
Section 1: S-8 POS (S-8 POS)

As filed with the Securities and Exchange Commission on May 3, 2018

Registration No. 333-166882

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

AMERICAN CAMPUS COMMUNITIES, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

76-0753089
(I.R.S. Employer
Identification No.)

**12700 Hill Country Blvd., Suite T-200
Austin, Texas 78738
(512) 732-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

American Campus Communities, Inc. 2010 Incentive Award Plan
(Full title of the plan)

**William C. Bayless, Jr.
Chief Executive Officer
American Campus Communities, Inc.
12700 Hill Country Blvd., Suite T-200
Austin, Texas 78738
(512) 732-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
**Toni Weinstein
Dentons US LLP
2000 McKinney Avenue, Suite 1900
Dallas, Texas 75201
(214) 647-2488
Facsimile: (214) 259-0910**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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 comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act

EXPLANATORY STATEMENT — DEREGISTRATION OF SHARES

American Campus Communities, Inc. (the “Company”) has filed this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this “Post-Effective Amendment”) to deregister certain securities issuable under the American Campus Communities, Inc. 2010 Incentive Award Plan (the “2010 Plan”), which were originally registered by the Company on a Form S-8 Registration Statement (File No. 333-166882) filed with the Securities and Exchange Commission on May 17, 2010 (the “Prior Registration Statement”).

On May 3, 2018 stockholders of the Company approved the American Campus Communities, Inc. 2018 Incentive Award Plan (the “2018 Plan”).

As of May 3, 2018, there were 127,870 shares of common stock, par value \$0.01 per share (the “Common Shares”) of the Company, which were authorized to be awarded by the Company under the 2010 Plan but, as of May 3, 2018, were not issued or subject to outstanding awards granted under the 2010 Plan. Accordingly, as a result of the approval of the 2018 Plan, these 127,870 Common Shares are no longer available for new awards under the 2010 Plan and will not be issued under the 2010 Plan.

The Company is concurrently filing a separate registration statement on Form S-8 to register 3,500,000 Common Shares for issuance under the 2018 Plan.

Except to the extent specified above, the Prior Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, Texas, on May 3, 2018.

AMERICAN CAMPUS COMMUNITIES, INC.

By: /s/ Kim K. Voss
Kim K. Voss
Executive Vice President, Chief Accounting Officer and
Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William C. Bayless, Jr.</u> William C. Bayless, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	May 3, 2018
<u>/s/ Daniel B. Perry</u> Daniel B. Perry	Executive Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer)	May 3, 2018
<u>/s/ Kim K. Voss</u> Kim K. Voss	Executive Vice President, Chief Accounting Officer and Assistant Secretary (Principal Accounting Officer)	May 3, 2018
<u>/s/ Edward Lowenthal</u> Edward Lowenthal	Chairman of the Board of Directors	May 3, 2018
<u>/s/ William Blakeley Chandlee III</u> William Blakeley Chandlee III	Director	May 3, 2018
<u>/s/ G. Steven Dawson</u> G. Steven Dawson	Director	May 3, 2018
<u>/s/ Cydney Donnell</u> Cydney Donnell	Director	May 3, 2018
<u>/s/ Oliver Luck</u> Oliver Luck	Director	May 3, 2018
<u>/s/ C. Patrick Oles, Jr.</u> C. Patrick Oles, Jr.	Director	May 3, 2018
<u>/s/ John T. Rippel</u> John T. Rippel	Director	May 3, 2018

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