

Armada Hoffler Properties, Inc.  
Form 8-K  
August 05, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): August 3, 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.)
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222 Central Park Avenue, Suite  
2100  
Virginia Beach, Virginia 23462  
(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)

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))

Item 3.02. Unregistered Sales of Equity Securities.

On August 3, 2016, Armada Hoffler Properties, Inc. (the “Company”) entered into an agreement with a third party pursuant to which the Company agreed to issue 2,000,000 shares of the Company’s common stock, \$0.01 par value per share (“Common Stock”), as consideration in connection with the Company’s acquisition of real property. The closing of the acquisition is subject to customary closing conditions. The issuance of the shares of Common Stock will be effected in reliance upon an exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, and/or pursuant to Rule 506 of Regulation D thereunder.

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SIGNATURES

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

ARMADA HOFFLER PROPERTIES, INC.

Dated: August 5, 2016 By: /s/ Michael P. O'Hara\_\_\_\_\_

Michael P. O'Hara

Chief Financial Officer and Treasurer