

ACADIA REALTY TRUST  
Form 8-K  
December 17, 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): December 11, 2014

**ACADIA REALTY TRUST**  
(Exact name of registrant as specified in its charter)

**Maryland**                      **1-12002**                      **23-2715194**  
(State or other jurisdiction of                      (Commission File Number) (I.R.S. Employer Identification No.)  
incorporation)

**1311 Mamaroneck Avenue**  
**Suite 260**  
**White Plains, New York 10605**  
(Address of principal executive offices) (Zip Code)

**(914) 288-8100**

(registrant's telephone number, including area code)

**N/A**

(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 8.01. Other Events.**

On December 11, 2014, Acadia Realty Trust (the “Company”) announced that it commenced an underwritten public offering (the “Offering”) of its common shares of beneficial interest (“Common Shares”). A copy of that press release is attached as Exhibit 99.1 hereto.

On December 11, 2014, the Company and its operating partnership, Acadia Realty Limited Partnership, entered into an underwriting agreement (the “Underwriting Agreement”) with Citigroup Global Markets Inc. (the “Underwriter”), providing for the issuance and sale to the Underwriter of an aggregate of 3,400,000 (the “Firm Shares”) of Common Shares, and the right for the Underwriter to acquire an additional 510,000 Common Shares, at a price of \$31.62 per Common Share. On December 17, 2014 the Firm Shares were offered and sold pursuant to a prospectus supplement, dated December 11, 2014 and related prospectus, dated May 2, 2014, relating to the Company’s shelf registration statement on Form S-3 (File No. 333-195665). A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

On December 12, 2014 the Company issued a press release announcing the pricing of the Offering. A copy of that press release is attached as Exhibit 99.2 hereto.

On December 17, 2014, the Company and the Underwriter closed the offering and Venable LLP delivered its legality opinion with respect to the Common Shares to be issued in the Offering. A copy of the legality opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

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

(d) Exhibits

Exhibit Number	Description
1.1	Underwriting Agreement, dated December 11, 2014, by and among Acadia Realty Trust, Acadia Realty Limited Partnership and Citigroup Global Markets Inc.
5.1	Opinion of Venable LLP as to legality of the securities.
23.1	Consent of Venable LLP (included in Exhibit 5.1.)

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- 99.1 Press Release dated December 11, 2014.
- 99.2 Press Release dated December 12, 2014.

**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.

**ACADIA REALTY  
TRUST**

Date: December 17, 2014 By: /s/ Jon Grisham  
Name: Jon Grisham  
Title: Senior Vice  
President and Chief  
Financial Officer

**EXHIBIT INDEX**

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