
Section 1: 8-K (8-K)

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 1, 2017

AMERICAN CAMPUS COMMUNITIES, INC.
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP LP
(Exact name of Registrant as specified in its Charter)

Maryland	001-32265	76-0753089
Maryland	333-181102-01	56-2473181
<i>(State or other jurisdiction of incorporation or organization)</i>	<i>(Commission file number)</i>	<i>(I.R.S. Employer Identification Number)</i>

12700 Hill County Blvd., Suite T-200, Austin, Texas 78738
(Address of Principal Executive Offices) (Zip Code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On March 1, 2017, Winston W. Walker informed the Board of Directors (the "Board") of American Campus Communities, Inc. (the "Company") that he was retiring from the Board effective as of the time of the 2017 Annual Meeting of Stockholders, which is scheduled to be held on May 4, 2017, and therefore declined to stand for re-election to the Board. At the time of the Annual Meeting of Stockholders, the size of the Board will be reduced to eight members, although the Board may determine to add one or more additional members to the Board in the future.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Opt Out of Maryland's Unsolicited Takeover Act

On March 1, 2017, the Board adopted resolutions prohibiting the Company from electing in the future to classify the Board pursuant to Section 3-803 of the Maryland General Corporation Law. In accordance with Maryland law, the Company has filed Articles Supplementary (the "Articles Supplementary") describing the foregoing prohibition with the State Department of Assessments and Taxation of Maryland, which prohibition may not be repealed unless approved by the stockholders of the Company by the affirmative vote of at least a majority of all the votes cast on the matter by stockholders entitled to vote on the matter.

The foregoing summary of the Articles Supplementary is qualified in its entirety by reference to the full text of the Articles Supplementary, a copy of which is filed hereto as Exhibit 3.1 and incorporated herein by reference.

Amendment to the Bylaws of the Company

On March 1, 2017, the Board approved the Second Amendment to the Bylaws of the Company (the "Second Amendment") to change the voting standard for the election of directors in contested elections from a majority to a plurality of votes cast for or against directors at any meeting of stockholders for the election of directors duly called at which a quorum is present. The Second Amendment did not change the majority voting standard for election of directors in an uncontested election.

The foregoing description of the Second Amendment is qualified in its entirety by reference to the full text of the Second Amendment, a copy of which is filed hereto as Exhibit 3.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

The list of exhibits is incorporated herein by reference to the Exhibit Index.

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.

AMERICAN CAMPUS COMMUNITIES, INC.

Date: March 6, 2017

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

<u>Exhibit</u> <u>Number</u>	<u>Title</u>
3.1	American Campus Communities, Inc. Articles Supplementary
3.2	Second Amendment to the Bylaws of American Campus Communities, Inc.

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Section 2: EX-3.1 (EXHIBIT 3.1)

EXHIBIT 3.1

**AMERICAN CAMPUS COMMUNITIES, INC.
ARTICLES SUPPLEMENTARY**

American Campus Communities, Inc., a Maryland corporation (the "Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT") that:

FIRST: Under a power contained in Section 3-802(c) of Title 3, Subtitle 8 of the Maryland General Corporation Law (the "MGCL"), the Board of Directors has resolved to prohibit the Company from electing to be subject to the provisions of Section 3-803 of Title 3, Subtitle 8 of the MGCL, unless a proposal to repeal such resolution is approved by the stockholders of the Company by the affirmative vote of at least a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors.

SECOND: The action to prohibit the Company from becoming subject to Section 3-803 of Title 3, Subtitle 8 of the MGCL without stockholder approval referenced above has been approved by the Board of Directors in the manner and by the vote required by law.

THIRD: The undersigned officer acknowledges these Articles Supplementary to be the act of the Company and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed in its name and on its behalf by its Chief Executive Officer and attested by its Secretary on this 6th day of March, 2017.

AMERICAN CAMPUS COMMUNITIES, INC., a Maryland corporation

By: /s/ William C. Bayless, Jr.
William C. Bayless, Jr.
Chief Executive Officer

ATTEST:

By: /s/ Jonathan A. Graf
Jonathan A. Graf
Secretary

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Section 3: EX-3.2 (EXHIBIT 3.2)

EXHIBIT 3.2

**SECOND AMENDMENT TO THE
BYLAWS OF
AMERICAN CAMPUS COMMUNITIES, INC.**

WHEREAS, American Campus Communities, Inc., a Maryland corporation (the "Corporation"), has heretofore adopted the Bylaws of American Campus Communities, Inc. (as amended through the date hereof, the "Bylaws"); and

WHEREAS, the Corporation desires to amend the Bylaws as set forth herein.

NOW, THEREFORE, Section 6 of Article II of the Bylaws is amended and restated to read in its entirety as follows:

"Section 6. VOTING. Subject to the rights of the holders of any class or series of preferred stock of the Corporation to elect directors under the specified circumstances set forth in the Corporation's charter, (a) unless the election is contested, each director shall be elected by the affirmative vote of a majority of all of the votes cast for or against such director at any meeting of stockholders for the election of directors duly called at which a quorum is present and (b) if the election is contested, directors shall be elected by a plurality of the votes cast for or against directors at any meeting of stockholders for the election of directors duly called at which a quorum is present. An election shall be considered contested if as of the record date for such meeting of stockholders there are more nominees for election than positions on the Board of Directors to be filled by election at such meeting. Each share may be voted for as many individuals as there are directors to be elected and for whose election the share is entitled to be voted. Unless otherwise provided in the charter of the Corporation, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders."

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed in its name and on its behalf to be effective as of March 1, 2017.

AMERICAN CAMPUS COMMUNITIES, INC., a Maryland corporation

By: /s/ William C. Bayless, Jr.
William C. Bayless, Jr.
Chief Executive Officer

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