

MID AMERICA APARTMENT COMMUNITIES INC.

Form 8-K

February 27, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**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 27, 2019 (February 26, 2019)**

**MID-AMERICA APARTMENT COMMUNITIES, INC.**

**MID-AMERICA APARTMENTS, L.P.**

**(Exact Name of Registrant as Specified in Charter)**

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

**001-12762  
333-190028-01  
(Commission File Number)**

**62-1543819  
62-1543816  
(I.R.S. Employer Identification  
No.)**

**6815 Poplar Avenue, Suite 500, Germantown,  
Tennessee**

**38138**

**(Address of principal executive offices)**

**(Zip Code)**

**(901) 682-6600**

**(Registrant's telephone number, including area code)**

**N/A**

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

Check the appropriate box 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 26, 2019, Mid-America Apartments, L.P. (the Operating Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC, Citigroup Global Markets Inc., Jefferies LLC, J.P. Morgan Securities LLC and U.S. Bancorp Investments, Inc., as representatives of the several underwriters listed on Schedule 1 attached to the Underwriting Agreement, in connection with the public offering by the Operating Partnership of \$300 million aggregate principal amount of the Operating Partnership s 3.950% Senior Notes due 2029.

The foregoing description of the Underwriting Agreement is qualified in its entirety by the full text of the Underwriting Agreement, which is being filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On February 26, 2019, Mid-America Apartment Communities, Inc. issued a press release. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description of Exhibit**

- |      |                                                                                                                                                                                                                                                                                                                              |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1  | <u>Underwriting Agreement, dated February 26, 2019, by and among Mid-America Apartments, L.P. and Wells Fargo Securities, LLC, Citigroup Global Markets Inc., Jefferies LLC, J.P. Morgan Securities LLC and U.S. Bancorp Investments, Inc., as representatives of the several underwriters listed on Schedule 1 thereto.</u> |
| 99.1 | <u>Press Release, dated February 26, 2019, issued by Mid-America Apartment Communities, Inc.</u>                                                                                                                                                                                                                             |

**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.

**MID-AMERICA APARTMENT COMMUNITIES,  
INC.**

Date: February 27, 2019

By: /s/ Albert M. Campbell, III  
Albert M. Campbell, III  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial Officer)

**MID-AMERICA APARTMENTS, L.P.**

Date: February 27, 2019

By: Mid-America Apartment Communities, Inc., its  
general partner

By: /s/ Albert M. Campbell, III  
Albert M. Campbell, III  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial Officer)