

ESSEX PROPERTY TRUST INC

Form 424B3

February 14, 2014

Table of Contents

Index to Financial Statements

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-193620**

JOINT PROXY STATEMENT/PROSPECTUS

To the Stockholders of Essex Property Trust, Inc. and the Stockholders of BRE Properties, Inc.:

The board of directors of Essex Property Trust, Inc., which we refer to as Essex, and the board of directors of BRE Properties, Inc., which we refer to as BRE, have each unanimously approved an Agreement and Plan of Merger, dated as of December 19, 2013, as it may be amended from time to time, which we refer to as the merger agreement, by and among Essex, Bronco Acquisition Sub, Inc., a direct wholly owned subsidiary of Essex, which we refer to as Merger Sub, and BRE. On February 5, 2014, Merger Sub changed its name to BEX Portfolio, Inc. Pursuant to the merger agreement, Essex and BRE will combine through a merger of BRE with and into Merger Sub, with Merger Sub surviving the merger. The combined company, which we refer to as the Combined Company, will retain the name Essex Property Trust, Inc. and will continue to trade on the New York Stock Exchange, or NYSE, under the symbol ESS. The executive officers of Essex immediately prior to the effective time of the merger will continue to serve as the executive officers of the Combined Company, with Michael J. Schall continuing to serve as the President and Chief Executive Officer of the Combined Company. The obligations of Essex and BRE to effect the merger are subject to the satisfaction or waiver of certain customary conditions set forth in the merger agreement (including the applicable approvals of each company's stockholders).

If the merger is completed pursuant to the merger agreement, each share of BRE common stock outstanding immediately prior to the effective time of the merger will convert into the right to receive (i) 0.2971 shares of Essex common stock and (ii) \$12.33 in cash, without interest, which we collectively refer to as the merger consideration, each subject to certain adjustments provided for in the merger agreement and subject to any applicable withholding tax. As explained in more detail in the attached joint proxy statement/prospectus, the cash amount of the merger consideration will be reduced to the extent a special distribution is authorized and declared to be paid to BRE stockholders of record as of the close of business on the business day immediately prior to the effective time of the merger as a result of any applicable asset sale (as described in the attached joint proxy statement/prospectus). Essex stockholders will continue to hold their existing shares of Essex common stock. The exchange ratio and cash amount will not be adjusted to reflect changes in the price of Essex common stock or the price of BRE common stock occurring prior to the completion of the merger. Based on the closing price of Essex common stock on the NYSE of \$147.70 on December 18, 2013, the last trading date before the announcement of the proposed merger, the merger

consideration (based on the value of \$43.88 in Essex common stock plus the \$12.33 in cash per share) represented approximately \$56.21 for each share of BRE common stock. Based on the closing price of Essex common stock on the NYSE of \$166.79 on February 10, 2014, the latest practicable date before the date of this joint proxy statement/prospectus, the merger consideration (based on the value of \$49.55 in Essex common stock plus the \$12.33 in cash per share) represented approximately \$61.88 for each share of BRE common stock. **The value of the merger consideration will fluctuate with changes in the market price of Essex common stock. The cash portion of the merger consideration will be reduced by the amount of any special distribution in connection with or as a result of any applicable asset sale. We urge you to obtain current market quotations for Essex common stock and BRE common stock.**

Upon completion of the merger, we estimate that continuing Essex stockholders will own approximately 62% of the issued and outstanding common stock of the Combined Company, and former BRE stockholders will own approximately 38% of the issued and outstanding common stock of the Combined Company.

In connection with the proposed merger, Essex and BRE will each hold a special meeting of their respective stockholders. At the Essex special meeting, Essex stockholders will be asked to vote on (i) a proposal to approve the issuance of Essex common stock to BRE stockholders in the merger and (ii) a proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger. At the BRE special meeting, BRE stockholders will be asked to vote on (i) a proposal to approve the merger and the other transactions contemplated by the merger agreement, (ii) an advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger, and (iii) a proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

The record date for determining the stockholders entitled to receive notice of, and to vote at, the Essex special meeting and the BRE special meeting is January 23, 2014. The merger cannot be completed unless, among other matters, (i) BRE stockholders approve the merger and the other transactions contemplated by the merger agreement by the affirmative vote of the holders of at least a majority of the outstanding shares of BRE common stock entitled to vote on the merger, and (ii) Essex stockholders approve the issuance of Essex common stock to BRE stockholders in the merger by the affirmative vote of the holders of at least a majority of all votes cast on the proposal.

