

Armada Hoffler Properties, Inc.  
Form 8-K  
April 14, 2015

**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): April 8, 2015**

**ARMADA HOFFLER PROPERTIES, INC.**

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

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35908**  
**(Commission**  
  
**File Number)**

**46-1214914**  
**(IRS Employer**  
  
**Identification No.)**

**222 Central Park Avenue, Suite 2100**

**Virginia Beach, Virginia**  
**(Address of principal executive offices)**

**23462**  
**(Zip Code)**

**Registrant's telephone number, including area code: (757) 366-4000**

**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 3.02. Unregistered Sales of Equity Securities.**

On April 8, 2015, Armada Hoffler Properties, Inc. (the Company) issued 415,500 shares of the Company's common stock, \$0.01 par value per share (Common Stock), as partial consideration in connection with the Company's acquisition of the property known as Perry Hall Marketplace, described below under Item 8.01 of this Current Report on Form 8-K. The issuance of the shares of Common Stock to the seller of Perry Hall Marketplace was effected in reliance upon an exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended.

**Item 8.01. Other Information.**

On April 8, 2015, the Company completed the previously announced acquisition of Perry Hall Marketplace, an approximately 74,000 square foot grocery store anchored shopping center located in Perry Hall, Maryland, and Stone House Square, an approximately 112,000 square foot grocery store anchored shopping center located in Hagerstown, Maryland, for aggregate consideration of \$20.2 million in cash, net of \$15.2 million of net proceeds from the sale of the Sentara Williamsburg office building, and 415,500 shares of Common Stock.

**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.

**ARMADA HOFFLER PROPERTIES, INC.**

Date: April 14, 2015

By: /s/ Eric L. Smith  
Eric L. Smith  
Vice President of Operations and Secretary