

GREENHILL & CO INC
Form 8-K
July 22, 2010

**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): July 21, 2010

GREENHILL & CO., INC.

(Exact name of registrant as specified in its charter)

Commission file number 001-32147

Delaware

(State or other jurisdiction of
incorporation or organization)

51-0500737

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

300 Park Avenue, 23rd floor

New York, New York 10022 10022

(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (212) 389-1500

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:

- 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))
-

Section 2. Financial Information.

Item 2.02. Results of Operations and Financial Condition.

Attached hereto as Exhibit 99.1 and incorporated by reference is a copy of the press release, dated July 21, 2010, issued by Greenhill & Co., Inc. (Greenhill) announcing its financial results for the fiscal quarter ended June 30, 2010.

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits. The following exhibit is being furnished as part of this Report.

Exhibit

Number

Description

99.1 Press Release of Greenhill & Co., Inc. dated July 21, 2010.

SIGNATURES

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

Greenhill & Co., Inc.

Date: July 22, 2010

By: /s/ Ulrika Ekman

Name: Ulrika Ekman

Title: General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of Greenhill & Co., Inc. dated July 21, 2010. E-1

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4,381

751

5,991

9

751

6,000

6,751

412

2016

(a)

40 years

Mayfair Shopping Center

Philadelphia, PA

—

6,178

9,266

741

6,178

10,007

16,185

602

2016

(a)

40 years

Shaw's Plaza

Waterville, ME

7,840

828

11,814

56

828

11,870

12,698

721

2016

(a)

40 years

Wells Plaza

Wells, ME

3,286

1,892

2,585

236

1,892

2,821

4,713

245

2016

(a)

40 years

717 N. Michigan

Chicago, IL

18,972

20,674

10,093

1

20,674

10,094

30,768

523

2016

(c)

40 years

Shaw's Plaza

North Windham, ME

5,848

1,876

6,696

1

1,876

6,697

8,573

281

2017

(a)

40 years

Lincoln Place Fairview

Heights, IL

23,100

7,149

22,201

920

7,149

23,121

30,270

1,218

2017

(a)

40 years

Broughton Street Portfolio (BSP I)

Savannah, GA

19,773

9,930

21,905

—

9,930

21,905

31,835

136

2018

(a)

40 years

Fund V:

Plaza Santa Fe

Santa Fe, NM

22,893

—

28,214

69

—

28,283

28,283

1,228

2017

(a)

40 years

Hickory Ridge

Hickory, NC

28,613

7,852

29,998

75

7,852

30,073

37,925

1,166

2017

(a)

40 years

New Towne Plaza

Canton, MI

16,900

5,040

17,391

106

5,040

17,497

22,537

713

2017

(a)

40 years

Fairlane Green

Allen Park, MI

40,300

18,121

37,143

247

18,121

37,390

55,511

1,026

2017

(a)

40 years

Trussville Promenade

Birmingham, AL

29,370

7,587

34,285

—

7,587

34,285

41,872

778

2018

(a)

40 years

Elk Grove Commons

Elk Grove, CA

—

6,204

48,008

28

6,204

48,036

54,240

525

2018

(a)

40 years

Hiram Pavilion I & II

Hiram, GA

—

13,029

25,446

27

13,029

25,473

38,502

137

2018

(a)

40 years

ACADIA REALTY TRUST

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

Description	Initial Cost				Amount at Which				Life on which Depreciated in Latest Statement of Income
	Encumbrance	Land	Buildings & Improvements	Investments	Land	Buildings & Improvements	Total	Accumulated Depreciation	
			Increase (Decrease) in Net						Date of Acquisition (a) Construction (c)
Development of Properties Held for Sale	47,645	65,297	31,473	23,527	65,297	55,000	120,297	—	
Amortized Costs	(10,173)	—	—	—	—	—	—	—	
Amortized Premium	753	—	—	—	—	—	—	—	
	\$1,017,288	\$769,582	\$2,079,002	\$849,221	\$775,766	\$2,922,039	\$3,697,805	\$416,657	

Notes:

1. Depreciation on buildings and improvements reflected in the consolidated statements of income is calculated over the estimated useful life of the assets as follows: Buildings at 40 years and improvements at the shorter of lease term or useful life.

