

SUN COMMUNITIES INC  
Form 8-K  
March 29, 2016

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: March 23, 2016  
(Date of earliest event reported)

SUN COMMUNITIES, INC.  
(Exact name of registrant as specified in its charter)

|                                                               |                                        |                                                 |
|---------------------------------------------------------------|----------------------------------------|-------------------------------------------------|
| Maryland<br>(State or other jurisdiction of<br>incorporation) | 1-12616<br>(Commission File<br>Number) | 38-2730780<br>(IRS Employer Identification No.) |
|---------------------------------------------------------------|----------------------------------------|-------------------------------------------------|

|                                                                                                     |                     |
|-----------------------------------------------------------------------------------------------------|---------------------|
| 27777 Franklin Rd.<br>Suite 200<br>Southfield, Michigan<br>(Address of Principal Executive Offices) | 48034<br>(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))



Item 1.01 Entry into a Material Definitive Agreement.

On March 23, 2016, Sun Communities, Inc. (the “Company”) and its operating partnership, Sun Communities Operating Limited Partnership, entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., 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 5,250,000 shares (the “Offered Shares”) of the Company's common stock (the “Common Stock”) at a price of \$63.84 per share. The Company also granted the Underwriters a 30-day option to purchase up to 787,500 additional shares of Common Stock (the “Option Shares” and, together with the Offered Shares, the “Shares”), which was exercised in full on March 24, 2016. The offering is expected to close on March 30, 2016.

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. 333-203498).

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 Release

On March 23, 2016, the Company issued a press release announcing the pricing 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- Underwriting Agreement dated March 23, 2016, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as representative of the several underwriters named in Schedule II thereto
  - 1.1
  - 5.1 Opinion of Ober, Kaler, Grimes & Shriver, a Professional Corporation
  - 8.1 Opinion of Jaffe, Raitt, Heuer & Weiss, Professional Corporation
  - 23.1 Consent of Ober, Kaler, Grimes & Shriver, a Professional Corporation (included in Exhibit 5.1)
  - 23.2 Consent of Jaffe, Raitt, Heuer & Weiss, Professional Corporation (included in Exhibit 8.1)
  - 99.1 Press Release, dated March 23, 2016
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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.

Dated: March 29, 2016

SUN COMMUNITIES, INC.

By: /s/ Karen J. Dearing

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

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EXHIBIT INDEX

| Exhibit No. | Description                                                                                                                                                                                                                                                                               |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1         | Underwriting Agreement dated March 23, 2016, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., as representative of the several underwriters named in Schedule II thereto |
| 5.1         | Opinion of Ober, Kaler, Grimes & Shriver, a Professional Corporation                                                                                                                                                                                                                      |
| 8.1         | Opinion of Jaffe, Raitt, Heuer & Weiss, Professional Corporation                                                                                                                                                                                                                          |
| 23.1        | Consent of Ober, Kaler, Grimes & Shriver, a Professional Corporation (included in Exhibit 5.1)                                                                                                                                                                                            |
| 23.2        | Consent of Jaffe, Raitt, Heuer & Weiss, Professional Corporation (included in Exhibit 8.1)                                                                                                                                                                                                |
| 99.1        | Press Release, dated March 23, 2016                                                                                                                                                                                                                                                       |