

CENTER TRUST INC
Form POS AM
January 27, 2003

As filed with the Securities and Exchange Commission on January 27, 2003

Registration No. 333-07673

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CENTER TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation of Organization)

95-4444963
(I.R.S. Employer
Identification Number)

**1631-B South Melrose Drive
Vista, California 92083
(760) 727-1002**

(Address, including Zip Code, Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

**Joseph B. Tyson
Chief Financial Officer
Center Trust, Inc.
1631-B South Melrose Drive
Vista, California 92083
(760) 727-1002**

(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent for Service)

Copy to:

**William J. Cernius
Jeevan B. Gore
Latham & Watkins LLP
650 Town Center Drive
Costa Mesa, California 92626
(213) 687-5000**

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

DEREGISTRATION OF SHARES OF COMMON STOCK

On July 3, 1996, Center Trust, Inc., formerly Center Trust Retail Properties, Inc. (Center Trust) filed a registration statement on Form S-3 (No. 333-07673), as amended on March 27, 1997 (the Registration Statement) that registered 5,953,122 of shares of its common stock for resale from time to time.

Under an Agreement and Plan of Merger, dated as of November 5, 2002, among Center Trust, Pan Pacific Retail Properties, Inc. (Pan Pacific) and MB Acquisition, Inc., a wholly-owned subsidiary of Pan Pacific (Merger Sub), Merger Sub was merged with and into Center Trust, with Center Trust continuing as the surviving corporation in the merger and becoming a wholly-owned subsidiary of Pan Pacific as of January 17, 2003. In the merger, each outstanding share of Center Trust common stock was converted into the right to receive 0.218 shares of Pan Pacific stock.

Center Trust is filing this Post-Effective Amendment No. 1 (this Amendment) to deregister all of the remaining shares of common stock previously registered pursuant to the Registration Statement, but which have not been offered and sold prior to the date of this Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Vista, state of California, on January 27, 2003.

CENTER TRUST, INC.,
a Maryland corporation

By: /s/ JOSEPH B. TYSON

Joseph B. Tyson
Executive Vice
President, Chief
Financial Officer and
Secretary