

AVALONBAY COMMUNITIES INC  
Form 8-K  
December 03, 2012

**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): **November 28, 2012**

**AVALONBAY COMMUNITIES, INC.**

(Exact name of registrant as specified in its charter)

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Commission file number **1-12672**

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**77-0404318**  
(I.R.S. Employer  
Identification No.)

**Ballston Tower**

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**671 N. Glebe Rd, Suite 800**

**Arlington, Virginia 22203**

(Address of principal executive offices)(Zip code)

**(703) 329-6300**

(Registrant's telephone number, including area code)

(Former name, if changed since last report)

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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))
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**Item 8.01. Other Events.**

On November 28, 2012, AvalonBay Communities, Inc. (the Company ) entered into an underwriting agreement with Goldman, Sachs & Co., as representative of the several underwriters (the Underwriting Agreement ). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 14,500,000 shares of common stock, par value \$0.01 per share, at a per share purchase price to the public of \$130.00. Pursuant to the Underwriting Agreement, the Company granted the underwriters an option to purchase up to 2,175,000 additional shares of common stock, which was exercised in full by the underwriters on November 29, 2012. The Underwriting Agreement is attached as Exhibit 1.1 hereto.

The Shares will be issued pursuant to a prospectus supplement dated November 28, 2012, a prospectus dated February 27, 2012 and the Company s automatic shelf registration statement on Form S-3 (File No. 333-179720) filed on February 27, 2012 with the SEC. Copies of the prospectus supplement and prospectus may be obtained by contacting the Company at the address on the cover page of this Current Report on Form 8-K. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration of qualification under the securities laws of any such state.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 28, 2012, between AvalonBay Communities, Inc. and Goldman, Sachs & Co.
5.1	Opinion of Goodwin Procter LLP regarding the legality of the shares offered
23.1	Consent of Goodwin Procter LLP (included in 5.1)

SIGNATURE

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

AVALONBAY COMMUNITIES, INC.

Dated: December 3, 2012

By:

/s/ Thomas J. Sargeant  
Thomas J. Sargeant  
Chief Financial Officer

**INDEX TO EXHIBITS**

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