

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)

Maryland	001-32265	76-0753089
Maryland (State or other jurisdiction of	333-181102-01 (Commission	56-2473181 (I.R.S. Employer

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 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

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. 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)