

AVALONBAY COMMUNITIES INC
Form SC 13G/A
February 20, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

AvalonBay Communities, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of class of securities)

053484101
(CUSIP number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.	053484101	13G	Page 2
1	NAME OF REPORTING PERSONS: LEHMAN BROTHERS HOLDINGS INC.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-3216325		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
			(a) <input type="radio"/>
			(b) <input type="radio"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER:	01
6		SHARED VOTING POWER:	0
7		SOLE DISPOSITIVE POWER:	01
8		SHARED DISPOSITIVE POWER:	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 01		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0%		
12	TYPE OF REPORTING PERSON: CO		

1 Ownership as of February 20, 2014. As of December 31, 2013, the aggregate amount of common shares of AvalonBay Communities, Inc. (the "Common Shares") beneficially owned by each reporting person was 4,433,705 Common Shares (representing 3.43% of the outstanding Common Shares), based on 129,413,103 Common Shares outstanding as of October 31, 2013, as reported on Form 10-Q filed by AvalonBay Communities, Inc. on November 5, 2013.

CUSIP No. 053484101 13G Page 3

1 NAME OF REPORTING PERSONS: ACQ SPV I HOLDINGS LLC
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 45-4288455

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

5 SOLE VOTING POWER: 0

6 SHARED VOTING POWER: 0

7 SOLE DISPOSITIVE POWER: 0

8 SHARED DISPOSITIVE POWER: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0%

12 TYPE OF REPORTING PERSON: OO

CUSIP No. 053484101 13G Page 4

1 NAME OF REPORTING PERSONS: LEHMAN ALI INC.
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-3695935

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER: 0

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER: 0

7 SOLE DISPOSITIVE POWER: 0

8 SHARED DISPOSITIVE POWER: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0%

12 TYPE OF REPORTING PERSON: CO

CUSIP No.	053484101	13G	Page 5
1	NAME OF REPORTING PERSONS: LEHMAN COMMERCIAL PAPER INC.		
	I.R.S. IDENTIFICATION NO. OF	13-2501865	
	ABOVE PERSON:		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
			(a) <input type="radio"/>
			(b) <input type="radio"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER:	0
6		SHARED VOTING POWER:	0
7		SOLE DISPOSITIVE POWER:	0
8		SHARED DISPOSITIVE POWER:	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0%		
12	TYPE OF REPORTING PERSON: CO		

CUSIP No. 053484101 13G Page 6

1 NAME OF REPORTING PERSONS: ACQ SPV II PAPER LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 80-0775151

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
 (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER: 0
 6 SHARED VOTING POWER: 0
 7 SOLE DISPOSITIVE POWER: 0
 8 SHARED DISPOSITIVE POWER: 0
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0%

12 TYPE OF REPORTING PERSON: OO

CUSIP No.
1

053484101

13G

Page 7

NAME OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON: