

**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 29, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of John W. Snow as a Member of the Board of Directors

On February 29, 2024, John W. Snow informed the board of directors (the “Board”) of Armada Hoffer Properties, Inc. (the “Company”) of his decision not to stand for re-election as a member of the Board at the upcoming 2024 annual meeting of stockholders of the Company (the “2024 Annual Meeting”). Mr. Snow’s retirement, which will be effective as of the date of the 2024 Annual Meeting, is not the result of any disagreements with the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure

On March 4, 2024, the Company issued a press release announcing the retirement of Mr. Snow as a member of the Board. 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 4, 2024.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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: March 4, 2024

By: /s/ Matthew T. Barnes-Smith

Matthew T. Barnes-Smith
Chief Financial Officer, Treasurer, and Corporate Secretary

ARMADA HOFFLER ANNOUNCES JOHN W. SNOW WILL RETIRE FROM COMPANY'S BOARD OF DIRECTORS

Longtime member's many contributions are greatly appreciated by the Company

VIRGINIA BEACH, Va., March 4, 2024 -- Armada Hoffler (NYSE: AHH) announced that John W. Snow, 84, will retire as a member of the Company's Board of Directors effective as of the date of Armada Hoffler's 2024 Annual Meeting of Stockholders. Armada Hoffler's Board of Directors recently approved an amendment to Armada Hoffler's Corporate Governance Guidelines pursuant to which directors will no longer stand for re-election after they reach the age of 80. Serving as a director since Armada Hoffler's initial public offering and as lead independent director from 2013-2019, Snow has been an integral part of the company's growth.

"I have greatly enjoyed my time with Armada Hoffler and am proud to have served on the board since the IPO," said John Snow. "I am delighted by the growth the company has seen since going public and have every confidence in the company's future and the new leadership team."

As U.S. Treasury Secretary under President George W. Bush, Snow steered the 2003 Jobs and Growth Tax Relief Act, shaping domestic and global economic policy. He was also Chairman and Chief Executive Officer of CSX Corporation (NYSE: CSX) and served as a Chairman of the Business Roundtable and on the Business Councils executive committee, a prestigious business policy group comprised of 250 chief executive officers of the nation's largest companies.

Snow holds a B.A. from the University of Toledo, a master's degree from Johns Hopkins University, a law degree from George Washington University and a PhD in Economics from the University of Virginia.

"John has been a dedicated and valuable member of our Board of Directors, and we are deeply grateful for his guidance, leadership and service," said Lou Haddad, CEO of Armada Hoffler. "John has been instrumental in shaping this board and its future. We wish him well."

Forward-Looking Statements

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 statements relate to Mr. Snow's retirement from the Board of Directors effective as of the 2024 Annual Meeting of Stockholders. The forward-looking statements presented herein are based on the Company's current expectations. 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, 2023, and the other documents filed by the Company with the Securities and Exchange Commission from time to time. The Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in the Company's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required by applicable law.

About Armada Hoffer

Armada Hoffer (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. Hoffer, Armada Hoffer has elected to be taxed as a REIT for U.S. federal income tax purposes. For more information visit ArmadaHoffer.com.

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