

WEINGARTEN REALTY INVESTORS /TX/  
Form SC TO-I/A  
June 10, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

AMENDMENT NO. 2 to  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

---

Weingarten Realty Investors

---

(Name of Subject Company)

---

Weingarten Realty Investors

---

(Names of Filing Persons (Offeror))

---

3.950% Convertible Senior Unsecured Notes due August 1, 2026

---

(Title of Class of Securities)

---

948741AF0 and 948741AE3

---

(CUSIP Number of Class of Securities)

Andrew M. Alexander  
President and Chief Executive Officer  
Weingarten Realty Investors  
2600 Citadel Plaza Drive, Suite 125  
Houston, Texas 77008  
(713) 866-6000

---

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Person)

Copies to:  
Bryan L. Goolsby  
Gina E. Betts

Locke Lord Bissell & Liddell LLP  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
(214) 740-8000

---

---

CALCULATION OF FILING FEE

Transaction Value	Amount of Filing Fee (1)
\$350,000,000	\$19,530

---

(1) Calculated based on a filing fee of \$55.80 per \$1,000,000 of Transaction Value. In accordance with Rule 0-11(a)(2) the filing fee is being offset by \$19,530 out of a total of \$107,102 of unutilized fees relating to \$1,047,400,000 aggregate initial offering price of unsold securities of the Filing Person that were registered under Registration Statement No. 333-119067, filed on September 16, 2004.

---

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: \$107,102    Filing Party: Weingarten Realty Investors  
Form or Registration                      Date Filed: September 16, 2004  
No.: 333-119067

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).



## INTRODUCTORY STATEMENT

This Amendment No. 2 ("Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission on June 1, 2009, as amended on June 9, 2009, by Weingarten Realty Investors ("Weingarten"), a Texas real estate investment trust (as amended and supplemented to date, the "Schedule TO") relating to the offer by Weingarten to purchase a portion of its 3.950% Convertible Senior Unsecured Notes due August 1, 2026 (the "Convertible Notes") upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 1, 2009 (as amended, the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1) and (a)(2) to the Schedule TO, respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The information in the Offer which was previously filed with the Schedule TO is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided herein.

### Item 4. Terms of the Transaction.

Simultaneously with the Offer, Weingarten also conducted an offer (the "Any and All Offer") to purchase any and all of its 7.000% Senior Unsecured Notes due July 15, 2011, 7.070% Medium Term Notes due June 26, 2009, 7.350% Medium Term Notes due July 20, 2009, 7.400% Medium Term Notes due December 21, 2010, 7.440% Medium Term Notes due August 19, 2011, 7.500% Medium Term Notes due December 19, 2010 and 8.250% Medium Term Notes due January 22, 2010 (collectively, the "Non-Convertible Notes"). The Any and All Offer expired at 5:00 p.m., New York City time, on June 9, 2009. Based on the final information provided to Weingarten by Global Bondholder Services Corporation, the information agent for the Offer, \$102,945,000 aggregate principal amount of Non-Convertible Notes were validly tendered and accepted for purchase in the Any and All Offer. Based on the amount of Non-Convertible Notes purchased as a result of the Any and All Offer, and in accordance with the Offer to Purchase and the Schedule TO, the aggregate principal amount of \$247,055,000 is available to purchase the Convertible Notes under the Offer. The full text of Weingarten's press release dated June 10, 2009, announcing the expiration and results of the Any and All Offer is filed as Exhibit (a)(5) hereto and is incorporated herein by reference.

### Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of Exhibit (a)(5) and, as so amended, is restated as follows:

#### (a) Disclosure Material.

- \* (a)(1) Offer to Purchase dated June 1, 2009.
- \* (a)(2) Form of Letter of Transmittal.
- \* (a)(3) Press Release issued by Weingarten on June 1, 2009.
- \* (a)(4) Press Release issued by Weingarten on June 9, 2009.
- (a)(5) Press Release issued by Weingarten on June 10, 2009.

#### (b) Loan Agreement.

- \* (b)(1) Amended and Restated Credit Agreement dated February 22, 2006 among Weingarten Realty Investors, the Lenders Party Thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (filed as Exhibit 10.32 to Weingarten's Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
  
- \* (b)(2) Amendment Agreement dated November 7, 2007 to the Amended and Restated Credit Agreement (filed as Exhibit 10.34 on Weingarten's Form 10-Q for the quarter ended September 30, 2007 and incorporated herein by reference).

(d) Contracts, Arrangements or Understandings.

- \* (d)(1) Senior Indenture dated as of May 1, 1995 between Weingarten Realty Investors and JPMorgan Chase Bank National Association (formerly, Texas Commerce Bank National Association) (filed as Exhibit 4(a) to Weingarten's Registration Statement on Form S-3 (No. 33-57659) and incorporated herein by reference).
  
- \* (d)(2) First Supplemental Indenture dated as of August 2, 2006 between Weingarten Realty Investors and JPMorgan Chase Bank National Association (formerly, Texas Commerce Bank National Association) (filed as Exhibit 4.1 to Weingarten's Form 8-K on August 2, 2006 and incorporated herein by reference).

(g) Oral Solicitation Materials.

None.

(h) Tax Opinion.

None.

\* Previously filed.

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.

Dated: June 10, 2009

Weingarten Realty Investors

By: /s/ Andrew M. Alexander  
Andrew M. Alexander  
President and Chief Executive Officer



EXHIBIT INDEX

Exhibit No.

(a) Disclosure Material.

- \* (a)(1) Offer to Purchase dated June 1, 2009.
- \* (a)(2) Form of Letter of Transmittal.
- \* (a)(3) Press Release issued by Weingarten on June 1, 2009.
- \* (a)(4) Press Release issued by Weingarten on June 9, 2009.
- (a)(5) Press Release issued by Weingarten on June 10, 2009.

(b) Loan Agreement.

- \* (b)(1) Amended and Restated Credit Agreement dated February 22, 2006 among Weingarten Realty Investors, the Lenders Party Thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (filed as Exhibit 10.32 to Weingarten's Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
- \* (b)(2) Amendment Agreement dated November 7, 2007 to the Amended and Restated Credit Agreement (filed as Exhibit 10.34 on Weingarten's Form 10-Q for the quarter ended September 30, 2007 and incorporated herein by reference).

(d) Contracts, Arrangements or Understandings.

- \* (d)(1) Senior Indenture dated as of May 1, 1995 between Weingarten Realty Investors and JPMorgan Chase Bank National Association (formerly, Texas Commerce Bank National Association) (filed as Exhibit 4(a) to Weingarten's Registration Statement on Form S-3 (No. 33-57659) and incorporated herein by reference).
- \* (d)(2) First Supplemental Indenture dated as of August 2, 2006 between Weingarten Realty Investors and JPMorgan Chase Bank National Association (formerly, Texas Commerce Bank National Association) (filed as Exhibit 4.1 to Weingarten's Form 8-K on August 2, 2006 and incorporated herein by reference).

(g) Oral Solicitation Materials.

None.

(h) Tax Opinion.

None.

\* Previously filed.