The Essex board of directors has unanimously (i) determined and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement, including the issuance of Essex common stock to BRE stockholders in the merger, are advisable, fair to, and in the best interests of Essex and its stockholders, (ii) approved and adopted the merger agreement, the merger and the other transactions contemplated thereby, and (iii) authorized and approved the issuance of shares of Essex common stock to BRE stockholders in the merger. **The Essex board of directors unanimously recommends that Essex stockholders vote FOR the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger and FOR the proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger.**

The BRE board of directors has unanimously (i) determined and declared that the merger, the merger agreement, and the other transactions contemplated by the merger agreement, are advisable and in the best interests of BRE and its stockholders and (ii) approved the merger agreement and authorized the performance by BRE thereunder. **The BRE board of directors unanimously recommends that BRE stockholders vote FOR the proposal to approve the merger and the other transactions contemplated by the merger agreement, FOR the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger, and FOR the proposal to approve one or more adjournments of the**

meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

This joint proxy statement/prospectus contains important information about Essex, BRE, the merger, the merger agreement and the special meetings. This document is also a prospectus for shares of Essex common stock that will be issued to BRE stockholders pursuant to the merger agreement. **We encourage you to read this joint proxy statement/prospectus carefully before voting, including the section entitled Risk Factors beginning on page 35.**

Your vote is very important, regardless of the number of shares you own. Whether or not you plan to attend the Essex special meeting or the BRE special meeting, as applicable, please submit a proxy to vote your shares as promptly as possible to make sure that your shares of Essex common stock and/or shares of BRE common stock, as applicable, are represented at the applicable special meeting. Please review this joint proxy statement/prospectus for more complete information regarding the merger and the Essex special meeting and the BRE special meeting, as applicable.

Sincerely,

Michael J. Schall
President and Chief Executive Officer
Essex Property Trust, Inc.

Constance B. Moore
President and Chief Executive Officer
BRE Properties, Inc.

Neither the Securities and Exchange Commission, nor any state securities regulatory authority has approved or disapproved of the merger or the securities to be issued under this joint proxy statement/prospectus or has passed upon the adequacy or accuracy of the disclosure in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated February 14, 2014, and is first being mailed to Essex and BRE stockholders on or about February 18, 2014.

Table of Contents

Index to Financial Statements

ESSEX PROPERTY TRUST, INC.

925 East Meadow Drive

Palo Alto, California 94303

(650) 494-3700

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON MARCH 28, 2014

To the Stockholders of Essex Property Trust, Inc.:

A special meeting of the stockholders of Essex Property Trust, Inc., a Maryland corporation, which we refer to as Essex, will be held at the Clubhouse at Via Apartment Homes, 621 Tasman Drive, Sunnyvale, California 94089 on March 28, 2014, commencing at 10:00 a.m., local time, for the following purposes:

1. to consider and vote on a proposal to approve the issuance of shares of Essex common stock to the stockholders of BRE Properties, Inc., a Maryland corporation, which we refer to as BRE, pursuant to the Agreement and Plan of Merger, dated as of December 19, 2013, as it may be amended from time to time, which we refer to as the merger agreement, by and among Essex, BEX Portfolio, Inc. (formerly known as Bronco Acquisition Sub, Inc.), a Delaware corporation and a direct wholly owned subsidiary of Essex, which we refer to as Merger Sub, and BRE (a copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice); and
2. to consider and vote on a proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger.

We do not expect to transact any other business at the special meeting. Essex's board of directors has fixed the close of business on January 23, 2014 as the record date for determination of Essex stockholders entitled to receive notice of, and to vote at, Essex's special meeting and any adjournments of the special meeting. Only holders of record of Essex

common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Essex special meeting.

Approval of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger requires the affirmative vote of the holders of at least a majority of all votes cast on the proposal. Approval of the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger requires the affirmative vote of at least a majority of all votes cast on such proposal.

Essex's board of directors has unanimously (i) determined and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable, fair to, and in the best interests of Essex and its stockholders, (ii) approved and adopted the merger agreement, the merger and the other transactions contemplated thereby, and (iii) authorized and approved the issuance of shares of Essex common stock to BRE stockholders in the merger. Essex's board of directors unanimously recommends that Essex stockholders vote FOR the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger and FOR the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the special meeting, please submit a proxy to vote your shares as promptly as possible. To submit a proxy, complete, sign, date and mail your proxy card in the preaddressed postage-paid envelope provided or, if the option is available to you, call the toll-free telephone number listed on your proxy card or use the Internet as described in the instructions on the enclosed proxy card to submit your proxy. Submitting a proxy will assure that your vote is counted at the special meeting if you do not attend in person. If your shares of Essex common stock are held in street name by your broker or other nominee, only your broker or other nominee can vote your shares of Essex common stock and the vote cannot be cast unless you provide instructions to your broker or other nominee on how to vote or obtain a legal proxy from your broker or other nominee. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares of Essex common stock. You may revoke your proxy at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and Essex's special meeting.

