

AMERICAN CAMPUS COMMUNITIES INC  
Form 8-K  
June 25, 2014

**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): June 24, 2014**

**AMERICAN CAMPUS COMMUNITIES, INC.**  
**AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP LP**  
**(Exact name of Registrant as specified in its Charter)**

|   |  |  |
|---|--|--|
| <b>Maryland</b>   | <b>001-32265</b>                           | <b>76-0753089</b>                            |
| <b>Maryland</b><br><b>(State or other jurisdiction of</b> | <b>333-181102-01</b><br><b>(Commission</b> | <b>56-2473181</b><br><b>(I.R.S. Employer</b> |

**incorporation or organization)**

**file number)**

**Identification Number)**

**12700 Hill County Blvd., Suite T-200, Austin, Texas**

**78738**

**(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 June 24, 2014, American Campus Communities Operating Partnership LP (the Operating Partnership ) completed an underwritten public offering of \$400.0 million in aggregate principal amount of its 4.125% Senior Notes due 2024 (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 an Indenture, dated as of April 2, 2013, 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 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.

**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<br>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. Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K of American Campus Communities, Inc. (File No. 001-32265) and American Campus Communities Operating Partnership LP (File No. 333-181102-01) filed on April 3, 2013.                    |
| 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. Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K of American Campus Communities, Inc. (File No. 001-32265) and American Campus Communities Operating Partnership LP (File No. 333-181102-01) filed on April 3, 2013. |
| 4.3               | Form of American Campus Communities Operating Partnership LP 4.125% Senior Note due 2024.   |
| 4.4               | Form of Guarantee of American Campus Communities, Inc. Incorporated by reference to Exhibit 4.4 to Current Report on Form 8-K of American Campus Communities, Inc. (File No. 001-32265) and American Campus Communities Operating Partnership LP (File No. 333-181102-01) filed on April 3, 2013.   |

- 5.1 Opinion of Locke Lord LLP as to the legality of the securities registered
- 8.1 Opinion of Locke Lord LLP as to certain tax matters
- 23.2 Consent of Locke Lord LLP (included in Exhibit 5.1 hereto)
- 23.3 Consent of Locke Lord LLP (included in Exhibit 8.1 hereto)

**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: June 25, 2014

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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