

American Homes 4 Rent
Form 8-K
February 26, 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 26, 2019

AMERICAN HOMES 4 RENT

(Exact name of registrant as specified in its charter)

Maryland (American Homes 4 Rent)
(State or other jurisdiction

of incorporation)

30601 Agoura Road, Suite 200

001-36013
(Commission

File Number)

46-1229660
(IRS Employer

Identification No.)

91301

Agoura Hills, California
(Address of principal executive offices) **(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 February 26, 2019, American Homes 4 Rent (the Company) filed with the Securities and Exchange Commission (the SEC) a prospectus supplement dated February 26, 2019 (the Prospectus Supplement) to its prospectus dated August 4, 2017, which was included in its automatic shelf registration statement on Form S-3 (No. 333-219720) (the Registration Statement). The Prospectus Supplement relates to the possible resale, from time to time, by certain selling securityholders of up to 6,970,737 of the Company's Class A common shares of beneficial interest, par value \$0.01 per share (the Class A Common Shares), which were being registered pursuant to an agreement containing provisions relating to registration rights.

The Company is filing the opinions of its counsel, Hogan Lovells US LLP, as Exhibit 5.1 hereto, regarding the legality of the Class A Common Shares covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement, respectively.

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.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
5.1	<u>Opinion of Hogan Lovells US LLP</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 their behalf by the undersigned hereunto duly authorized.

Date: February 26, 2019

AMERICAN HOMES 4 RENT

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