

MID AMERICA APARTMENT COMMUNITIES INC.
Form 8-K
March 07, 2019

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): March 7, 2019

MID-AMERICA APARTMENT COMMUNITIES, INC.

MID-AMERICA APARTMENTS, L.P.

(Exact Name of Registrant as Specified in Charter)

Tennessee
Tennessee
(State or Other Jurisdiction)

001-12762
333-190028-01
(Commission
File Number)

62-1543819
62-1543816
(I.R.S. Employer
Identification No.)

of Incorporation)

**6815 Poplar Avenue, Suite 500, Germantown,
Tennessee**

38138

(Address of principal executive offices)

(Zip Code)

(901) 682-6600

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On March 7, 2019, Mid-America Apartments, L.P. (the Operating Partnership) issued and sold \$300 million in aggregate principal amount of its 3.950% Senior Notes due 2029 (the Notes). The terms of the Notes are governed by an indenture dated as of May 9, 2017 between the Operating Partnership and U.S. Bank National Association, as trustee, as amended and supplemented by a third supplemental indenture dated as of March 7, 2019 (the Supplemental Indenture) between the Operating Partnership and U.S. Bank National Association, as trustee.

The Notes bear interest at 3.950% per annum. Interest is payable semi-annually in arrears on each March 15 and September 15, commencing on September 15, 2019. The Notes will mature on March 15, 2029.

At any time prior to December 15, 2028 (three months prior to the maturity date of the Notes), the Operating Partnership will have the right, at its option, to redeem the Notes, in whole or in part, at any time and from time to time, by paying a make-whole premium, plus accrued and unpaid interest to, but not including, the date of redemption. In addition, on or after December 15, 2028, the Operating Partnership will have the right, at its option, to redeem the Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but not including, the date of redemption.

Upon the occurrence of an event of default with respect to the Notes, which includes payment defaults, defaults in the performance of certain covenants, and bankruptcy and insolvency related defaults, the Operating Partnership's obligations under the Notes may be accelerated, in which case the entire principal amount of the Notes would be immediately due and payable.

The foregoing description of the Notes is qualified in its entirety by the full text of the Supplemental Indenture establishing the terms of the Notes, which is being filed as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation.

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 4.1 | <u>Indenture, dated as of May 9, 2017, by and between Mid-America Apartments, L.P. and U.S. Bank National Association (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on May 9, 2017 and incorporated herein by reference).</u> |
| 4.2 | <u>Third Supplemental Indenture, dated as of March 7, 2019, by and between Mid-America Apartments, L.P. and U.S. Bank National Association</u> |
| 5.1 | <u>Opinion of Bass, Berry & Sims PLC</u> |
| 23.1 | <u>Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)</u> |

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.

MID-AMERICA APARTMENT COMMUNITIES, INC.

Date: March 7, 2019

By: /s/ Albert M. Campbell, III
Albert M. Campbell, III
Executive Vice President and Chief Financial
Officer
(Principal Financial Officer)

MID-AMERICA APARTMENTS, L.P.

Date: March 7, 2019

By: Mid-America Apartment Communities, Inc., its
general partner

By: /s/ Albert M. Campbell, III
Albert M. Campbell, III
Executive Vice President and Chief Financial
Officer
(Principal Financial Officer)