

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 22, 2019

**BBX CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction  
of incorporation)

001-09071  
(Commission  
File Number)

59-2022148  
(IRS Employer  
Identification No.)

401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, Florida

(Address of principal executive offices)

33301

(Zip Code)

Registrant's telephone number, including area code: 954-940-4900

Not applicable

(Former name or former address, if changed since last report.)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$.01 par value (including associated Preferred Share Purchase Rights)	BBX	New York Stock Exchange

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 (see General Instruction A.2. below):

- 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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On May 22, 2019, BBX Capital Corporation (“BBX Capital”) issued a press release announcing that it has made a determination not to proceed with its previously announced merger which would have taken Bluegreen Vacations Corporation (“Bluegreen”) private. As a result, Bluegreen will continue as a separate public company and its common stock will continue to be listed on the New York Stock Exchange under the ticker symbol “BXG.” BBX Capital will continue to hold its approximately 90% interest in Bluegreen. A copy of BBX Capital’s press release is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated May 22, 2019

## 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: May 23, 2019

BBX Capital Corporation

By: /s/ Raymond S. Lopez

Raymond S. Lopez

Executive Vice President and Chief Financial Officer



## **BBX Capital Corporation Announces It Will Not Proceed With Merger With Bluegreen Vacations**

FORT LAUDERDALE, Florida – May 22, 2019 -- BBX Capital Corporation (NYSE: BBX) (OTCQX: BBXTB) today announced that it has made a determination not to proceed with its previously announced merger which would have taken Bluegreen Vacations Corporation (NYSE: BXG) private. BBX Capital will continue to hold its approximately 90% interest in Bluegreen Vacations.

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**About BBX Capital Corporation:** BBX Capital Corporation (NYSE: BBX) (OTCQX: BBXTB) is a Florida-based diversified holding company whose principal investments include Bluegreen Vacations Corporation (NYSE: BXG), BBX Capital Real Estate, Renin Holdings, and IT'SUGAR. For additional information, please visit [www.BBXCcapital.com](http://www.BBXCcapital.com).

**About Bluegreen Vacations Corporation:** Bluegreen Vacations Corporation (NYSE: BXG) is a leading vacation ownership company that markets and sells vacation ownership interests (VOIs) and manages resorts in top leisure and urban destinations. The Bluegreen Vacation Club is a flexible, points-based, deeded vacation ownership plan with approximately 217,000 owners, 69 Club and Club Associate Resorts and access to more than 11,000 other hotels and resorts through partnerships and exchange networks as of March 31, 2019. Bluegreen Vacations also offers a portfolio of comprehensive, fee-based resort management, financial, and sales and marketing services, to or on behalf of third parties. Bluegreen is approximately 90% owned by BBX Capital Corporation (NYSE: BBX) (OTCQX: BBXTB), a diversified holding company. For further information, visit [www.BluegreenVacations.com](http://www.BluegreenVacations.com).

**BBX Capital Corporation Contact:**

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*This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, are forward-*

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*looking statements. Forward-looking statements are subject to a number of risks and uncertainties, and actual results, performance, or achievements could differ materially from those contemplated, expressed, or implied by the forward-looking statements. These risks and uncertainties include those relating to BBX Capital's ownership interest in Bluegreen, and the risks and uncertainties regarding the businesses, operations and trading markets of BBX Capital and Bluegreen which are detailed in reports filed by BBX Capital and Bluegreen with the Securities and Exchange Commission (the "SEC"), including the "Risk Factors" sections thereof, and may be viewed on the SEC's website at [www.sec.gov](http://www.sec.gov). The reader should not place undue reliance on any forward-looking statement, which speaks only as of the date made. BBX Capital does not undertake to, and specifically disclaims any obligation to, update or supplement any forward-looking statement, whether as a result of changes in circumstances, new information, subsequent events or otherwise, except as may be required by law.*

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