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APARTMENT INVESTMENT & MANAGEMENT CO
Form 8-K
March 26, 2002

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) MARCH 25, 2002

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| ----- MARYLAND ----- (State or other jurisdiction of incorporation or organization) | ----- 1-13232 ----- (Commission File Number) | ----- 84-1259577 ----- (I.R.S. Employer Identification No.) |
|---|--|---|

| | |
|---|--|
| ----- 2000 SOUTH COLORADO BOULEVARD, TOWER TWO, SUITE 2-1000, DENVER, CO ----- (Address of principal executive offices) | ----- 80222-7900 (Zip Code) ----- |
|---|--|

Registrant's telephone number, including area code (303) 757-8101

NOT APPLICABLE

(Former Name or Former Address, if Changed Since Last Report)

Item 5. OTHER EVENTS

On March 25, 2002, Apartment Investment and Management Company (the "Company") completed the sale of an aggregate of 1,000,000 shares of its Class R Cumulative Preferred Stock, \$.01 par value per share (the "Class R Preferred Stock"), to Cohen & Steers Quality Income Realty Fund, Inc., a Maryland corporation and Cohen & Steers Equity Income Fund, Inc., a Maryland corporation.

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The sale was made pursuant to a purchase agreement, dated as of March 21, 2002, a copy of which is included as Exhibit 1.1 to this Report and incorporated herein by reference. On March 21, 2002, the Company entered into a placement agency agreement with Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, a copy of which is included as Exhibit 1.2 to this Report and incorporated herein by reference.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

The following exhibits are filed with this report:

| Exhibit Number ----- | Description ----- |
|----------------------------|--|
| 1.1 | Purchase Agreement, dated March 21, 2002, by and among Cohen & Steers Quality Income Realty Fund, Inc., Cohen & Steers Equity Income Fund, Inc. and Apartment Investment and Management Company. |
| 1.2 | Placement Agency Agreement, dated March 21, 2002, by and among Apartment Investment and Management Company, AIMCO Properties, L.P., and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated. |
| 4.1 | Articles Supplementary relating to the Class R Cumulative Preferred Stock. |
| 5.1 | Opinion of Piper Marbury Rudnick & Wolfe LLP regarding the validity of the Class R Cumulative Preferred Stock. |
| 23.1 | Consent of Piper Marbury Rudnick & Wolfe LLP (included in Exhibit 5.1) |

SIGNATURE

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.

APARTMENT INVESTMENT AND
MANAGEMENT COMPANY

Date: March 25, 2002

By: /s/ Peter Kompaniez

Peter Kompaniez
Vice Chairman of the Board
of Directors and President

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EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

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