

**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 12, 2024

**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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 12, 2024, Armada Hoffer Properties, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The Company’s stockholders voted on three proposals presented at the Annual Meeting, which are described in detail in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission (the “SEC”) on April 19, 2024 (the “Proxy Statement”). Holders of 61,642,619 shares of the Company’s common stock were present or represented by proxy at the Annual Meeting.

The following are the voting results of the proposals submitted to the Company’s stockholders at the Annual Meeting:

**Proposal 1 (Election of Directors)** — The Company’s stockholders elected the following nine persons as directors of the Company, each to serve as such until the Company’s annual meeting of stockholders to be held in 2025, or until his or her respective successor is duly elected and qualified. The following table sets forth the voting results for each director nominee:

<b>Director Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
George F. Allen	37,166,503	17,291,716	24,549	7,159,851
James A. Carroll	51,958,930	2,499,022	24,816	7,159,851
James C. Cherry	49,165,057	5,291,220	26,491	7,159,851
Dennis H. Gartman	53,605,340	859,495	17,933	7,159,851
Louis S. Haddad	51,246,045	3,219,101	17,622	7,159,851
Eva S. Hardy	50,630,376	3,836,213	16,179	7,159,851
Daniel A. Hoffer	48,899,941	5,557,910	24,917	7,159,851
A. Russell Kirk	48,887,857	5,576,073	18,838	7,159,851
F. Blair Wimbush	54,371,527	92,368	18,873	7,159,851

**Proposal 2 (Ratification of Ernst & Young LLP)** — The Company’s stockholders approved the proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2024. The following table sets forth the voting results for this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
59,959,484	1,644,836	38,299

**Proposal 3 (Advisory Vote on Executive Compensation)** — The Company’s stockholders approved, in an advisory (non-binding) vote, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement. The following table sets forth the voting results for this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
52,133,114	2,229,758	119,896	7,159,851

**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 12, 2024

By: /s/ Matthew Barnes-Smith

Matthew Barnes-Smith

Chief Financial Officer, Treasurer, and Corporate Secretary