By Order of the Board of Directors of Essex Property Trust, Inc.

Jordan E. Ritter

Corporate Secretary

Palo Alto, California

February 14, 2014

Table of Contents

Index to Financial Statements

BRE Properties, Inc.
525 Market Street, 4th Floor
San Francisco, California 94105
(415) 445-6530

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 28, 2014

To the Stockholders of BRE Properties, Inc.:

A special meeting of the stockholders of BRE Properties, Inc., a Maryland corporation, which we refer to as BRE, will be held at the Mandarin Oriental Hotel, 222 Sansome Street, San Francisco, California 94104 on March 28, 2014, commencing at 10:00 a.m., local time, for the following purposes:

1. to consider and vote on a proposal to approve the merger and other transactions contemplated by an Agreement and Plan of Merger, dated as of December 19, 2013, as it may be amended from time to time, which we refer to as the merger agreement, by and among Essex Property Trust, Inc., a Maryland corporation, which we refer to as Essex, BEX Portfolio, Inc. (formerly known as Bronco Acquisition Sub, Inc.), a Delaware corporation and a direct wholly owned subsidiary of Essex, which we refer to as Merger Sub, and BRE (a copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice). Pursuant to the merger agreement, Essex and BRE will combine through a merger of BRE with and into Merger Sub, with Merger Sub surviving the merger, which we refer to as the merger;
2. to consider and vote on an advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger; and
- 3.

to consider and vote on a proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

We do not expect to transact any other business at the special meeting. BRE's board of directors has fixed the close of business on January 23, 2014, as the record date for determination of BRE stockholders entitled to receive notice of, and to vote at, BRE's special meeting and any adjournments of the special meeting. Only holders of record of BRE common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the BRE special meeting.

Approval of the proposal to approve the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of BRE common stock entitled to vote on such proposal. Approval of the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger requires the affirmative vote of the holders of at least a majority of all votes cast on such proposal. Approval of the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of at least a majority of all votes cast on such proposal.

BRE's board of directors has unanimously (i) determined and declared that the merger, the merger agreement, and the other transactions contemplated by the merger agreement, are advisable and in the best interests of BRE and its stockholders and (ii) approved the merger agreement and authorized the performance by BRE thereunder. BRE's board of directors unanimously recommends that BRE stockholders vote FOR the proposal to approve the merger and the other transactions contemplated by the merger agreement, FOR the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger, and FOR the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the special meeting, please submit a proxy to vote your shares as promptly as possible. To submit a proxy, complete, sign, date and mail your proxy card in the preaddressed postage-paid envelope provided or, if the option is available to you, call the toll-free telephone number listed on your proxy card or use the Internet as described in the instructions on the enclosed proxy card to submit your proxy. Submitting a proxy will assure that your vote is counted at the special meeting if you do not attend in person. If your shares of BRE common stock are held in street name by your broker or other nominee, only your broker or other nominee can vote your shares of BRE common stock and the vote cannot be cast unless you provide instructions to your broker or other nominee on how to vote or obtain a legal proxy from your broker or other nominee. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares of BRE common stock. You may revoke your proxy at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and BRE's special meeting.

By Order of the Board of Directors of BRE Properties, Inc.

Kerry Fanwick

San Francisco, California

February 14, 2014

Table of Contents

Index to Financial Statements

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Essex and BRE from other documents that are not included in or delivered with this joint proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 199.

Documents incorporated by reference are also available to Essex stockholders and BRE stockholders without charge upon written or oral request. You can obtain any of these documents by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers.

Essex Property Trust, Inc.

BRE Properties, Inc.

Attention: Corporate Secretary

Attention: Corporate Secretary

925 East Meadow Drive

525 Market Street, 4th Floor

Palo Alto, California 94303

San Francisco, California 94105

(650) 494-3700

(415) 445-6530

www.essexpropertytrust.com

www.breproperties.com

To receive timely delivery of the requested documents in advance of the applicable special meeting, you should make your request no later than March 21, 2014.

