

EQUITY RESIDENTIAL  
Form 8-K  
June 29, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): June 29, 2016**

**EQUITY RESIDENTIAL**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**1-12252**  
**(Commission**

**File Number)**

**13-3675988**  
**(IRS Employer**

**Identification Number)**

**ERP OPERATING LIMITED PARTNERSHIP**

**(Exact name of registrant as specified in its charter)**

|  |                                      |  |
|--|--------------------------------------|--|
| <b>Illinois</b><br><b>(State or other jurisdiction</b> | <b>0-24920</b><br><b>(Commission</b> | <b>36-3894853</b><br><b>(I.R.S. Employer</b> |
| <b>of incorporation)</b>                               | <b>File Number)</b>                  | <b>Identification Number)</b>                |

**Two North Riverside Plaza**

**Suite 400, Chicago, Illinois**

**60606**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (312) 474-1300**

**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))



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

On June 29, 2016, Equity Residential (the Company) and its operating partnership, ERP Operating Limited Partnership (the Operating Partnership), entered into a Distribution Agreement (a Distribution Agreement) with each of J.P. Morgan Securities LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BNY Mellon Capital Markets, LLC, Morgan Stanley & Co. LLC, Mitsubishi UFJ Securities (USA), Inc., Scotia Capital (USA) Inc. and UBS Securities LLC, as sales agents (individually, a Sales Agent and together, the Sales Agents), with respect to the issuance and sale of up to 13,000,000 common shares of beneficial interest, par value \$0.01 per share, of the Company (the Shares) from time to time during a three-year period in at the market offerings or certain other transactions (the ATM Program). The 13,000,000 Shares consist of 13,000,000 Shares that remain unsold under the prospectus supplement dated July 31, 2013 to the prospectus dated July 30, 2013, which expired upon the filing of the automatic shelf registration statement discussed below. The Distribution Agreement provides that each Sales Agent will be entitled to compensation not to exceed 2.0% of the gross sales price per share for any of the Shares sold under the Distribution Agreement.

The Shares will be issued pursuant to the prospectus supplement filed on June 29, 2016 and the Company's automatic shelf registration statement on Form S-3 (File No. 333-212284) filed on June 28, 2016 with the Securities and Exchange Commission. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The Distribution Agreement is filed as Exhibit 1.1 to this Current Report. The description of the Distribution Agreement does not purport to be complete and is qualified in its entirety by reference to the Distribution Agreement filed herewith as an exhibit to the Current Report.

**Item 7.01 Regulation FD Disclosure.**

*Automatic Shelf Registration & Share Repurchase Program*

The automatic shelf registration statement referred to above was filed to replace the Company's automatic shelf registration that was scheduled to expire on July 30, 2016. The Company also maintains a share repurchase program with authorization for the repurchase of up to 13 million Shares.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 1.1           | Distribution Agreement, dated June 29, 2016, among the Company, the Operating Partnership, J.P. Morgan Securities LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BNY Mellon Capital Markets, LLC, Morgan Stanley & Co. LLC, Mitsubishi UFJ Securities (USA), Inc., Scotia Capital (USA) Inc. and UBS Securities LLC |
| 5.1           | Opinion of DLA Piper LLP (US)  |
| 23.1          | Consent of DLA Piper LLP (US) (included in Exhibit 5.1)  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EQUITY RESIDENTIAL**

Date: June 29, 2016

By: /s/ Bruce C. Strohm  
Name: Bruce C. Strohm  
Its: Executive Vice President, General Counsel and  
Corporate Secretary

**ERP OPERATING LIMITED PARTNERSHIP**

Date: June 29, 2016

By: Equity Residential, its general partner  
By: /s/ Bruce C. Strohm  
Name: Bruce C. Strohm  
Its: Executive Vice President, General Counsel and  
Corporate Secretary