

American Homes 4 Rent
Form 8-K
January 17, 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): January 15, 2019

AMERICAN HOMES 4 RENT

AMERICAN HOMES 4 RENT, L.P.

(Exact name of registrant as specified in its charter)

Maryland (American Homes 4 Rent)	001-36013	46-1229660
Delaware (American Homes 4 Rent, L.P.)	333-221878-02	80-0860173

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

30601 Agoura Road, Suite 200

Agoura Hills, California
(Address of principal executive offices)

91301
(Zip Code)

Registrant's telephone number, including area code: (805) 413-5300

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))

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 8.01. Other Events.

On January 15, 2019, American Homes 4 Rent, L.P. (the Operating Partnership), the operating partnership of American Homes 4 Rent (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Operating Partnership agreed to issue and sell \$400,000,000 aggregate principal amount of the Issuer's 4.900% Senior Notes due 2029 (the Notes). Interest on the Notes is payable semi-annually on February 15 and August 15 of each year, commencing August 15, 2019. The Notes will mature on February 15, 2029. The Operating Partnership estimates that the net proceeds from this offering, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Operating Partnership, will be approximately \$394.319 million. The offering is expected to close on January 23, 2019 subject to customary closing conditions.

The offering was made pursuant to an automatic shelf registration statement filed with the Securities and Exchange Commission on December 1, 2017 (File No. 333-221878), as post-effectively amended on January 15, 2019, and a base prospectus and prospectus supplement, each dated January 15, 2019, filed by the Operating Partnership with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act).

The Operating Partnership intends to use the net proceeds from the offering to repay amounts outstanding on its revolving credit facility and the remaining net proceeds for general corporate purposes, including, without limitation, acquisitions of additional properties, the repayment of outstanding indebtedness, capital expenditures, the expansion, redevelopment and/or improvement of properties in the Operating Partnership's portfolio, working capital and other general purposes, including repurchases of securities.

The Operating Partnership made certain customary representations, warranties and covenants concerning the Company, the Operating Partnership and the registration statement in the Underwriting Agreement and also agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make in respect of those liabilities.

A copy of the Underwriting Agreement is attached to this report as Exhibit 1.1 and incorporated herein by reference. The summary set forth above is qualified in its entirety by reference to Exhibit 1.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated January 15, 2019, by and among American Homes 4 Rent, L.P. and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several Underwriters named therein.</u>
5.1	<u>Opinion of Hogan Lovells US LLP regarding the legality of the Notes.</u>
23.1	<u>Consent of Hogan Lovells US LLP (included in Exhibit 5.1).</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrants have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 16, 2019

AMERICAN HOMES 4 RENT

By: /s/ Stephanie Heim
Stephanie Heim
Executive Vice President Counsel

Date: January 16, 2019

AMERICAN HOMES 4 RENT, L.P.

By: American Homes 4 Rent, its general partner

By: /s/ Stephanie Heim
Stephanie Heim
Executive Vice President Counsel