

**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): June 3, 2022

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	AHH	New York Stock Exchange
6.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.01 par value per share	AHHPrA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Resignation of Dorothy S. McAuliffe as a Member of the Board of Directors

On June 3, 2022, Dorothy S. McAuliffe informed the board of directors (the “Board”) of Armada Hoffler Properties, Inc. (the “Company”) of her resignation as a member of the Board, effective immediately. Ms. McAuliffe also served as a member of the Audit Committee of the Board (the “Audit Committee”). Ms. McAuliffe’s resignation was not the result of any disagreements with the Company on any matter relating to the Company’s operations, policies or practices.

In accordance with the Company’s Articles of Amendment and Restatement and the Company’s Amended and Restated Bylaws, the Board has reduced the number of directors of the Company from nine members to eight members.

On June 6, 2022, the Board, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Eva S. Hardy as a member of the Audit Committee, effective immediately, to fill the vacancy created by the resignation of Ms. McAuliffe. Ms. Hardy will serve until the Company’s 2022 Annual Meeting of Stockholders or her earlier resignation or removal.

Item 7.01 **Regulation FD Disclosure.**

On June 6, 2022, the Company issued a press release announcing the resignation of Dorothy S. McAuliffe and the appointment of Eva S. Hardy as a member of the Audit Committee. A copy of the press release is attached hereto as Exhibit 99.1 to this report and is incorporated in this Item 7.01 by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly provided by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated June 6, 2022.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

Date: June 6, 2022

By: /s/ Matthew T. Barnes-Smith

Matthew T. Barnes-Smith

Chief Financial Officer, Treasurer, and Corporate Secretary



PRESS RELEASE

ARMADA HOFFLER ANNOUNCES DOROTHY MCAULIFFE HAS ACCEPTED STATE DEPARTMENT ROLE WITH PRESIDENT BIDEN'S ADMINISTRATION

McAuliffe resigns from Armada Hoffler's Board of Directors

VIRGINIA BEACH, VA, June 6, 2022 — Armada Hoffler (NYSE: AHH) announces that Dorothy McAuliffe has stepped down as a member of the Company's Board of Directors as she assumes State Department role with President Biden's administration. McAuliffe had served as a director since 2019.

The Company has reduced the size of its Board of Directors by one to eliminate the vacancy.

"We sincerely thank Dorothy for her time and contributions to the board," said Lou Haddad, President and CEO of Armada Hoffler. "The entire Armada Hoffler team congratulates her on this exciting next chapter and wish her the best in this important new role."

McAuliffe, the former First Lady of the Commonwealth of Virginia, currently serves as National Policy Advisor for Share Our Strength, a national nonprofit working to end child hunger and poverty in the U.S. She is a member of the Board of Directors for Food Corps, a nonprofit dedicated to supporting AmeriCorps members providing nutrition education in local schools. From 2014 to 2019, McAuliffe served as the Governor's Appointee to the Commonwealth Council on the Interstate Compact on Educational Opportunity for Military Children.

A graduate of Georgetown University Law Center, McAuliffe worked for several years as an attorney in general practice and in financial institution federal regulation and securities law, including corporate mergers, acquisitions and reorganizations. She was a fellow at the Georgetown University Institute of Politics and Public Service in 2018.

About Armada Hoffler Properties, Inc.

Armada Hoffler Properties, Inc. (NYSE: AHH) is a vertically-integrated, self-managed real estate investment trust with over four decades of experience developing, building, acquiring and managing high-quality office, retail and multifamily properties located primarily in the Mid-Atlantic and Southeastern United States. The Company also provides general construction and development services to third-party clients, in addition to developing and building properties to be placed in their stabilized portfolio. Founded in 1979 by Daniel A. Hoffler, Armada Hoffler has elected to be taxed as a REIT for U.S. federal income tax purposes. For more information visit ArmadaHoffler.com.

Media Inquiries:

Chelsea D. Forrest
Armada Hoffler
Director of Corporate Communications and Investor Relations
Email: CForrest@ArmadaHoffler.com
Phone: (757) 612-4248