2. The aggregate gross cost of property included above for Federal income tax purposes was approximately \$3.4 billion as of December 31, 2018.

The following table reconciles the activity for real estate properties from January 1, 2016 to December 31, 2018 (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Balance at beginning of year	\$3,466,482	\$3,382,000	\$2,736,283
Other improvements	100,077	55,763	152,129
Property acquisitions	134,559	179,292	761,400
Property dispositions or held for sale assets	(34,666)	(189,895)	(134,332)
Other	(483)	—	(9,844)
Deconsolidation of previously consolidated investments	—	—	(123,636)
Consolidation of previously unconsolidated investments	31,836	39,322	—
Balance at end of year	\$3,697,805	\$3,466,482	\$3,382,000

The following table reconciles accumulated depreciation from January 1, 2016 to December 31, 2018 (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Balance at beginning of year	\$339,862	\$287,066	\$298,703
Depreciation related to real estate	78,453	73,268	49,269
Property dispositions	(1,658)	(20,472)	(27,829)
Deconsolidation of previously consolidated investments	—	—	(33,077)
Balance at end of year	\$416,657	\$339,862	\$287,066

ACADIA REALTY TRUST

SCHEDULE IV - MORTGAGE LOANS ON REAL ESTATE

December 31, 2018

(in thousands)

Description	Effective Interest Rate	Final Maturity Date	Face Amount of Notes Receivable	Net Carrying Amount of Notes Receivable as of December 31,
				2018
First Mortgage Loan	6.0%	4/30/2020	\$ 15,000	\$ 17,802
First Mortgage Loan	8.1%	4/30/2019	153,400	38,673
Zero Coupon Loan	2.5%	5/31/2020	29,793	32,582
Mezzanine Loan	18.0%	7/1/2020	3,007	5,306
Preferred Equity	15.3%	2/3/2021	14,000	15,250
Total			\$ 215,200	\$ 109,613

The Company monitors the credit quality of its notes receivable on an ongoing basis and considers indicators of credit quality such as loan payment activity, the estimated fair value of the underlying collateral, the seniority of the Company's loan in relation to other debt secured by the collateral, the personal guarantees of the borrower and the prospects of the borrower.

The following table reconciles the activity for loans on real estate from January 1, 2016 to December 31, 2018 (in thousands):

Reconciliation of Loans on Real Estate

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	Year Ended December 31,		
	2018	2017	2016
Balance at beginning of year	\$ 153,829	\$ 276,163	\$ 147,188
Additions	3,805	11,371	171,794
Repayments	(26,000)	(32,000)	(42,819)
Conversion to real estate through receipt of deed	(22,021)	(101,705)	—
Balance at end of year	\$ 109,613	\$ 153,829	\$ 276,163

ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND
9. FINANCIAL DISCLOSURES.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We conducted an evaluation, under the supervision and with the participation of management including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2018 to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Management of Acadia Realty Trust is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Securities Exchange Act of 1934 Rule 13(a)-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2018 as required by the Securities Exchange Act of 1934 Rule 13(a)-15(c). In making this assessment, we used the criteria set forth in the framework in Internal Control-Integrated Framework (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). Based on our evaluation under the COSO criteria, our management concluded that our internal control over financial reporting was effective as of December 31, 2018 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

BDO USA, LLP, an independent registered public accounting firm that audited our Financial Statements included in this Annual Report, has issued an attestation report on our internal control over financial reporting as of December 31, 2018, which appears in paragraph (b) of this Item 9A.

