

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-11
REGISTRATION STATEMENT
FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

Armada Hoffler Properties, Inc.

(Exact name of registrant as specified in its governing instruments)

222 Central Park Avenue, Suite 2100, Virginia Beach, Virginia 23462
 (757) 366-4000

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

Louis S. Haddad
 Armada Hoffler Properties, Inc.
 222 Central Park Avenue, Suite 2100, Virginia Beach, Virginia 23462
 (757) 366-4000

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

David C. Wright
S. Gregory Cope
 Hunton & Williams LLP
 951 East Byrd Street
 Richmond, Virginia 23219
 (804) 788-8638

John A. Good
Justin R. Salon
 Bass, Berry & Sims PLC
 1201 Pennsylvania Ave. Suite 300
 Washington, D.C. 20004
 (202) 827-2950

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering. 333-187513

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.01 per share	\$17,293,125	\$2,359

(1) The Registrant previously registered shares of its common stock for a proposed maximum offering price of price of \$201,250,000 on a Registration Statement on Form S-11 (File No. 333-187513), as amended, for which a filing fee of \$27,451 was paid.

(2) Includes the offering price of the common stock that may be purchased by the underwriters pursuant to their overallotment option.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) ("Rule 462(b)") under the Securities Act of 1933, as amended, and General Instruction G of Form S-11, and includes the registration statement facing page, this page, the signature page, an exhibit index, opinions of counsel and the accountants' consents. Pursuant to Rule 462(b), the contents of our registration statement on Form S-11, as amended (File No. 333-187513), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on May 7, 2013 (the "Initial Registration Statement"), are incorporated by reference into this registration statement. This registration statement covers the registration of an additional \$17,293,125 of our common stock for sale in the offering related to the Initial Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that the registrant meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Virginia Beach, Commonwealth of Virginia, on this 8th day of May, 2013.

ARMADA HOFFLER PROPERTIES, INC.

By: /s/ Louis S. Haddad

Louis S. Haddad

Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Louis S. Haddad</u>	Chief Executive Officer and President (Principal Executive Officer)	May 8, 2013
<u>/S/ Michael P. O'Hara</u>	Chief Financial Officer (Principal Financial and Accounting Officer)	May 8, 2013

EXHIBIT INDEX**Exhibit**

- 5.1 Opinion of Venable LLP
- 8.1 Opinion of Hunton & Williams LLP with respect to tax matters
- 23.1 Consent of Ernst & You LLP, Independent Registered Accounting Firm
- 23.2 Consent of Ernst & You LLP, Independent Auditors
- 23.3 Consent of Venable LLP (included in Exhibit 5.1)
- 23.4 Consent of Hunton & Williams LLP (included in Exhibit 8.1)
- 24.1 Power of Attorney (included on the Signature Page)

May 7, 2013

Armada Hoffler Properties, Inc.
222 Central Park Avenue, Suite 2100
Virginia Beach, Virginia 23462

Re: Rule 462(b) Registration Statement Relating to
Registration Statement on Form S-11 (File No. 333-187513).

Ladies and Gentlemen:

We have served as Maryland counsel to Armada Hoffler Properties, Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the registration by the Company of shares (the "Shares") of common stock, \$0.01 par value per share, of the Company, having an aggregate gross public offering price of up to \$17,293,125. The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
2. The charter of the Company, certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The form of Articles of Amendment and Restatement of the Company to be filed prior to the issuance of the Shares (the "Charter"), certified as of the date hereof by an officer of the Company;
4. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

6. Resolutions adopted by the Board of Directors of the Company (the "Board") relating to, among other matters, the Charter and the authorization of the sale, issuance and registration of the Shares (the "Board Resolutions"), certified as of the date hereof by an officer of the Company;
7. Resolutions adopted by the sole stockholder of the Company relating to, among other matters, the Charter, certified as of the date hereof by an officer of the Company
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. Prior to the issuance of the Shares, the Charter will be filed with, and accepted for record by, the SDAT.

6. The Shares will not be issued or transferred in violation of the restrictions on transfer and ownership contained in Article VII of the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when issued and delivered by the Company in accordance with the Board Resolutions, the Charter and the Registration Statement against payment of the consideration set forth therein, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

HUNTON & WILLIAMS LLP
RIVERFRONT PLAZA, EAST TOWER
951 EAST BYRD STREET
RICHMOND, VIRGINIA 23219-4074

TEL 804 • 788 • 8200
FAX 804 • 788 • 8218

May 7, 2013

Armada Hoffler Properties, Inc.
222 Central Park Avenue
Suite 2100
Virginia Beach, VA 23462

Armada Hoffler Properties, Inc.
Qualification as
Real Estate Investment Trust

Ladies and Gentlemen:

We have acted as counsel to Armada Hoffler Properties, Inc., a Maryland corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-11 (File No. 333-187513) filed with the Securities and Exchange Commission on March 26, 2013, as amended through the date hereof, (the “Registration Statement”), with respect to the offer and sale (the “Offering”), of up to 19,003,750 shares of common stock, par value \$0.01 per share, of the Company, and a Rule 462(b) registration statement on Form S-11 in connection therewith (the “Rule 462(b) Registration Statement”). You have requested our opinion regarding certain U.S. federal income tax matters in connection with the Offering.

