

BLUEGREEN CORP  
Form 425  
September 28, 2012

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**Amendment No. 1**

**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 27, 2012**

**BFC FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Florida**  
(State or other jurisdiction  
of incorporation)

**001-09071**  
(Commission  
File Number)

**59-2022148**  
(IRS Employer  
Identification No.)

**2100 West Cypress Creek Road, Fort Lauderdale, Florida**  
(Address of principal executive offices)

**33309**  
(Zip Code)

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

**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))

**Explanatory Note**

BFC Financial Corporation ( BFC ) is filing this Amendment No. 1 to its Current Report on Form 8-K, as filed with the Securities and Exchange Commission (the SEC ) on September 27, 2012, in order to amend the Form 8-K to add language relating to BFC 's listing efforts.

**Item 8.01 Other Events.**

On November 11, 2011, BFC and Bluegreen Corporation ( Bluegreen ) entered into a definitive merger agreement pursuant to which, subject to the terms and conditions of the agreement, Bluegreen would be merged into a wholly-owned subsidiary of BFC and holders of Bluegreen 's Common Stock would receive shares of BFC 's Class A Common Stock. As previously disclosed, consummation of the merger is conditioned upon certain closing conditions and the parties are continuing to work in good faith to satisfy all such conditions, including, among other things, the listing of BFC 's Class A Common Stock for trading on a national securities exchange. Under the terms of the merger agreement, either party was permitted to terminate the agreement if the merger was not consummated by September 30, 2012. In light of the parties continued efforts towards consummation of the merger and in order to permit BFC to continue its appeals of denials of its NASDAQ listing application, including by the Listing Qualifications Panel, and pursuit of listing on other national securities exchanges, on September 27, 2012, BFC and Bluegreen agreed that neither party would exercise its right to so terminate the merger agreement prior to December 31, 2012. None of the other terms or conditions of the merger agreement were impacted.

Additional Information and Where to Find it

BFC has filed a Registration Statement on Form S-4 with the SEC, which has been declared effective, and BFC and Bluegreen have mailed to their respective shareholders a joint proxy statement/prospectus concerning the proposed merger. BFC and Bluegreen may also file other documents with the SEC regarding the merger. **Investors and shareholders of BFC and Bluegreen are urged to read the joint proxy statement/prospectus and other relevant documents filed with the SEC carefully and in their entirety because they contain important information.** Investors and shareholders of BFC and Bluegreen can obtain copies of the joint proxy statement/prospectus and other relevant documents filed with the SEC free of charge from the SEC 's website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by BFC are also available free of charge on BFC 's website at [www.bfcfinancial.com](http://www.bfcfinancial.com) under the tab Investor Relations Regulatory Info SEC Filings or by directing a request by mail to BFC Financial Corporation, Corporate Secretary, 2100 West Cypress Creek Road, Fort Lauderdale, Florida 33309, or by phone at 954-940-4900. Copies of the documents filed with the SEC by Bluegreen are available free of charge on Bluegreen 's website at [www.bluegreencorp.com](http://www.bluegreencorp.com) under the tab Investors SEC Filings or by directing a request by mail to Bluegreen Corporation, Corporate Secretary, 4960 Conference Way North, Suite 100, Boca Raton, Florida 33431, or by phone at 561-912-8000.

**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.

BFC FINANCIAL CORPORATION

Date: September 28, 2012

By: /s/ John K. Grelle  
John K. Grelle,  
Executive Vice President and

Chief Financial Officer