

AFFORDABLE RESIDENTIAL COMMUNITIES INC  
Form 8-A12B/A  
January 23, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-A/A  
Amendment No. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**AFFORDABLE RESIDENTIAL COMMUNITIES INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of Incorporation  
or organization)

**84-1477939**  
(I.R.S. Employer  
Identification No.)

**7887 East Belleview Avenue, Suite 200, Englewood, Colorado 80111**

(Address of principal executive offices) (Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered  | Name of each exchange on which<br>each class is to be registered |
|---|--|
| Rights to Purchase Series B Junior<br>Participating Preferred Stock<br>(pursuant to Rights Agreement, dated<br>as of July 11, 2006) | New York Stock Exchange  |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  O

Securities Act registration statement file number to which this form relates: **N/A** (If applicable)

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Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Class)

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The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Registration Statement on Form 8-A originally filed with the Securities and Exchange Commission on July 11, 2006 (the Form 8-A ).

**Item 1. Description of Registrant's Securities to be Registered.**

On January 23, 2007, Affordable Residential Communities Inc., a Maryland corporation (the Company ), amended the Rights Agreement, dated as of July 11, 2006 (the Rights Agreement ), by and between the Company and American Stock Transfer & Trust Company. A description of Amendment No. 1 to Rights Agreement is contained in Item 1.01 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2007, and is incorporated herein by reference. In addition, Item 1 of the Form 8-A, which is incorporated herein by reference, is hereby amended by replacing the first sentence of the fourth paragraph of such Item with the following:

The Rights are not exercisable until the Distribution Date and will expire at 5:00 P.M. (New York City time) on January 24, 2007.

**Item 2. Exhibits.**

1. Rights Agreement, dated as of July 11, 2006, by and between the Company and American Stock Transfer & Trust Company, including the Form of Rights Certificate attached as Exhibit B thereto and the Summary of Rights to Purchase Preferred Stock attached as Exhibit C thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on July 11, 2006).

2. Amendment No. 1 to Rights Agreement, dated as of January 23, 2007, by and between the Company and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on January 23, 2007).

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

AFFORDABLE RESIDENTIAL COMMUNITIES INC.

|     |                     |                          |
|-----|---------------------|--------------------------|
| By: | /s/ Scott L. Gesell |                          |
|     | Name:               | Scott L. Gesell          |
|     | Title:              | Executive Vice President |

Date: January 23, 2007

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EXHIBIT INDEX

Exhibit

| No. | Description   |
|-----|---|
| 1   | Rights Agreement, dated as of July 11, 2006, by and between the Company and American Stock Transfer & Trust Company, including the Form of Rights Certificate attached as Exhibit B thereto and the Summary of Rights to Purchase Preferred Stock attached as Exhibit C thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on July 11, 2006). |
| 2   | Amendment No. 1 to Rights Agreement, dated as of January 23, 2007, by and between the Company and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on January 23, 2007).  |

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