

**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): July 2, 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 July 2, 2020, Armada Hoffler Properties, Inc. (the “Company”) filed, with the State Department of Assessments and Taxation of the State of Maryland (“MSDAT”), Articles Supplementary (the “Articles Supplementary”) to the Articles of Amendment and Restatement of the Company, designating an additional 3,450,000 shares of the Company’s authorized preferred stock as shares of the Company’s 6.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.01 par value per shares (“Series A Preferred Stock”), resulting in a total of 6,380,000 shares classified as Series A Preferred Stock. The effective date of the Articles Supplementary is July 2, 2020.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Articles Supplementary designating additional 6.75% Series A Cumulative Redeemable Perpetual Preferred Stock.
104	Cover Page formatted in Inline XBRL.

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: July 6, 2020

By: /s/ Michael P. O'Hara

Michael P. O'Hara
Chief Financial Officer, Treasurer, and Secretary

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: Article VI of the Articles of Amendment and Restatement of the Corporation (which, as amended and supplemented from time to time is referred to herein as the "Charter"), as filed with the SDAT, authorizes the issuance of 600,000,000 shares of stock of the Corporation, consisting of 500,000,000 shares of common stock, \$0.01 par value per share, and 100,000,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock"). The Charter expressly authorizes the Board of Directors of the Corporation (the "Board of Directors") to classify any unissued shares of Preferred Stock from time to time into one or more classes or series of stock and to set the number of shares constituting such series and the designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications or terms or conditions of redemption of the shares of Preferred Stock constituting such class or series.

SECOND: The Articles Supplementary for the 6.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.01 par value per share ("Series A Preferred Stock"), were filed with, and accepted for record by, the SDAT on June 17, 2019.

THIRD: Pursuant to its authority under the Charter, the Board of Directors has classified and designated 3,450,000 additional shares of Series A Preferred Stock.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by the Charter and applicable law.

FIFTH: These Articles Supplementary shall become effective at 11:00 a.m. Eastern Time on July 2, 2020.

SIXTH: The undersigned officer of the Corporation acknowledges these Articles Supplementary to be the corporate 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 2nd day of July, 2020.

ATTEST:

ARMADA HOFFLER PROPERTIES, INC.

/s/ Michael P. O'Hara

/s/ Louis Haddad

Name: Michael P. O'Hara

Name: Louis Haddad

Title: Chief Financial Officer, Treasurer, and Secretary

Title: President and Chief Executive Officer