

SUN COMMUNITIES INC
Form 8-K
September 14, 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: September 8, 2016
(Date of earliest event reported)

SUN COMMUNITIES, INC.
(Exact name of registrant as specified in its charter)

Maryland 1-12616 38-2730780
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

27777 Franklin Rd.
Suite 200
Southfield, Michigan 48034
(Address of Principal Executive Offices) (Zip Code)

(248) 208-2500
(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

On September 8, 2016, Sun Communities, Inc. (the “Company”) and its operating partnership, Sun Communities Operating Limited Partnership, entered into an underwriting agreement (the “Underwriting Agreement”) with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto (collectively, the “Underwriters”), pursuant to which the Company agreed to issue and sell to the Underwriters an aggregate of 3,250,000 shares (the “Offered Shares”) of the Company's common stock (the “Common Stock”) at a price of \$75.885 per share. The Company also granted the Underwriters a 30-day option to purchase up to 487,500 additional shares of Common Stock (the “Option Shares” and, together with the Offered Shares, the “Shares”), which was exercised in full. The offering closed on September 14, 2016.

The offering and sale of the Shares have been registered under the Securities Act of 1933, as amended, pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-203498).

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

Item 8.01 Other Events.

Press Release

On September 8, 2016, the Company issued a press release announcing the commencement of the offering of the Shares. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On September 9, 2016, the Company issued a press release announcing the pricing of the offering of the Shares. A copy of the press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Underwriting Agreement dated September 8, 2016, among Sun Communities, Inc., Sun Communities Operating

1.1 Limited Partnership, Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated

5.1 Opinion of Ober, Kaler, Grimes & Shriver, a Professional Corporation

8.1 Opinion of Jaffe, Raitt, Heuer & Weiss, Professional Corporation

23.1 Consent of Ober, Kaler, Grimes & Shriver, a Professional Corporation (included in Exhibit 5.1)

23.2 Consent of Jaffe, Raitt, Heuer & Weiss, Professional Corporation (included in Exhibit 8.1)

99.1 Press Release dated September 8, 2016

99.2 Press Release dated September 9, 2016

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.

SUN COMMUNITIES, INC.

Dated: September 14, 2016 By: /s/ Karen J. Dearing
Karen J. Dearing, Executive Vice President,
Chief Financial Officer, Secretary and Treasurer

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 1.1 | Underwriting Agreement dated September 8, 2016, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| 5.1 | Opinion of Ober, Kaler, Grimes & Shriver, a Professional Corporation |
| 8.1 | Opinion of Jaffe, Raitt, Heuer & Weiss, Professional Corporation |
| 23.1 | Consent of Ober, Kaler, Grimes & Shriver, a Professional Corporation (included in Exhibit 5.1) |
| 23.2 | Consent of Jaffe, Raitt, Heuer & Weiss, Professional Corporation (included in Exhibit 8.1) |
| 99.1 | Press Release dated September 8, 2016 |
| 99.2 | Press Release dated September 9, 2016 |