

PREFERRED APARTMENT COMMUNITIES INC

Form 8-K

December 17, 2018

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): December 17, 2018

Preferred Apartment Communities, Inc.

(Exact Name of Registrant as Specified in its Charter)

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.

The information included under the heading "Material U.S. Federal Income Tax Considerations" in Exhibit 99.1 hereto supersedes and replaces the discussion under the heading "Material U.S. Federal Income Tax Considerations" in (i) the prospectus dated January 19, 2017, which is a part of Preferred Apartment Communities, Inc.'s (the "Company's") Registration Statement on Form S-3 (File No. 333-214531) initially filed with the Securities and Exchange Commission (the "SEC") on November 9, 2016; (ii) the prospectus dated March 16, 2017, which is a part of the Company's Registration Statement on Form S-3 (File No. 333-211924) initially filed with the SEC on June 9, 2016; and (iii) the "base prospectus" which is a part of the Company's Registration Statement on Form S-3 (File No. 333-211178) initially filed with the SEC on May 5, 2016.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Material U.S. Federal Income Tax Considerations

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: December 17, 2018 By: /s/ Jeffrey R. Sprain
Jeffrey R. Sprain
Executive Vice President,
General Counsel and Secretary