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APARTMENT INVESTMENT & MANAGEMENT CO
Form 8-K
December 06, 2001

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): December 3, 2001

APARTMENT INVESTMENT AND MANAGEMENT COMPANY
(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Maryland | 1-13232 | 84-1259577 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS Employer Identification No.) |

COLORADO CENTER, TOWER TWO, 2000 SOUTH COLORADO BOULEVARD,
SUITE 2-1000, DENVER, CO 80222-4348

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 757-8101

NOT APPLICABLE

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

ITEM 5. OTHER EVENTS.

On December 3, 2001, Apartment Investment and Management Company ("AIMCO"), Casden Properties Inc. ("Casden") and XYZ Holdings LLC entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which AIMCO will acquire Casden in a merger (the "Merger"). AIMCO, Casden and certain related parties have entered into a series of related transactions described in the Merger Agreement and the other agreements attached hereto as exhibits.

The Merger Agreement and related agreements filed with this Current Report on Form 8-K as Exhibits 2.1, 10.1, 10.2 and 10.3, respectively, are incorporated by reference into this Item 5.

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On December 4, 2001, AIMCO issued a press release relating to the Merger and the related transactions, which is also filed with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference into this Item 5.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

The following exhibits are filed with this report:

- 2.1 Agreement and Plan of Merger, dated as of December 3, 2001, by and among Apartment Investment and Management Company, a Maryland corporation, Casden Properties Inc., a Maryland corporation, and XYZ Holdings LLC, a Delaware limited liability company.
- 10.1 Consent and Voting Agreement, dated December 3, 2001, by and among Apartment Investment and Management Company, a Maryland corporation, and certain stockholders of Casden Properties Inc., a Maryland corporation, and Casden Park La Brea Inc., a Maryland corporation, set forth on the signature pages thereto.
- 10.2 Master Indemnification Agreement, dated December 3, 2001, by and among Apartment Investment and Management Company, a Maryland corporation, and AIMCO Properties, L.P., a Delaware limited partnership, and XYZ Holdings LLC, a Delaware limited liability company, and the other parties signatory thereto.
- 10.3 Tax Indemnification and Contest Agreement, dated December 3, 2001, by and among Apartment Investment and Management Company, a Maryland corporation, and National Partnership Investments Corp., a California corporation, and XYZ Holdings LLC, a Delaware limited liability company, and the other parties signatory thereto.
- 99.1 Press Release of Apartment Investment and Management Company, dated December 4, 2001.

SIGNATURE

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.

Apartment Investment and
Management Company

Date: December 6, 2001

By: /s/ Paul J. McAuliffe

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Paul J. McAuliffe
Executive Vice President,
Chief Financial Officer

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

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