ABOUT THIS DOCUMENT

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed by Essex (File No. 333-193620) with the Securities and Exchange Commission, which we refer to as the SEC, constitutes a prospectus of Essex for purposes of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of Essex common stock to be issued to BRE stockholders in exchange for shares of BRE common stock pursuant to the merger agreement. This joint proxy statement/prospectus also constitutes a proxy statement for each of Essex and BRE for purposes of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. In addition, it constitutes a notice of meeting with respect to the Essex special meeting and a notice of meeting with respect to the BRE special meeting.

You should rely only on the information contained or incorporated by reference in this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated February 14, 2014. You should not assume that the information contained in, or incorporated by reference into, this joint proxy statement/prospectus is accurate as of any date other than that date. Neither our mailing of this joint proxy statement/prospectus to Essex stockholders or BRE stockholders nor the issuance by Essex of shares of its common stock to BRE stockholders pursuant to the merger agreement will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding Essex has been provided by Essex and information contained in this joint proxy statement/prospectus regarding BRE has been provided by BRE.

Table of Contents

Index to Financial Statements

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	11
<u>The Companies</u>	11
<u>The Merger</u>	12
<u>Voting Agreements</u>	13
<u>Financing Related to the Merger</u>	14
<u>Asset Sale and Special Distribution</u>	14
<u>Recommendation of the Essex Board</u>	15
<u>Recommendation of the BRE Board</u>	15
<u>Summary of Risk Factors Related to the Merger</u>	15
<u>The Essex Special Meeting</u>	16
<u>The BRE Special Meeting</u>	16
<u>Opinions of Financial Advisors</u>	17
<u>Treatment of the BRE Preferred Stock</u>	18
<u>Treatment of the BRE Equity Incentive Plans</u>	18
<u>Directors and Management of the Combined Company After the Merger</u>	19
<u>Interests of Essex's Directors and Executive Officers in the Merger</u>	19
<u>Interests of BRE's Directors and Executive Officers in the Merger</u>	19
<u>Listing of Shares of the Essex Common Stock; Delisting and Deregistration of BRE Common Stock and Preferred Stock</u>	19
<u>Stockholder Appraisal Rights in the Merger</u>	20
<u>Conditions to Completion of the Merger</u>	20
<u>Regulatory Approvals Required for the Merger</u>	20
<u>No Solicitation and Change in Recommendation</u>	20
<u>Termination of the Merger Agreement</u>	21
<u>Termination Fee and Expenses</u>	22
<u>Litigation Relating to the Merger</u>	22
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	22
<u>Material U.S. Federal Income Tax Consequences of the Asset Sale and Special Distribution</u>	23
<u>Accounting Treatment of the Merger</u>	23
<u>Comparison of Rights of Stockholders of Essex and Stockholders of BRE</u>	23
<u>Selected Historical Financial Information of Essex</u>	24

<u>Selected Historical Financial Information of BRE</u>	27
<u>Selected Unaudited Pro Forma Consolidated Financial Information</u>	30
<u>Unaudited Comparative Per Share Information</u>	32
<u>Comparative Essex and BRE Market Price and Dividend Information</u>	33
<u>RISK FACTORS</u>	35
<u>Risk Factors Relating to the Merger</u>	35
<u>Risk Factors Relating to the Combined Company Following the Merger</u>	38
<u>Risks Related to an Investment in the Combined Company's Common Stock</u>	41

Table of Contents

Index to Financial Statements

<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	45
<u>THE COMPANIES</u>	47
<u>Essex Property Trust, Inc.</u>	47
<u>BEX Portfolio, Inc.</u>	47
<u>BRE Properties, Inc.</u>	47
<u>The Combined Company</u>	48
<u>THE ESSEX SPECIAL MEETING</u>	49
<u>Date, Time, Place and Purpose of Essex's Special Meeting</u>	49
<u>Recommendation of the Essex Board</u>	49
<u>Essex Record Date; Who Can Vote at Essex's Special Meeting</u>	49
<u>Vote Required for Approval; Quorum</u>	49
<u>Abstentions and Broker Non-Votes</u>	49
<u>Manner of Submitting Proxy</u>	50
<u>Shares Held in Street Name</u>	50
<u>Revocation of Proxies or Voting Instructions</u>	51
<u>Tabulation of Votes</u>	51
<u>Solicitation of Proxies</u>	51
<u>PROPOSALS SUBMITTED TO ESSEX STOCKHOLDERS</u>	52
<u>Stock Issuance Proposal</u>	52
<u>Essex Adjournment Proposal</u>	52
<u>Other Business</u>	52
<u>THE BRE SPECIAL MEETING</u>	53
<u>Date, Time, Place and Purpose of BRE's Special Meeting</u>	53
<u>Recommendation of the BRE Board</u>	53
<u>BRE Record Date; Who Can Vote at BRE's Special Meeting</u>	53
<u>Vote Required for Approval; Quorum</u>	53
<u>Abstentions and Broker Non-Votes</u>	54
<u>Manner of Submitting Proxy</u>	54
<u>Shares Held in Street Name</u>	55
<u>Revocation of Proxies or Voting Instructions</u>	55
<u>Tabulation of Votes</u>	55
<u>Solicitation of Proxies; Payment of Solicitation Expenses</u>	55
<u>PROPOSALS SUBMITTED TO BRE STOCKHOLDERS</u>	56
<u>Merger Proposal</u>	56
<u>Advisory Vote on Executive Compensation</u>	56
<u>BRE Adjournment Proposal</u>	60

