

AMERICAN CAMPUS COMMUNITIES INC

Form 8-K

April 03, 2013

**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): April 2, 2013**

**AMERICAN CAMPUS COMMUNITIES, INC.**

**AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP LP**

**(Exact name of Registrant as specified in its Charter)**

Maryland

001-32265

76-0753089

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|  |   |   |
|--|---|---|
| <b>Maryland</b><br>(State or other jurisdiction<br>of incorporation or organization) | <b>333-181102-01</b><br>(Commission<br>file number)<br><b>12700 Hill County Blvd., Suite T-200, Austin, Texas 78738</b> | <b>56-2473181</b><br>(I.R.S. Employer<br>Identification Number) |
|--|---|---|

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (512) 732-1000

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On April 2, 2013, American Campus Communities Operating Partnership LP (the "Operating Partnership") completed an underwritten public offering of \$400.0 million in aggregate principal amount of its 3.750% Senior Notes due 2023 (the "Notes"), which are fully and unconditionally guaranteed by American Campus Communities, Inc. (the "Company") pursuant to a Guarantee, dated April 2, 2013. The terms of the Notes are governed by a base indenture, dated as of April 2, 2013 (the "Base Indenture"), among the Operating Partnership, as issuer, the Company, as guarantor, and U.S. Bank National Association, as trustee, as supplemented by the First Supplemental Indenture, dated as of April 2, 2013 (the "First Supplemental Indenture"). The First Supplemental Indenture contains various restrictive covenants, including limitations on the Operating Partnership's ability to incur additional indebtedness and requirements to maintain unencumbered assets, in each case subject to the exceptions set forth in the First Supplemental Indenture. The forms of the Base Indenture, First Supplemental Indenture, Note and Guarantee, are attached hereto as Exhibits 4.1, 4.2, 4.3 and 4.4, respectively, and are incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

| Exhibit Number | Title  |
|----------------|--|
| 4.1            | Form of Indenture, dated as of April 2, 2013, among American Campus Communities Operating Partnership LP, as issuer, American Campus Communities, Inc., as guarantor, and U.S. Bank National Association, as trustee.                    |
| 4.2            | Form of First Supplemental Indenture, dated as of April 2, 2013, among American Campus Communities Operating Partnership LP, as issuer, American Campus Communities, Inc., as guarantor, and U.S. Bank National Association, as trustee. |
| 4.3            | Form of American Campus Communities Operating Partnership LP 3.750% Senior Notes due 2023.   |
| 4.4            | Form of Guarantee of American Campus Communities, Inc.   |

**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.

Date: April 3, 2013

AMERICAN CAMPUS COMMUNITIES, INC.

By: /s/ Jonathan A. Graf  
Jonathan A. Graf  
Executive Vice President, Chief Financial Officer,  
Secretary and Treasurer

AMERICAN CAMPUS COMMUNITIES OPERATING  
PARTNERSHIP LP

By: American Campus Communities Holdings LLC, its  
general partner

By: American Campus Communities, Inc., its sole  
member

By: /s/ Jonathan A. Graf  
Jonathan A. Graf  
Executive Vice President, Chief Financial  
Officer, Secretary and Treasurer

**EXHIBIT INDEX**

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