

AMERICAN CAMPUS COMMUNITIES INC

Form 8-K

May 10, 2016

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): May 5, 2016

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 333-181102-01 53-2473181

(State or other jurisdiction of (Commission file number) (I.R.S. Employer
incorporation or organization) 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 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders of American Campus Communities, Inc. (the "Company") held on May 5, 2016, there were 130,443,384 common shares entitled to be voted; 124,851,296 shares were voted in person or by proxy. The stockholders voted on the following matters at the Annual Meeting:

1. Election of eight director nominees to hold office for a one-year term;
2. Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2016; and
3. On an advisory basis, approval of the executive compensation disclosed in the Proxy Statement.

The results of the stockholder votes are set forth below:

Board of Directors

| | Affirmative | Negative | Abstentions |
|-------------------------|-------------|----------|-------------|
| William C. Bayless, Jr. | 121,185,967 | 435,643 | 42,713 |
| G. Steven Dawson | 121,124,065 | 496,315 | 43,943 |
| Cydney C. Donnell | 121,124,305 | 496,219 | 43,799 |
| Dennis G. Lopez | 120,978,898 | 641,291 | 44,134 |
| Edward Lowenthal | 120,701,645 | 917,944 | 44,734 |
| Oliver Luck | 121,384,291 | 237,337 | 42,695 |
| C. Patrick Oles, Jr. | 121,386,441 | 232,900 | 44,982 |
| Winston W. Walker | 120,712,090 | 907,208 | 45,025 |

There were 3,186,973 broker non-votes with respect to the election of directors.

Independent Registered Public Accounting Firm

Affirmative Negative Abstentions

124,227,741 556,487 67,068

Approval, on an Advisory Basis, of Executive Compensation

Affirmative Negative Abstentions Broker Non-Votes

105,001,340 16,032,395 630,588 3,186,973

The Company's Board of Directors has determined that the Company will conduct advisory votes to approve the compensation of the Company's executive officers on an annual basis. Accordingly, the Company will include an advisory vote on executive compensation in its proxy materials every year until the next stockholder vote on the frequency of such votes is held, which will be no later than the Company's 2017 Annual Meeting of Stockholders.

Item 8.01. Other Events.

The information included in Exhibit 99.1 (the “Tax Exhibit”) to this Current Report on Form 8-K provides a summary of certain material federal income tax considerations relevant to an investment in the securities of the Company or American Campus Communities Operating Partnership LP. The information in the Tax Exhibit supplements the discussion contained under the heading “Federal Income Tax Considerations and Consequences of Your Investment” contained in the prospectus of the Company dated May 21, 2015, as supplemented by the discussion contained under the heading “Supplemental Federal Income Tax Considerations” contained in certain accompanying prospectus supplements filed by the Company under the Securities Act of 1933, as amended, prior to the date of this Current Report on Form 8-K. The Tax Exhibit shall supersede such discussions to the extent they are inconsistent with the Tax Exhibit, and is a supplement to, and is intended to be read together with, such discussions.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description of Exhibit |
|-------------------|-----------------------------------------------------------|
| 99.1 | Additional Supplemental Federal Income Tax Considerations |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN CAMPUS COMMUNITIES,
INC.

Date:

May
10, By: /s/ Jonathan A. Graf
2016

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 | Description of Exhibit |
|-------------------|---------------------------|
|-------------------|---------------------------|

| | |
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|------|-----------------------------------------------------------|