

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): October 16, 2025

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 1000
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 7.01 Regulation FD Disclosure.

On October 16, 2025, Armada Hoffer Properties, Inc. (the “Company”) issued a press release announcing the resignation of Louis S. Haddad as the Chairman of the Board of Directors of the Company (the “Chairman”) and the appointment of Shawn J. Tibbetts, the Company’s Chief Executive Officer and President, as the Chairman, each effective January 1, 2026. 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 October 16, 2025, issued by Armada Hoffer Properties, Inc.
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: October 16, 2025

By: /s/ Matthew Barnes-Smith

Matthew Barnes-Smith

Chief Financial Officer, Treasurer, and Corporate Secretary

Armada Hoffler Announces Appointment of Shawn J. Tibbetts as Chairman of the Board of Directors

Unified leadership structure reflects Board confidence and continued commitment to disciplined growth and shareholder value

VIRGINIA BEACH, Va., Oct. 16, 2025 (GLOBE NEWSWIRE) -- Armada Hoffler (NYSE: AHH) today announced that its Board of Directors unanimously voted to appoint Shawn J. Tibbetts as Chairman of the Board, effective January 1, 2026. This action completes the last phase of the planned succession changes initiated in 2024. In addition to his new role, Tibbetts will continue leading the Company as President and Chief Executive Officer.

A seasoned global executive, Tibbetts brings more than two decades of leadership experience in real estate, large-scale infrastructure, and operations, including leading complex business transformations. Since joining Armada Hoffler in 2019, he has strengthened the performance of the Company's high-quality assets and driven operational excellence through disciplined execution to deliver long-term shareholder value.

"It is an honor to assume the role of Chairman and continue leading Armada Hoffler alongside our Board and management team," said Tibbetts. "Together, we remain focused on strategic planning to drive growth, strong governance, and disciplined execution, all of which we expect to increase long-term value for our shareholders and sustain the Company's success well into the future."

"Shawn has demonstrated exceptional leadership and strategic focus while strengthening Armada Hoffler's culture and foundation," said James Carroll, Lead Independent Director. "His appointment as Chairman reflects the Board's unanimous confidence in his vision and the alignment of leadership as we advance our strategy. While historically the roles of Chairman and CEO have been separate, the Board believes combining these positions at this time will provide unified direction and enhanced efficiency as the Company executes its long-term strategic plan. Working closely with the independent directors, including myself, this structure maintains strong governance and positions Armada Hoffler for growth and shareholder value creation."

As part of this transition, Lou Haddad, current Executive Chairman and former Chief Executive Officer, will step down from his role as Chairman effective January 1, 2026, and will remain a member of the Board of Directors. Haddad's ongoing involvement as a director ensures access to his extensive institutional knowledge.

About Armada Hoffler

Armada Hoffler (NYSE: AHH) is a vertically integrated, self-managed real estate investment trust ("REIT") 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. We also provide general construction and development services to third-party clients, in addition to developing and building properties to be placed in our 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.

Forward-Looking Statements

Certain matters within this press release are discussed using forward-looking language as specified in the Private Securities Litigation Reform Act of 1995, and, as such, may involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance to differ from those projected in the forward-looking statement. These statements relate to the prospects of the Company, the appointment of Mr. Tibbetts as the Chairman of the Board of Directors and Mr. Haddad stepping down as the Chairman of the Board. The forward-looking statements presented herein are based on the Company's current expectations. For a description of factors that may cause the Company's actual results or performance to differ from its forward-looking statements, please review the information under the heading "Risk Factors" included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, and the other documents filed by the Company with the Securities and Exchange Commission from time to time. The Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in the Company's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required by applicable law.

Contact:

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