

**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): February 20, 2020

**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 5.03. Amendments to Articles of Incorporation or Bylaws.**

On February 20, 2020, the Board of Directors (the “Board”) of Armada Hoffer Properties, Inc. (the “Company”) adopted a resolution prohibiting the Company from electing to classify the Board pursuant to Section 3-802(c) of the Maryland General Corporation Law (the “MGCL”), commonly referred to as the Maryland Unsolicited Takeover Act (“MUTA”), unless a proposal to repeal such resolution is approved by the stockholders of the Company by the affirmative vote of at least a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors. In accordance with the MGCL, the Company filed with the State Department of Assessments and Taxation of the State of Maryland Articles Supplementary describing this prohibition (the “Articles Supplementary”), which became effective upon filing on February 20, 2020.

The foregoing description of the Articles Supplementary is not complete and is qualified in its entirety by reference to the full text of the Articles Supplementary filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On February 24, 2020, the Company issued a press release announcing its decision to waive the option to classify its Board under MUTA, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in Item 7.01 of this Current Report on Form 8-K, including exhibit 99.1 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 into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Articles Supplementary relating to Section 3-802(c) of the Maryland General Corporation Law.</a>
<a href="#">99.1</a>	<a href="#">Press Release, dated February 24, 2020.</a>
104	Cover Page formatted in Inline XBRL.

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**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: February 24, 2020

By: /s/ Michael P. O'Hara  
Michael P. O'Hara  
Chief Financial Officer, Treasurer and Corporate Secretary

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ARTICLES SUPPLEMENTARY

OF

ARMADA HOFFLER PROPERTIES, INC.

Pursuant to Section 2-208 of the Maryland General Corporation Law (as amended, supplemented or restated from time to time, the "MGCL"), Armada Hoffler Properties, Inc., a corporation organized and existing under the laws of the state of Maryland (the "Corporation"), does hereby certify to the State Department of Assessments and Taxation of Maryland (the "SDAT") that:

FIRST: Under a power contained in Section 3-802(c) of Title 3, Subtitle 8 of the MGCL, the Board of Directors of the Corporation (the "Board of Directors") has resolved to prohibit the Corporation from electing to be subject to the provisions of Section 803 of Title 3, Subtitle 8 of the MGCL, unless a proposal to repeal such resolution is approved by the stockholders of the Corporation by the affirmative vote of at least a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors.

SECOND: The action to prohibit the Corporation from becoming subject to Section 803 of Title 3, Subtitle 8 of the MGCL without stockholder approval referenced above has been approved by the Board of Directors in the manner and by the vote required by law.

THIRD: The undersigned officer acknowledges these Articles Supplementary to be the act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Chief Financial Officer, Treasurer and Secretary on this 20<sup>th</sup> day of February, 2020.

ATTEST: ARMADA HOFFLER PROPERTIES, INC.

/s/ Michael P. O'Hara
Name: Michael P. O'Hara
Title: Chief Financial Officer, Treasurer and Secretary

/s/ Louis S. Haddad
Name: Louis S. Haddad
Title: President and Chief Executive Officer

# Armada Hoffler Properties Reaffirms Commitment to Best-in-Class Governance

## Company Waives Option to Classify its Board Under Maryland Law

VIRGINIA BEACH, VA., Feb. 24, 2020 (GLOBE NEWSWIRE) – Armada Hoffler Properties, Inc. (NYSE: AHH) today announced that its Board of Directors has reaffirmed the Company’s commitment to leadership in corporate governance practices by waiving the option to classify its Board under provisions of the Maryland Unsolicited Takeover Act, or MUTA, unless approved by a majority of common shares outstanding.

MUTA contains statutory provisions that allow a board, without stockholder approval, to elect to classify into three classes with staggered three-year terms. By adopting this resolution, the Board of Directors has waived this option. On February 20, 2020, the Company filed Articles Supplementary to its charter with the Maryland State Department of Assessments and Taxation making this change effective.

Louis Haddad, President & CEO noted, “The Board of Director’s decision to opt of out of MUTA is the result of the Board’s regular review of our corporate governance policies and procedures. The Board believes this change to our corporate governance is consistent with our objective of maintaining best-in-class governance and delivering value to our shareholders.”

### About Armada Hoffler Properties, Inc.

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

### Contact:

Michael P. O’Hara  
Armada Hoffler Properties, Inc.  
Chief Financial Officer, Treasurer, and Secretary  
Email: [MOHara@ArmadaHoffler.com](mailto:MOHara@ArmadaHoffler.com)  
Phone: (757) 366-6684

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