<u>Other Business</u>	60
<u>THE MERGER</u>	61
<u>General</u>	61
<u>Background of the Merger</u>	61

Table of Contents

Index to Financial Statements

<u>Recommendation of the Essex Board and Its Reasons for the Merger</u>	74
<u>Recommendation of the BRE Board and Its Reasons for the Merger</u>	76
<u>Opinion of Essex's Financial Advisor</u>	80
<u>Opinion of BRE's Financial Advisor</u>	87
<u>Certain Essex Unaudited Prospective Financial Information</u>	95
<u>Certain BRE Unaudited Prospective Financial Information</u>	97
<u>Interests of Essex's Directors and Executive Officers in the Merger</u>	99
<u>Interests of BRE's Directors and Executive Officers in the Merger</u>	99
<u>Security Ownership of BRE's Directors and Executive Officers and Current Beneficial Owners</u>	102
<u>Regulatory Approvals Required for the Merger</u>	103
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	103
<u>State, Local and Foreign Tax</u>	125
<u>Accounting Treatment</u>	125
<u>Exchange of Shares in the Merger</u>	125
<u>Dividends</u>	125
<u>Listing of Essex Common Stock</u>	126
<u>Delisting and Deregistration of BRE Common Stock and BRE Preferred Stock</u>	126
<u>Litigation Relating to the Merger</u>	126
<u>THE MERGER AGREEMENT</u>	127
<u>Form, Effective Time and Closing of the Merger</u>	127
<u>Board of Directors of the Combined Company</u>	127
<u>Merger Consideration; Effects of the Merger</u>	128
<u>Representations and Warranties</u>	129
<u>Definition of Material Adverse Effect</u>	131
<u>Covenants and Agreements</u>	132
<u>Conditions to Completion of the Merger</u>	140
<u>Termination of the Merger Agreement</u>	142
<u>Financing Related to the Merger</u>	144
<u>Miscellaneous Provisions</u>	146
<u>VOTING AGREEMENTS</u>	147
<u>Voting Provisions</u>	147
<u>Restrictions on Transfer</u>	148
<u>Termination of Voting Agreements</u>	148
<u>DIRECTORS AND MANAGEMENT OF THE COMBINED COMPANY AFTER THE MERGER</u>	149
<u>Biographical Information about Officers and Directors</u>	149
<u>CORPORATE GOVERNANCE</u>	154

<u>Director Independence</u>	154
<u>Compensation Committee Interlocks and Insider Participation</u>	155
<u>Relationships Among Directors or Executive Officers</u>	155
<u>Certain Relationships and Related Persons Transactions</u>	155

