

AMERICAN CAMPUS COMMUNITIES INC  
Form 8-K  
March 28, 2013

**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 25, 2013

**AMERICAN CAMPUS COMMUNITIES, INC.**

**AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP LP**

(Exact name of Registrant as specified in its Charter)

Maryland

001-32265

76-0753089

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<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>333-181102-01</b> (Commission file number)	<b>56-2473181</b> (I.R.S. Employer Identification Number)
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<b>12700 Hill County Blvd., Suite T-200, Austin, Texas</b> (Address of Principal Executive Offices)	<b>78738</b> (Zip Code)
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**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 1.01 Entry into a Material Definitive Agreement.**

In connection with the issuance and sale by American Campus Communities Operating Partnership LP (the Operating Partnership ) of \$400 million aggregate principal amounts of its 3.750% Senior Notes due 2023 (the Notes ), on March 25, 2013, the Operating Partnership, American Campus Communities, Inc. (the Company ) and American Campus Communities Holdings, LLC, a wholly-owned subsidiary of the Company and the general partner of the Operating Partnership, on one hand, and Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters ), on the other hand, entered into an underwriting agreement. The Notes will be will be fully and unconditionally guaranteed by the Company.

The offering of the Notes is described in the Company s and the Operating Partnership s Prospectus Supplement dated March 25, 2013 to the Prospectus dated May 2, 2012. The Notes were issued pursuant to the Company s and the Operating Partnership s existing shelf registration statement.

After deducting underwriting discounts and other offering expenses, the net proceeds from the sale of the Notes will be approximately \$394.9 million. The Operating Partnership intends to use the net proceeds to repay the outstanding balance of its revolving credit facility, to fund its current development pipeline and potential acquisitions of student housing properties and for general business purposes. Affiliates of certain of the Underwriters are lenders under the Operating Partnership s revolving credit facility and will receive their pro rata portions of any amounts repaid under the revolving credit facility. In addition, the Underwriters and certain of their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company and its affiliates. They have received or will continue to receive customary fees and commissions for these transactions.

The description herein of the Underwriting Agreement is qualified in its entirety, and the terms therein are incorporated herein, by reference to the Underwriting Agreement filed as Exhibit 1.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit Number	Title
1.1	Form of Underwriting Agreement, dated March 25, 2013, between American Campus Communities, Inc., American Campus Communities Operating Partnership LP and American Campus Communities Holdings, LLC, on one hand, and Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, on the other hand.

**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.

Date: March 28, 2013

AMERICAN CAMPUS COMMUNITIES, INC.

By: /s/ Jonathan A. Graf  
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**

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