Acadia Realty Trust

Rye, New York

February 19, 2019

Changes in Internal Control Over Financial Reporting

During the three months ended December 31, 2018, there were no changes in the Company's internal control over financial reporting that materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees of Acadia Realty Trust

Opinion on Internal Control over Financial Reporting

We have audited Acadia Realty Trust and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and schedules, and our report dated February 19, 2019, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, LLP

New York, New York

February 19, 2019

ITEM 9B. OTHER INFORMATION.

None.

PART III

In accordance with the rules of the SEC, certain information required by Part III is omitted and is incorporated by reference into this Report from our definitive proxy statement relating to our 2019 annual meeting of stockholders (our “2019 Proxy Statement”) that we intend to file with the SEC no later than April 30, 2019.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information under the following headings in the 2019 Proxy Statement is incorporated herein by reference:

- “PROPOSAL 1 — ELECTION OF TRUSTEES”
- “MANAGEMENT”
- “SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE”

ITEM 11. EXECUTIVE COMPENSATION.

The information under the following headings in the 2019 Proxy Statement is incorporated herein by reference:

- “ACADIA REALTY TRUST COMPENSATION COMMITTEE REPORT”
- “COMPENSATION DISCUSSION AND ANALYSIS”
- “BOARD OF TRUSTEES COMPENSATION”
- “COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION”

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The information under the heading “SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT” in the 2019 Proxy Statement is incorporated herein by reference.

The information under Item 5. of this Report under the heading “(c) Securities authorized for issuance under equity compensation plans” is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

The information under the following headings in the 2019 Proxy Statement is incorporated herein by reference:

- “CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS”
- “PROPOSAL 1 — ELECTION OF TRUSTEES—Trustee Independence”

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information under the heading “AUDIT COMMITTEE INFORMATION” in the 2019 Proxy Statement is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

1. Financial Statements: See “Index to Financial Statements” at Item 8.

2. Financial Statement Schedule: See “Schedule II—Valuation and Qualifying Accounts” at Item 8.

3. Financial Statement Schedule: See “Schedule III—Real Estate and Accumulated Depreciation” at Item 8.

4. Financial Statement Schedule: See “Schedule IV—Mortgage Loans on Real Estate” at Item 8.

5. Exhibits: The index of exhibits below is incorporated herein by reference.

The following is an index to all exhibits including (i) those filed with this Report and (ii) those incorporated by reference herein:

Exhibit No.	Description	Method of Filing
<u>3.1</u>	Declaration of Trust of the Company	Incorporated by reference to the copy thereof filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2012.
<u>3.2</u>	First Amendment to Declaration of Trust of the Company	Incorporated by reference to the copy thereof filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2012.
<u>3.3</u>	Second Amendment to Declaration of Trust of the Company	Incorporated by reference to the copy thereof filed as Exhibit 3.3 to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2012.
<u>3.4</u>	Third Amendment to Declaration of Trust of the Company	Incorporated by reference to the copy thereof filed as Exhibit 3.4 to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2012.
3.5	Fourth Amendment to Declaration of Trust	Incorporated by reference to the copy thereof filed as Exhibit 3.1 (a) to the Company's Quarterly Report on Form 10-Q filed for the quarter ended September 30, 1998.

<u>3.6</u>	Fifth Amendment to Declaration of Trust	Incorporated by reference to the copy thereof filed as Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q filed for the quarter ended March 31, 2009.
<u>3.7</u>	Amended and Restated Bylaws of the Company	Incorporated by reference to the copy thereof filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 18, 2013.
<u>3.8</u>	Amendment No. 1 to Amended and Restated Bylaws of the Company	Incorporated by reference to the copy thereof filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 29, 2014.
<u>3.9</u>	Articles Supplementary	Incorporated by reference to the copy therefore filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 9, 2017.
<u>10.1</u>	Second Amended and Restated Acadia Realty Trust 2006 Share Incentive Plan (a)	Incorporated by reference to the copy thereof filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on March 30, 2016.

