

COUSINS PROPERTIES INC  
Form 8-K  
September 17, 2009

**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): September 15, 2009

**Cousins Properties Incorporated**

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of incorporation)

001-11312

(Commission File Number)

58-0869052

(IRS Employer Identification Number)

191 Peachtree Street NE, Suite 3600, Atlanta, Georgia 30303-1740

(Address of principal executive offices)

Registrant's telephone number, including area code: (404) 407-1000

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On September 15, 2009, Cousins Properties Incorporated (the Company ) entered into an underwriting agreement (the Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., as representatives of the several underwriters named in Schedule A to the Agreement (the Underwriters ). Pursuant to the terms and conditions of the Agreement, the Company agreed to sell 40,000,000 shares of common stock, par value \$1.00 per share, at a price to the public of \$7.25 per share. In addition, the Company granted the Underwriters a 30-day option to purchase up to 6,000,000 additional shares of common stock to cover overallotments, which was exercised in full by the Underwriters on September 16, 2009.

The Company agreed to indemnify the Underwriters against certain specified types of liabilities, including liabilities under the Securities Act of 1933, and to contribute to payments the Underwriters may be required to make in respect of these liabilities. In the ordinary course of business the Underwriters or their respective affiliates have engaged and may in the future engage in various financing, commercial banking and investment banking services with, and provide financial advisory services to, the Company and its affiliates for which they have received or may receive customary fees and expenses. Subject to customary closing conditions, the offering contemplated by the Agreement (including the exercise of the full overallotment option) is expected to close on or about September 21, 2009.

The shares of common stock were offered pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-158234). A copy of the Agreement is attached hereto as Exhibit 1.1, and the description of the material terms of the Agreement in this Item 1.01 is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press releases announcing the pricing of the common stock offering is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1) shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed herewith:

Exhibit No.	Description
1.1	Underwriting Agreement dated September 15, 2009, by and among Cousins Properties Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., as representatives of the several underwriters.
5.1	Opinion of King & Spalding LLP regarding legality of shares.
23.1	Consent of King & Spalding LLP (included in Exhibit 5.1).
99.1	Cousins Properties Incorporated Press Release, dated September 15, 2009.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 17, 2009

COUSINS PROPERTIES INCORPORATED

By: /s/ Robert M. Jackson  
Robert M. Jackson  
Senior Vice President, General Counsel  
and  
Corporate Secretary