

PRICE LEGACY CORP
Form SC TO-C
February 09, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

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

PRICE LEGACY CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

8³/₄% 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.
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*

Not applicable.

Not applicable.

* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

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:	Not applicable.	Filing party:	Not applicable.
Form or Registration No.:	Not applicable.	Date Filed:	Not applicable.

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:

- | | |
|---|---|
| <input type="checkbox"/> third-party tender offer subject to Rule 14d-1 | <input checked="" type="checkbox"/> going private transaction subject to Rule 13e-3 |
| <input checked="" type="checkbox"/> issuer tender offer subject to Rule 13e-4 | <input type="checkbox"/> 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

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