

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 14, 2023

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 14, 2023, Armada Hoffler Properties, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). The Company’s stockholders voted on four 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 21, 2023, and Supplement No. 1 to the Company’s Definitive Proxy Statement, filed with the SEC on May 12, 2023 (together, the “Proxy Statement”). Holders of 62,619,219 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 2024, or until his or her respective successor is duly elected and qualified. The following table sets forth the voting results for each director nominee:

Director Nominee	For	Against	Abstentions	Broker Non-Votes
George F. Allen	38,948,590	16,948,801	37,724	6,684,104
James A. Carroll	54,204,471	1,699,551	31,093	6,684,104
James C. Cherry	52,123,114	3,768,427	43,574	6,684,104
Dennis H. Gartman	55,794,565	118,543	22,007	6,684,104
Louis S. Haddad	54,720,456	1,171,916	42,743	6,684,104
Eva S. Hardy	52,502,723	3,402,672	29,720	6,684,104
Daniel A. Hoffler	50,390,448	5,114,455	430,212	6,684,104
A. Russell Kirk	51,319,810	4,182,222	433,083	6,684,104
John W. Snow	52,522,867	3,373,644	38,604	6,684,104

**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, 2023. The following table sets forth the voting results for this proposal:

For	Against	Abstentions
60,552,406	2,015,565	51,248

**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:

For	Against	Abstentions	Broker Non-Votes
53,099,320	2,687,375	148,420	6,684,104

**Proposal 4 (Approval of Amendment No. 1 to the Plan)** — The Company’s stockholders approved Amendment No. 1 to the Company’s Amended and Restated 2013 Equity Incentive Plan (the “Plan”). The following table sets forth the voting results for this proposal:

For	Against	Abstentions	Broker Non-Votes
51,620,617	3,279,465	1,035,033	6,684,104

**Item 7.01. Regulation FD Disclosure.**

On June 15, 2023, the Company issued a press release announcing that its Board of Directors approved a \$50 million share repurchase program. 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	<a href="#">Press Release, dated June 15, 2023.</a>

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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.**

Date: June 15, 2023

By: /s/ Matthew T. Barnes-Smith

Matthew T. Barnes-Smith

Chief Financial Officer, Treasurer, and Corporate Secretary



PRESS RELEASE

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## ARMADA HOFFLER ANNOUNCES \$50 MILLION SHARE REPURCHASE PROGRAM

VIRGINIA BEACH, VA, June 15, 2023 — Armada Hoffler (NYSE: AHH) announced today that its Board of Directors has authorized the repurchase of an aggregate of \$50 million of the Company's shares of common stock and Series A preferred stock in a newly established share repurchase program.

The Company may repurchase shares occasionally in the open market, in block purchases, through privately negotiated transactions, the use of trading plans intended to qualify under Rule 10b5-1, or other means permitted. Any repurchase will be made in accordance with the rules of the Securities and Exchange Commission, New York Stock Exchange, and other applicable legal requirements. The timing, manner, price (subject to certain maximum price restrictions), and amount of any repurchases will be determined in the discretion of the Company's management depending on business, economic and market conditions, corporate and regulatory requirements, prevailing stock prices, alternative uses for capital, and other considerations. The program may be suspended or discontinued at any time and does not obligate Armada Hoffler to make any purchases of its stock.

### Forward Looking Statement

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 forward-looking statements include comments relating to, among other things, the timing, manner, price, or amount of repurchases, if any, under the Company's stock repurchase program and the factors the Company's management may consider in deciding whether to effect repurchases under the stock repurchase program. 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, 2022, and other documents filed by the Company with the Securities and Exchange Commission.

### 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](https://ArmadaHoffler.com).

### Contact:

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