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Exhibit	No. Description	Method of Filing
<u>10.2</u>	Certain information regarding the compensation arrangements with certain officers of registrant	Incorporated by reference to the copy thereof filed as to Item 5.02 of the registrant's Form 8-K filed with the SEC on February 4, 2008.
<u>10.3</u>	Description of Long Term Investment Alignment Program	Incorporated by reference to page 20 to the Company's 2009 Annual Proxy Statement filed with the SEC April 9, 2009.
10.4	Registration Rights and Lock-Up Agreement (RD Capital Transaction)	Incorporated by reference to the copy thereof filed as Exhibit 99.1 (a) to the Company's Registration Statement on Form S-3 filed on March 3, 2000.
10.5	Contribution and Share Purchase Agreement dated as of April 15, 1998 among Mark Centers Trust, Mark Centers Limited Partnership, the Contributing Owners and Contributing Entities named therein, RD Properties, L.P. VI, RD Properties, L.P. VIA and RD Properties, L.P. VIB	Incorporated by reference to the copy thereof filed as Exhibit 10.1 to the Company's Form 8-K filed on April 20, 1998.
<u>10.6</u>	Amended and Restated Employment agreement between the Company and Kenneth F. Bernstein (a)	Incorporated by reference to the copy thereof filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 1, 2014.
<u>10.7</u>	Form of Amended and Restated Severance Agreement, effective as of February 26, 2018, with each of: Joel Braun, Executive Vice President and Chief Investment Officer; John Gottfried, Senior Vice President and Chief Financial Officer; Jason Blacksberg, Senior Vice President, General Counsel, Chief Compliance Officer and Secretary; Christopher Conlon, Executive Vice President and Chief Operating Officer and Joseph M. Napolitano, Senior Vice President and Chief Administrative Officer (a)	Filed herewith.
<u>10.8</u>	Form of 2018 Long-Term Incentive Plan Award Agreement (Time and Performance Based)	Incorporated by reference to the copy thereof filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q filed for the quarter ended

September 30, 2018.

- 10.9 Amended and Restated Credit Agreement, dated as of February 20, 2018, among Acadia Realty Limited Partnership, as the Borrower, and Acadia Realty Trust and Certain Subsidiaries of Acadia Realty Limited Partnership from time to time party thereto, as Guarantors, Bank of America, N.A., as Administrative Agent, Swing Line Lender, L/C Issuer, and as a Lender, PNC Bank, National Association and Wells Fargo Bank, National Association, as Co-Documentation Agents, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as a Joint Lead Arranger and Sole Bookrunner and PNC Bank, National Association and Wells Fargo Securities, LLC, as Joint Lead Arrangers
- Incorporated by reference to the copy thereof filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2017.

<p><u>10.10</u> Agreement and Plan Of Merger Dated as of December 22, 2005 by and among Acadia Realty Acquisition I, LLC, Ara Btc LLC, ARA MS LLC, ARA BS LLC, ARA BC LLC and ARA BH LLC, Acadia Investors, Inc., AII BTC LLC, AII MS LLC, AII BS LLC, AII BC LLC And AII BH LLC, Samuel Ginsburg 2000 Trust Agreement #1, Martin Ginsburg 2000 Trust Agreement #1, Martin Ginsburg, Samuel Ginsburg and Adam Ginsburg, and GDC SMG, LLC, GDC Beechwood, LLC, Aspen Cove Apartments, LLC and SMG Celebration, LLC</p>	<p>Incorporated by reference to the copy thereof filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 4, 2006.</p>
<p><u>10.11</u> Form of Assignments and Assumptions of Carried Interest with respect to the Company's Long-Term Incentive Alignment Program</p>	<p>Incorporated by reference to the copy thereof filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed for the quarter ended June 30, 2015.</p>
<p><u>10.12</u> Form of Omnibus Amendment to the Series of Assignments and Assumptions of Carried Interest with respect to the Company's Long-Term Incentive Alignment Program</p>	<p>Incorporated by reference to the copy thereof filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed for the quarter ended June 30, 2015.</p>
<p><u>10.13</u> Form of 2018 Long-Term Incentive Plan Award Agreement (Time Based Only)</p>	<p>Incorporated by reference to the copy thereof filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2017.</p>
<p><u>21</u> List of Subsidiaries of Acadia Realty Trust</p>	<p>Filed herewith</p>
<p><u>23.1</u> Consent of Registered Public Accounting Firm to incorporation by reference its reports into Forms S-3 and Forms S-8</p>	<p>Filed herewith</p>
<p><u>31.1</u> Certification of Chief Executive Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</p>	<p>Filed herewith</p>
<p><u>31.2</u> Certification of Chief Financial Officer pursuant to rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</p>	<p>Filed herewith</p>
<p><u>32.1</u> Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</p>	<p>Filed herewith</p>
<p><u>32.2</u> Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</p>	<p>Filed herewith</p>

