

ASSOCIATED ESTATES REALTY CORP
Form DFAN14A
March 12, 2015
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant []

Filed by a Party other than the Registrant [x]

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Associated Estates Realty Corporation

(Name of Registrant as Specified In Its Charter)

Land & Buildings Investment Management, LLC

Land & Buildings Capital Growth Fund, L.P.

Jonathan Litt

Charles M. Elson

R. Scot Sellers

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee
required.

Fee computed on
table below per
Exchange Act
Rule 14a-6(i)(4)
and 0-11.

Title of
each class
of
1) securities
to which
transaction
applies:

2) Aggregate
number of
securities
to which
transaction
applies:

3) Per unit
price or
other
underlying
value of
transaction
computed
pursuant to

Exchange Act Rule 0-11
(set forth the amount on
which the filing fee is
calculated and state how
it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and

identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On March 12, 2015, Land & Buildings Investment Management, LLC and its affiliates issued a press release announcing that they now intend to nominate three individuals to the Board of Directors of Associated Estates Realty Corporation (the "Company") to replace certain incumbent directors. A copy of the press release is filed herewith as Exhibit 1.

Information regarding the Participants in a solicitation of proxies of the shareholders of the Company in connection with the 2015 annual meeting of shareholders is filed herewith as Exhibit 2.