

Armada Hoffler Properties, Inc.  
Form 8-K  
September 15, 2014

**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): September 10, 2014**

**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)**

**23462**  
**(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 1.01. Entry into a Material Definitive Agreement.**

On September 10, 2014, Armada Hoffler Properties, Inc. (the Company ) and Armada Hoffler, L.P. (the Operating Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Robert W. Baird & Company, Incorporated, Raymond James & Associates, Inc. and Stifel Nicolaus & Company, Incorporated as representative of the several underwriters named in Schedule I annexed thereto (the Underwriters ). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 5,000,000 shares of its common stock, \$0.01 par value per share, at a public offering price of \$9.05 per share. Pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 750,000 shares of common stock, which the Underwriters exercised in full on September 12, 2014. The common stock was offered and sold pursuant to a prospectus supplement, dated September 10, 2014, and a base prospectus, dated June 11, 2014, relating to the Company s effective shelf registration statement on Form S-3 (File No. 333-196473). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The summary set forth above is qualified in its entirety by reference to Exhibit 1.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

**Exhibit  
No.**

**Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated September 10, 2014, by and among Armada Hoffler Properties, Inc., Armada Hoffler, L.P., Robert W. Baird & Co., Incorporated, Raymond James & Associates, Inc. and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named in Schedule I annexed thereto. |
| 5.1  | Opinion of Morrison & Foerster LLP regarding the legality of shares.  |
| 23.1 | Consent of Morrison & Foerster LLP (included in Exhibit 5.1).   |

**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: September 15, 2014

By: /s/ Eric L. Smith  
Eric L. Smith  
Vice President of Operations and Secretary

**EXHIBIT INDEX**

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