

Armada Hoffler Properties, Inc.  
Form 8-K  
November 04, 2015

**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): November 4, 2015**

**ARMADA HOFFLER PROPERTIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**222 Central Park Avenue, Suite 2100**

**001-35908**  
**(Commission**

**File Number)**

**46-1214914**  
**(IRS Employer**

**Identification No.)**

**23462**

**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)**

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 8.01. Other Events.**

Armada Hoffler Properties, Inc. (the Company) is disclosing the information below to supplement, and to the extent inconsistent, supersede, the disclosure under the heading Material U.S. Federal Income Tax Considerations FATCA included in both the Company's Registration Statement on Form S-3 (File No. 333-196473) (the 2014 Registration Statement) and the Company's Registration Statement on Form S-3 (File No. 333-204063) (as amended, the 2015 Registration Statement). This disclosure is a supplement to, and is intended to be read together with, the disclosure under the heading Material U.S. Federal Income Tax Considerations FATCA in the prospectus dated June 11, 2014 included in the 2014 Registration Statement and in the prospectus dated June 11, 2015 included in the 2015 Registration Statement.

**SUPPLEMENTAL U.S. FEDERAL INCOME TAX CONSIDERATIONS**

The U.S. Treasury Department and the Internal Revenue Service have announced that withholding under the Foreign Account Tax Compliance Act on payments of gross proceeds from a sale or other disposition of the Company's common stock will only apply to payments made after December 31, 2018.

**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: November 4, 2015

By: /s/ Michael P. O Hara  
Michael P. O Hara

Chief Financial Officer