

SUN COMMUNITIES INC
Form 8-K
September 07, 2018

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 4, 2018
(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))

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 September 4, 2018, 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 4,400,000 shares (the “Offered Shares”) of the Company's common stock (the “Common Stock”) at a price of \$98.81 per share. The Company also granted the Underwriters a 30-day option to purchase up to 660,000 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 7, 2018.

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. 333-224179).

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 Releases

On September 4, 2018, 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 5, 2018, the Company issued a press release announcing the upsizing and 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.

1.1 Underwriting Agreement dated September 4, 2018, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated

5.1 Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, a Professional Corporation

23.1 Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, a Professional Corporation (included in Exhibit 5.1)

99.1 Press Release dated September 4, 2018

99.2 Press Release dated September 5, 2018

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 7, 2018 By: /s/ Karen J. Dearing

Karen J. Dearing, Executive Vice President,
Chief Financial Officer, Secretary and Treasurer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 1.1 | <u>Underwriting Agreement dated September 4, 2018 among Sun Communities, Inc., Sun Communities Operating Limited Partnership, Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated</u> |
| 5.1 | <u>Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, a Professional Corporation</u> |
| 23.1 | <u>Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, a Professional Corporation (included in Exhibit 5.1)</u> |
| 99.1 | <u>Press Release dated September 4, 2018</u> |
| 99.2 | <u>Press Release dated September 5, 2018</u> |