

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

BBX Capital Corporation
(Name of Subject Company (Issuer))

BBX Capital Corporation
(Names of Filing Persons (Issuer and Offeror))

Class A Common Stock, par value \$0.01 (including associated preferred share purchase rights)
(Title of Class of Securities)

05491N 104
(CUSIP Number of Class of Securities)

Alan B. Levan
Chairman, Chief Executive Officer and President
BBX Capital Corporation
401 East Las Olas Boulevard, Suite 800
Fort Lauderdale, Florida 33301
(954) 940-4900

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Alison W. Miller
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
(305) 789-3200

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾	Amount of Filing Fee⁽²⁾
\$60,000,000	\$7,470 ⁽³⁾

- (1) For purposes of calculating the filing fee only, this amount is based on the offer to purchase 6,486,486 shares of Class A Common Stock of BBX Capital Corporation (together with the associated preferred share purchase rights) at a purchase price of \$9.25 per share.
(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, equals \$124.50 per \$1,000,000 of the transaction valuation.
(3) Amount Previously Paid: \$7,470 Form or Registration No.: Schedule TO-I Date Filed: March 20, 2018

- Check the 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:
Form or Registration No.:

Filing Party:
Date Filed:

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

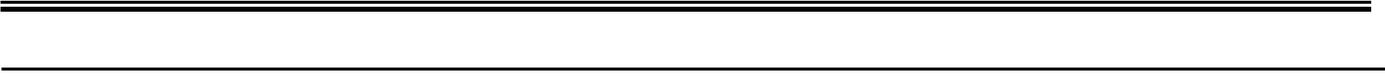
Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 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.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third Party Tender Offer)



AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 to Tender Offer Statement on Schedule TO (this "Amendment") amends the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "SEC") on March 20, 2018, as amended by Amendment No. 1 thereto filed with the SEC on April 18, 2018 (the "Schedule TO"), by BBX Capital Corporation, a Florida corporation (the "Company"), with respect to its offer to purchase up to 6,486,486 shares of its Class A Common Stock, par value \$0.01 per share, together with the associated preferred share purchase rights (collectively, the "Shares"), at a price of \$9.25 per Share, net to the seller in cash, less any applicable withholding taxes, and without interest, upon the terms and subject to the conditions set forth in the Company's Offer to Purchase, dated March 20, 2018 (the "Offer to Purchase") and the related Letter of Transmittal (the "Letter of Transmittal" and, together with the Offer to Purchase, the "Offer").

This Amendment is being filed to amend and supplement the Items of the Schedule TO and the Offer to Purchase, in each case as specifically set forth below. The information in the Offer which was previously filed with the Schedule TO, including the exhibits thereto, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information:

On April 20, 2018, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time, on April 17, 2018. A copy of the press release is filed as Exhibit (a)(5)(B) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following Exhibit:

<u>Exhibit</u>	<u>Description</u>
(a)(5)(B)	Press Release dated April 20, 2018

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.

Date: April 20, 2018

BBX CAPITAL CORPORATION

By: /s/ Raymond S. Lopez
Name: Raymond S. Lopez
Title: Executive Vice President, Chief Financial
Officer and Chief Accounting Officer



BBX Capital Corporation Announces Final Results of Tender Offer

FORT LAUDERDALE, Florida – April 20, 2018 – BBX Capital Corporation (NYSE: BBX) (OTCQX: BBXTB) (“BBX Capital”) announced today the final results of its tender offer to purchase up to 6,486,486 shares of its Class A Common Stock at a purchase price of \$9.25 per share. The tender offer expired at 5:00 P.M., New York City time, on Tuesday, April 17, 2018.

Based on the final count by Computershare Trust Company, N.A., the Depository for the tender offer, a total of 7,775,065 shares of BBX Capital’s Class A Common Stock were properly tendered and not properly withdrawn. Because the tender offer was oversubscribed, shares were accepted from tendering shareholders on a pro rata basis so that BBX Capital accepted for purchase a total of 6,486,486 shares of its Class A Common Stock. BBX Capital has been informed by the Depository that the proration factor for the tender offer is approximately 83.4%. The shares accepted for purchase by BBX Capital represent approximately 7.6% of the issued and outstanding shares of BBX Capital’s Class A Common Stock and 6.3% of BBX Capital’s total issued and outstanding equity, which includes the issued and outstanding shares of BBX Capital’s Class B Common Stock, as of April 19, 2018.

The aggregate purchase price for the shares purchased by BBX Capital in the tender offer is approximately \$60.0 million, excluding fees and expenses relating to the tender offer. BBX Capital will pay for the shares purchased by it in the tender offer and the related fees and expenses using available cash. The Depository will promptly issue payment for the shares accepted for purchase in the tender offer and return shares tendered in the tender offer but not accepted for purchase.

Alan B. Levan, Chairman and Chief Executive Officer of BBX Capital, said, “We are pleased that the tender offer was successfully completed and that we were able to provide shareholders with liquidity without disruption to the market price.”

BBX Capital expects to cancel all of the shares purchased by it in the tender offer. After giving effect to the purchase and cancellation of the shares, BBX Capital will have approximately 79.2 million shares of Class A Common Stock outstanding.

Shareholders who have questions or would like additional information about the tender offer may contact the Information Agent for the tender offer, Georgeson LLC, toll-free at (800) 248-7690.

About BBX Capital Corporation: BBX Capital Corporation (NYSE: BBX) (OTCQX: BBXTB), is a Florida-based diversified holding company whose activities include its 90% ownership interest in Bluegreen Vacations Corporation (NYSE: BXG) as well as its real estate and middle market divisions. For additional information, please visit www.BBXCcapital.com.

About Bluegreen Vacations Corporation: Bluegreen Vacations Corporation (NYSE: BXG), founded in 1966 and headquartered in Boca Raton, Florida, is a leading vacation ownership company that markets and sells vacation ownership interests (VOIs) and manages resorts in top leisure and urban destinations. Bluegreen's resort network includes 43 Club Resorts (resorts in which owners in the Bluegreen Vacation Club ("Vacation Club") have the right to use most of the units in connection with their VOI ownership) and 24 Club Associate Resorts (resorts in which owners in its Vacation Club have the right to use a limited number of units in connection with their VOI ownership). Through Bluegreen's points-based system, the approximately 213,000 owners in its Vacation Club have the flexibility to stay at units available at any of its resorts and have access to almost 11,000 other hotels and resorts through partnerships and exchange networks. 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 90% owned by BBX Capital Corporation. For further information, visit www.BluegreenVacations.com.

BBX Capital Corporation Contact Info:

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This press release contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. The forward-looking statements in this press release are also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Actual results, performance, or achievements could differ materially from those contemplated, expressed, or implied by the forward-looking statements contained herein. Risks and uncertainties include, but are not limited to, those relating to the tender offer described in this press release, including the risk that the expected benefits from the tender offer may not be realized. Reference is also made to the risks and uncertainties detailed in reports filed by BBX Capital with the SEC, including the "Risk Factors" section of BBX Capital's Annual Report on Form 10-K for the year ended December 31, 2017, which may be viewed on the SEC's website at www.sec.gov. BBX Capital cautions that the foregoing factors are not exclusive.
