Armada Hoffler Properties, Inc. Form 8-K March 02, 2016

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): March 2, 2016
ARMADA HOFFLER PROPERTIES, INC.
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation) **001-35908** (Commission File Number)

46-1214914 (IRS Employer Identification No.)

222 Central Park Avenue, Suite 2100 Virginia Beach, Virginia

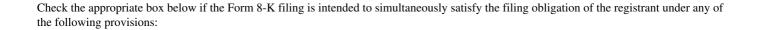
(Address of principal executive offices)

(Zip Code)

Registrant s telephone number, including area code: (757) 366-4000

Not Applicable

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



- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Material U.S. Federal Income Tax Considerations

The information included in this Current Report on Form 8-K under this heading Material U.S. Federal Income Tax Considerations and in Exhibit 99.1 hereto supersedes and replaces, in their entirety: (i) the disclosure under the heading Material U.S. Federal Income Tax Considerations in the prospectus dated June 11, 2014, which is part of the Registration Statement on Form S-3 (File No. 333-196473) of Armada Hoffler Properties, Inc. (the Company); (ii) and the disclosure under the heading Material U.S. Federal Income Tax Considerations in the prospectus dated June 11, 2015, which is part of Company s Registration Statement on Form S-3 (File No. 333-204063), as amended; and (iii) the disclosure under the heading Supplemental U.S. Federal Income Tax Considerations included in Item 8.01 of the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2015.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit		
No.		Description
99.1	Material U.S. Federal Income Tax Considerations	

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SIGNATURES

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

ARMADA HOFFLER PROPERTIES, INC.

Date: March 2, 2016 By: /s/ Michael P. O Hara

Michael P. O Hara Chief Financial Officer

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EXHIBIT LIST

Exhibit No. 99.1	Material U.S. Federal Income Tax Considerations	Description
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