In giving this opinion letter, we have examined the following:

1. the Registration Statement, the Rule 462(b) Registration Statement, and the prospectus (the “Prospectus”) filed as part of the Registration Statement and incorporated by reference into the Rule 462(b) Registration Statement;
2. the Company’s Articles of Incorporation filed on October 12, 2012 with the Department of Assessments and Taxation of the State of Maryland, and the Articles of Amendment and Restatement (the “Amended Articles”), in the form attached as an exhibit to the Registration Statement;
3. the Company’s Bylaws (the “Bylaws”), in the form attached as an exhibit to the Registration Statement;

ATLANTA AUSTIN BANGKOK BEIJING BRUSSELS CHARLOTTE DALLAS HOUSTON LONDON LOS ANGELES
MCLEAN MIAMI NEW YORK NORFOLK RALEIGH RICHMOND SAN FRANCISCO TOKYO WASHINGTON
www.hunton.com

4. the Amended and Restated Agreement of Limited Partnership of Armada Hoffler, L.P., a Virginia limited partnership (the "Operating Partnership Agreement"), in the form attached as an exhibit to the Registration Statement; and
5. such other documents as we have deemed necessary or appropriate for purposes of this opinion.

In connection with the opinions rendered below, we have assumed, with your consent, that:

1. each of the documents referred to above is authentic, if an original, or is accurate, if a copy; and has not been amended;
2. the Amended Articles, the Bylaws and the Operating Partnership Agreement will be executed, delivered, adopted, and filed, as applicable, in a form substantially similar to the forms filed as exhibits to the Registration Statement;
3. during its taxable year ending December 31, 2013, and future taxable years, the Company will operate in a manner that will make the factual representations contained in a certificate, dated the date hereof and executed by a duly appointed officer of the Company (the "Officer's Certificate"), true for such years;
4. the Company will not make any amendments to its organizational documents after the date of this opinion that would affect its qualification as a real estate investment trust (a "REIT") for any taxable year; and
5. no action will be taken by the Company after the date hereof that would have the effect of altering the facts upon which the opinions set forth below are based.

In connection with the opinions rendered below, we also have relied upon the correctness of the factual representations contained in the Officer's Certificate. No facts have come to our attention that would cause us to question the accuracy and completeness of such factual representations. Furthermore, where such factual representations involve terms defined in the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations thereunder (the "Regulations"), published rulings of the Internal Revenue Service (the "Service"), or other relevant authority, we have reviewed with the individuals making such representations the relevant provisions of the Code, the applicable Regulations and published administrative interpretations thereof.

Based solely on the documents and assumptions set forth above, the representations set forth in the Officer's Certificate and the discussion in the Prospectus under the caption "Material U.S. Federal Income Tax Considerations" (which is incorporated herein by reference), we are of the opinion that:

- (a) commencing with its short taxable year ending December 31, 2013, the Company will be organized in conformity with the requirements for qualification and taxation as a REIT pursuant to sections 856 through 860 of the Code, and the Company's proposed method of operation will enable it to satisfy the requirements for qualification and taxation as a REIT under the Code for its taxable year ending December 31, 2013 and thereafter; and
- (b) the descriptions of the law and the legal conclusions in the Prospectus under the caption "Material U.S. Federal Income Tax Considerations" are correct in all material respects.

We will not review on a continuing basis the Company's compliance with the documents or assumptions set forth above, or the factual representations set forth in the Officer's Certificate. Accordingly, no assurance can be given that the actual results of the Company's operations for any given taxable year will satisfy the requirements for qualification and taxation as a REIT. Although we have made such inquiries and performed such investigations as we have deemed necessary to fulfill our professional responsibilities as counsel, we have not undertaken an independent investigation of all of the facts referred to in this letter or the Officer's Certificate.

The foregoing opinions are based on current provisions of the Code, the Regulations, published administrative interpretations thereof, and published court decisions. The Service has not issued Regulations or administrative interpretations with respect to various provisions of the Code relating to REIT qualification. No assurance can be given that the law will not change in a way that will prevent the Company from qualifying as a REIT.

The foregoing opinions are limited to the U.S. federal income tax matters addressed herein, and no other opinions are rendered with respect to other U.S. federal tax matters or to any issues arising under the tax laws of any other country, or any state or locality. We undertake no obligation to update the opinions expressed herein after the date of this letter. This opinion letter speaks only as of the date hereof. Except as provided in the next paragraph, this opinion letter may not be distributed, quoted in whole or in part or otherwise reproduced in any document, or filed with any governmental agency without our express written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the Rule 462(b) Registration Statement. We also consent to the references to Hunton & Williams LLP under the captions "Material U.S. Federal Income Tax Considerations" and "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are in the category of persons whose consent is required by Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder by the Securities and Exchange Commission

Very truly yours,

/s/ Hunton & Williams LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement of Armada Hoffler Properties, Inc. to be filed pursuant to Rule 462(b) under the Securities Act of 1933, of the reference to our firm under the caption "Experts" and "Distribution Policy" and to the use of the following reports all included in the Registration Statement (Form S-11 No. 333-187513) and related Prospectus of Armada Hoffler Properties, Inc., as amended, for the registration of shares of its common stock:

- i. our report dated March 25, 2013 with respect to the audited balance sheets of Armada Hoffler Properties, Inc.; and
- ii. our report dated March 25, 2013 with respect to the audited combined financial statements and related schedule of Armada Hoffler Properties, Inc. Predecessor.

/s/ Ernst & Young LLP

Richmond, Virginia
May 8, 2013

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement of Armada Hoffler Properties, Inc. to be filed pursuant to Rule 462(b) under the Securities Act of 1933, of the reference to our firm under the caption "Experts" and to the use of the following reports all included in the Registration Statement (Form S-11 No. 333-187513) and related Prospectus of Armada Hoffler Properties, Inc. as amended, for the registration of shares of its common stock:

- i. our report dated March 25, 2013 with respect to the statements of revenues and certain operating expenses of Bermuda Shopping Center, LLC; and
- ii. our report dated March 25, 2013 with respect to the statements of revenues and certain operating expenses of BSE/AH Blacksburg Apartments, LLC.

/s/ Ernst & Young LLP

Richmond, Virginia
May 8, 2013