

PREFERRED APARTMENT COMMUNITIES INC
Form 8-K
October 31, 2017

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): October 30, 2017
Preferred Apartment Communities, Inc.
(Exact Name of Registrant as Specified in its Charter)

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|--|--------------------------|---|
| Maryland | 001-34995 | 27-1712193 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 3284 Northside Parkway NW, Suite 150, Atlanta, Georgia | 30327 | |
| (Address of Principal Executive Offices) | (Zip Code) | |
| Registrant's telephone number, including area code: (770) 818-4100 | | |

(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))

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 8.01 Other Events.

Effective October 30, 2017, Preferred Capital Securities, LLC ("PCS") modified (the "Modification") the existing soliciting dealer agreement (the "Soliciting Dealer Agreement") with an independent, third-party, broker dealer (the "Selling BD") for the Selling BD to use its reasonable best efforts to sell, in a public offering (the "Offering") by Preferred Apartment Communities, Inc. (the "Company") pursuant to the Registration Statement (as defined below), shares of the Company's Series A Redeemable Preferred Stock, par value \$0.01 per share, and Warrants to purchase shares of the Company's common stock, par value \$0.01 per share. The Offering is being made pursuant to a final prospectus, dated March 16, 2017, which forms a part of the Company's registration statement on Form S-3 (File No. 333-211924) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on February 14, 2017. PCS is the dealer manager for the Offering.

Generally, the Series A Redeemable Preferred Stock and the Warrants will be sold in units ("Units") for \$1,000 per Unit, subject to adjustment if a participating broker dealer reduces commissions, with each Unit consisting of (i) one share of Series A Redeemable Preferred Stock with an initial stated value of \$1,000 per share, and (ii) one Warrant to purchase 20 shares of common stock, exercisable by the holder at an exercise price that is set at a 20% premium to the current market price per share of the Company's common stock determined using the closing price of the Company's common stock immediately preceding the issuance of such Warrant, subject to a minimum exercise price of \$19.50 per share (subject to adjustment). Pursuant to the Modification, the Selling BD has agreed to sell the Units to qualified accounts with a selling commission of 5.0% of the gross proceeds from the Units sold by the Selling BD which will result in a sales price of \$980 per Unit. The net proceeds to the Company from the sales to qualified accounts will not be effected by the reduction in the Selling BD's commissions. For further information on this arrangement please contact PCS at 1-855-330-6594.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PREFERRED APARTMENT
COMMUNITIES, INC.
(Registrant)

Date: October 31, 2017 By: /s/ Jeffrey R. Sprain
Jeffrey R. Sprain
Executive Vice President,
General Counsel and Secretary