- | | |
|---|---|
| 99.1 Amended and Restated Agreement of Limited Partnership of the Operating Partnership (not including immaterial amendments) | Incorporated by reference to the copy thereof filed as Exhibit 10.1 (c) to the Company's Registration Statement on Form S-3 filed on March 3, 2000. |
| <u>99.2</u> Third Amendment to Amended and Restated Agreement of Limited Partnership of the Operating Partnership | Incorporated by reference to the copy thereof filed as Exhibit 99.2 to the Company's Quarterly Report on Form 10-Q filed for the quarter ended June 30, 2015. |

<u>99.3</u>	Eighth Amendment to Amended and Restated Agreement of Limited Partnership of the Operating Partnership	Incorporated by reference to the copy thereof filed as Exhibit 10.8 to the Company's Registration Statement on Form S-3 filed on March 12, 2009.
99.4	Certificate of Designation of Series A Preferred Operating Partnership Units of Limited Partnership Interest of Acadia Realty Limited Partnership	Incorporated by reference to the copy thereof filed as Exhibit 99.5 to the Company's Quarterly Report on Form 10-Q filed for the quarter ended June 30, 1997.
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definitions Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Labels Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Document	Filed herewith

(a) The referenced exhibit is a management contract or compensation plan or arrangement required to be filed as an exhibit pursuant to Item 15 (a)(3) of Form 10-K.

ITEM 16. Form 10-K SUMMARY.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

ACADIA REALTY TRUST
(Registrant)

By: /s/ Kenneth F. Bernstein
Kenneth F. Bernstein
Chief Executive Officer,
President and Trustee

By: /s/ John Gottfried
John Gottfried
Senior Vice President and
Chief Financial Officer

By: /s/ Richard Hartmann
Richard Hartmann
Senior Vice President and
Chief Accounting Officer

Dated: February 19, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kenneth F. Bernstein (Kenneth F. Bernstein)	Chief Executive Officer, President and Trustee (Principal Executive Officer)	February 19, 2019
/s/ John Gottfried (John Gottfried)	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 19, 2019
/s/ Richard Hartmann (Richard Hartmann)	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 19, 2019
/s/ Douglas Crocker II (Douglas Crocker II)	Trustee	February 19, 2019

/s/ Lorrence T. Kellar (Lorrence T. Kellar)	Trustee	February 19, 2019
/s/ Wendy Luscombe (Wendy Luscombe)	Trustee	February 19, 2019
/s/ William T. Spitz (William T. Spitz)	Trustee	February 19, 2019
/s/ Lynn Thurber (Lynn Thurber)	Trustee	February 19, 2019
/s/ Lee S. Wielansky (Lee S. Wielansky)	Trustee	February 19, 2019
/s/ C. David Zoba (C. David Zoba)	Trustee	February 19, 2019