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AMERICAN MORTGAGE ACCEPTANCE CO  
Form 8-K  
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): February 8, 2002

AMERICAN MORTGAGE ACCEPTANCE COMPANY  
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(Exact name of registrant as specified in charter)

Massachusetts

0-23972

13-6972380  
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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

625 Madison Avenue, New York, New York 10022  
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(Address of principal executive offices) (Zip Code)

(212) 421-5333  
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Registrant's telephone number including area code

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(Former name or former address, if changed since last report)

ITEM 5. Other Events.

American Mortgage Acceptance Company (the "Company") and Related AMI Associates, Inc., the advisor of the Company (the "Advisor") are parties to an Amended and Restated Advisory Services Agreement (the "Agreement"), dated March 29, 1993, as amended and restated effective April 6, 1999 and as further amended on November 29, 2001, pursuant to which the Advisor is entitled to receive an annual incentive fee (the "Annual Incentive Fee"). On February 8, 2002, the Company and the Advisor executed a Second Amendment to the Agreement in order to amend the terms of the Annual Incentive Fee, as filed with this Form 8-K as Exhibit 99.1.

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ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99.1 Second Amendment to Amended and Restated Advisory Services Agreement, dated as of February 8, 2002.

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 thereunto duly authorized.

American Mortgage Acceptance Company

Date: February 12, 2002

By: /s/ Stuart J. Boesky

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Name: Stuart J. Boesky  
Title: Chief Executive Officer  
and President