

MID AMERICA APARTMENT COMMUNITIES INC  
Form S-8  
May 23, 2014

Registration No. 333-

As filed with the Securities and Exchange Commission on May 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Mid-America Apartment Communities, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Tennessee**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**6584 Poplar Avenue**

**Memphis, Tennessee 38138**

**62-1543819**  
(I.R.S. Employer  
Identification No.)

**(Address of Principal Executive Offices) (Zip Code)**

**Amended and Restated Mid-America Apartment Communities, Inc. 2013 Stock Incentive Plan**

**(Full Title of the Plan)**

**Robert J. DelPriore, Esq.**

**Executive Vice President and General Counsel**

**Mid-America Apartment Communities, Inc.**

**6584 Poplar Avenue**

**Memphis, Tennessee 38138**

**(Name and Address of Agent for Service of Process)**

**(901) 682-6600**

**(Telephone Number, Including Area Code, of Agent For Service)**

*Copies to:*

**Yoel Kranz, Esq.**

**Goodwin Procter LLP**

**The New York Times Building**

**620 Eighth Avenue**

**New York, New York 10018**

**Tel: (212) 813-8800**

**Fax: (212) 355-3333**

**Richard F. Mattern, Esq.**

**Baker, Donelson, Bearman, Caldwell**

**& Berkowitz, PC**

**First Tennessee Building**

**165 Madison Avenue, Suite 2000**

**Memphis, Tennessee 38103**

**Tel: (901) 526-2000**

**Fax: (901) 577-2303**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount<br/>to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>Per Share</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock, \$0.01 par value                  | 400,000(2)                                 | \$71.94(3)   | \$28,776,000(3)  | \$3,707                               |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock, par value \$0.01 per share ( Common Stock ), of Mid-America Apartment Communities, Inc. (the Registrant or MAA ) that become issuable under the Amended and Restated Mid-America Apartment Communities, Inc. 2013 Stock Incentive Plan (the Amended 2013 Plan ) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of the Registrant.
- (2) Represents 400,000 additional shares of the Registrant's Common Stock that may be issued pursuant to the Amended 2013 Plan. Shares available for issuance under the Mid-America Apartment Communities, Inc. 2013 Stock Incentive Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on October 2, 2013 (Registration No. 333-191541).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h)(1) and 457(c) under the Securities Act, and based upon the average of the high and low prices of the Registrant's common stock reported on the New York Stock Exchange on May 16, 2014.

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by the Registrant on October 2, 2013 (Registration No. 333-191541) with respect to the Mid-America Apartment Communities, Inc. 2013 Stock Incentive Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Commission on February 21, 2014;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the Commission on May 2, 2014;
- (c) The Registrant's Current Report on Form 8-K, filed with the Commission on February 27, 2014; and
- (d) The section entitled Description of Capital Stock contained in the Registrant's Registration Statement on Form S-3, filed with the Commission on September 18, 2013.

All documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| Exhibit 4.1        | Amended and Restated Charter of Mid-America Apartment Communities, Inc. dated as of January 10, 1994, as filed with the Tennessee Secretary of State on January 25, 1994 (Filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and incorporated herein by reference).         |
| Exhibit 4.2        | Articles of Amendment to the Charter of Mid-America Apartment Communities, Inc. dated as of January 28, 1994, as filed with the Tennessee Secretary of State on January 28, 1994 (Filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996 and incorporated herein by reference). |
| Exhibit 4.3        | Articles of Amendment to the Charter of Mid-America Apartment Communities, Inc. dated as of May 20, 2008, as filed with the Tennessee Secretary of State on June 2, 2008 (Filed as Exhibit 99.A to the Registrant's Proxy Statement filed on March 31, 2008 and incorporated herein by reference).                                       |
| Exhibit 4.4        | Articles of Amendment to the Charter of Mid-America Apartment Communities, Inc. dated as of May 24, 2012, as filed with the Tennessee Secretary of State on May 25, 2012 (Filed as Exhibit 3.1 to the Current Report on Form 8-K filed on May 25, 2012 and incorporated herein by reference).  |
| Exhibit 4.5        | Third Amended and Restated Bylaws of Mid-America Apartment Communities, Inc. (Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 5, 2013 and incorporated herein by reference).   |
| Exhibit 4.6        | Form of Common Share Certificate of the Combined Corporation (Filed as Exhibit 4.1 to MAA's Annual Report on Form 10-K for fiscal year ended December 31, 1997 and incorporated herein by reference).  |
| *Exhibit 5.1       | Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz PC   |
| *Exhibit 23.1      | Consent of Ernst & Young LLP, independent registered public accounting firm.   |
| *Exhibit 23.4      | Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz PC (included in Exhibit 5.1 and incorporated herein by reference).   |
| *Exhibit 24.1      | Power of Attorney (included as part of the signature page to this Registration Statement).   |
| Exhibit 99.1       | Amended and Restated Mid-America Apartment Communities, Inc. 2013 Stock Incentive Plan (Incorporated by reference to Appendix B to Mid-America Apartment Communities, Inc.'s Proxy Statement on Schedule 14A filed on April 16, 2014).   |

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, in the State of Tennessee, on this 23rd day of May, 2014.

MID-AMERICA APARTMENT COMMUNITIES, INC.

By: /s/ H. Eric Bolton, Jr.  
 H. Eric Bolton, Jr.  
 President and Chief Executive  
 Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Mid-America Apartment Communities, Inc., hereby severally constitute and appoint H. Eric Bolton, Jr. and Albert M. Campbell, III, and each of them singly, our true and lawful attorneys, with full power to sign for us in our names in the capacities indicated below, any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in our capacities as officers and directors to enable Mid-America Apartment Communities, Inc., to comply with the provisions of the Securities Act of 1933, as amended, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities below on the 23rd day of May, 2014.

| Name   | Title(s)  |
|--|---|
|  | Chairman of the Board of Directors, President and Chief Executive Officer |
| /s/ H. Eric Bolton, Jr.<br>H. Eric Bolton, Jr.         | (Principal Executive Officer)   |
|  | Executive Vice President and Chief Financial Officer                      |
| /s/ Albert M. Campbell, III<br>Albert M. Campbell, III | (Principal Financial and Accounting Officer)                              |
| /s/ Alan B. Graf, Jr.<br>Alan B. Graf, Jr.             | Director  |
| /s/ Ralph Horn<br>Ralph Horn                           | Director  |

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/s/ Thomas H. Lowder                      Director  
Thomas H. Lowder

/s/ James K. Lowder                      Director  
James K. Lowder

/s/ Claude B. Nielsen                      Director  
Claude B. Nielsen

/s/ Philip W. Norwood                      Director  
Philip W. Norwood

/s/ Harold W. Ripps                      Director  
Harold W. Ripps

/s/ W. Reid Sanders                      Director  
W. Reid Sanders

/s/ William B. Sansom                      Director  
William B. Sansom

/s/ Gary Shorb                      Director  
Gary Shorb

/s/ John W. Spiegel                      Director  
John W. Spiegel



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