

MID AMERICA APARTMENT COMMUNITIES INC  
Form 8-K  
June 13, 2014

**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): June 13, 2014**

**MID-AMERICA APARTMENT COMMUNITIES, INC.**

**MID-AMERICA APARTMENTS, L.P.**

**(Exact name of registrant as specified in its charter)**

**Tennessee**

**001-12762**

**62-1543819**

**Tennessee**

**333-190028-01**

**62-1543816**

**(State or Other Jurisdiction of  
Incorporation)**

**(Commission File Number)**

**(I.R.S. Employer Identification  
No.)**

**6584 Poplar Avenue**

**Memphis, Tennessee**  
**(Address of principal executive offices)**

**38138**  
**(Zip Code)**

**(901) 682-6600**

**(Registrant's telephone number, including area code)**

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

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. 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 June 13, 2014, Mid-America Apartments, L.P. (the Operating Partnership ) issued and sold \$400 million in aggregate principal amount of its 3.750% Senior Notes due 2024 (the Notes ). The terms of the Notes are governed by an indenture, dated as of October 16, 2013 (the Base Indenture ), among the Operating Partnership, as issuer, Mid-America Apartment Communities, Inc. (the Company ), and U.S. Bank National Association, as trustee, as amended and supplemented by a second supplemental indenture, dated as of June 13, 2014 (the Supplemental Indenture ), among the Operating Partnership, as issuer, the Company and U.S. Bank National Association, as trustee.

The foregoing descriptions of the Notes, Base Indenture and Supplemental Indenture do not purport to be complete and are qualified in their entirety by the full text of the Base Indenture and Supplemental Indenture establishing the terms of the Notes, which are being filed as Exhibit 4.1 and Exhibit 4.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 4.1                | Indenture, dated as of October 16, 2013, among Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 of the Form 8-K dated October 16, 2013, filed by Mid-America Apartment Communities, Inc. and Mid-America Apartments, L.P.). |
| 4.2                | Second Supplemental Indenture, dated as of June 13, 2014, among Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and U.S. Bank National Association, including the form of 3.750% Senior Notes due 2024.   |
| 5.1                | Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. regarding legality  |
| 23.1               | Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. (included as part of Exhibit 5.1)   |

**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.

Date: June 13, 2014

**MID-AMERICA APARTMENT COMMUNITIES,  
INC.**

By: /s/ Albert M. Campbell, III

Name: Albert M. Campbell, III

Title: Executive Vice President and Chief Financial  
Officer

(Principal Financial and Accounting Officer)

Date: June 13, 2014

**MID-AMERICA APARTMENTS, L.P.**

By: Mid-America Apartment Communities, Inc., its  
general partner

By: /s/ Albert M. Campbell, III

Name: Albert M. Campbell, III

Title: Executive Vice President and Chief Financial  
Officer

(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 4.1                | Indenture, dated as of October 16, 2013, among Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 of the Form 8-K dated October 16, 2013, filed by Mid-America Apartment Communities, Inc. and Mid-America Apartments, L.P.). |
| 4.2                | Second Supplemental Indenture, dated as of June 13, 2014, among Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and U.S. Bank National Association, including the form of 3.750% Senior Notes due 2024.   |
| 5.1                | Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. regarding legality  |
| 23.1               | Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. (included as part of Exhibit 5.1)   |