
Title: *Trustee*

Robert & Allison Price Trust

By: /s/ ROBERT E. PRICE

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Name: Robert E. Price  
Title: *Trustee*

By: /s/ ALLISON PRICE

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Name: Allison Price  
Title: *Trustee*

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Robert & Allison Price Charitable Trust

By: /s/ ROBERT E. PRICE

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Name: Robert E. Price  
Title: *Trustee*

By: /s/ ALLISON PRICE

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Name: Allison Price  
Title: *Trustee*

San Diego Revitalization Corp.

By: /s/ JAMES F. CAHILL

Name: James F. Cahill  
Title: Vice President

/s/ SOL PRICE

Sol Price

/s/ ROBERT E. PRICE

Robert E. Price

/s/ JACK MCGRORY

Jack McGrory

/s/ JAMES F. CAHILL

James F. Cahill

/s/ MURRAY GALINSON

Murray Galinson

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**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
(a)(5)(iii)	Press Release, dated March 12, 2004.
(a)(5)(iv)	Press Release, dated March 17, 2004.

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