Table of Contents

Index to Financial Statements

<u>EXECUTIVE COMPENSATION</u>	158
<u>Compensation Discussion and Analysis</u>	158
<u>Summary Compensation Table</u>	167
<u>Grants of Plan-Based Awards for 2013</u>	168
<u>Outstanding Equity Awards at December 31, 2013</u>	169
<u>Option Exercises and Stock Vested for 2013</u>	170
<u>Nonqualified Deferred Compensation</u>	170
<u>Potential Payments upon Termination or Change of Control</u>	171
<u>Director Compensation</u>	172
<u>DESCRIPTION OF CAPITAL STOCK</u>	174
<u>General</u>	174
<u>Common Stock</u>	174
<u>Restrictions on Transfer</u>	175
<u>Description of Series G Preferred Stock</u>	176
<u>Description of Series H Preferred Stock</u>	178
<u>COMPARISON OF RIGHTS OF STOCKHOLDERS OF ESSEX AND STOCKHOLDERS OF BRE</u>	184
<u>STOCKHOLDER PROPOSALS</u>	196
<u>Essex 2014 Annual Stockholder Meeting and Stockholder Proposals</u>	196
<u>BRE 2014 Annual Stockholder Meeting and Stockholder Proposals</u>	196
<u>LEGAL MATTERS</u>	197
<u>EXPERTS</u>	198
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	199
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION</u>	F-1
<u>Annex A Agreement and Plan of Merger</u>	
<u>Annex B Form of BRE Properties, Inc. Voting Agreement</u>	
<u>Annex C Form of Essex Property Trust Voting Agreement</u>	
<u>Annex D Opinion, dated December 18, 2013, of UBS Securities LLC</u>	
<u>Annex E Opinion, dated December 18, 2013, of Wells Fargo Securities, LLC</u>	

Table of Contents

Index to Financial Statements

QUESTIONS AND ANSWERS

The following are answers to some questions that Essex stockholders and BRE stockholders may have regarding the proposed transaction between Essex and BRE and the other proposals being considered at the Essex special meeting and the BRE special meeting. Essex and BRE urge you to read carefully this entire joint proxy statement/prospectus, including the Annexes, and the documents incorporated by reference into this joint proxy statement/prospectus, because the information in this section does not provide all the information that might be important to you.

Unless stated otherwise, all references in this joint proxy statement/prospectus to:

Essex are to Essex Property Trust, Inc., a Maryland corporation;

Essex LP are to Essex Portfolio, L.P., a California limited partnership;

BRE are to BRE Properties, Inc., a Maryland corporation;

Merger Sub are to BEX Portfolio, Inc. (formerly known as Bronco Acquisition Sub, Inc.), a Delaware corporation and wholly owned subsidiary of Essex;

the Essex Board are to the board of directors of Essex;

the BRE Board are to the board of directors of BRE;

the merger agreement are to the agreement and plan of merger, dated as of December 19, 2013, by and among Essex, Merger Sub and BRE, as it may be amended from time to time, a copy of which is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference;

the merger are to the merger of BRE with and into Merger Sub, with Merger Sub continuing as the surviving entity pursuant to the terms of the merger agreement;

the Combined Company are to Essex after the effective time of the merger; and

the NYSE are to the New York Stock Exchange.

Q: What is the proposed transaction?

A: Essex and BRE have entered into a merger agreement pursuant to which BRE will merge with and into Merger Sub, with Merger Sub surviving the merger as a direct wholly owned subsidiary of Essex.

Q: What will happen in the proposed transaction?

A: At the effective time of the merger, each issued and outstanding share of BRE common stock will be converted automatically into the right to receive 0.2971 shares of common stock, par value \$0.0001 per share, of Essex plus \$12.33 in cash, without interest, each subject to certain adjustments provided for in the merger agreement, which we refer to as the cash consideration, as described under *The Merger Agreement Merger Consideration; Effects of the Merger* beginning on page 128. The cash consideration will be reduced to the extent the Special Distribution is authorized and declared to be paid to the BRE stockholders of record as of the close of business on the business day immediately prior to the effective time of the merger as a result of any applicable asset sale, as described under *The Merger Agreement Financing Relating to the Merger Asset Sale and Special Distribution* beginning on page 145. BRE stockholders will not receive any fractional shares of Essex common stock in the merger and instead will be paid cash (without interest) in lieu of any fractional share interest to which they would otherwise be entitled.

Q: How will Essex fund the cash consideration?

A: In connection with the merger, Essex has obtained financing commitments from Citigroup Global Markets Inc., UBS AG Stamford Branch and UBS Securities LLC of up to \$1 billion which may be drawn upon at

Table of Contents

Index to Financial Statements

the closing of the merger to (i) fund the cash consideration, (ii) pay various fees and expenses incurred in connection with the merger and the other transactions contemplated by the merger agreement, and/or (iii) repay certain indebtedness of BRE and its subsidiaries. Essex has the right to use alternative financing in connection with the consummation of the merger and is under no obligation to draw upon the financing commitment. Essex is currently exploring the availability of alternative financing to fund the cash consideration including through existing unsecured credit facilities, asset sales, joint ventures or other financing arrangements. For more information regarding the financing related to the merger, see *The Merger Agreement Financing Related to the Merger* beginning on page 144 and *The Merger Agreement Financing Relating to the Merger Asset Sale and Special Distribution* beginning on page 145.

Q: How will Essex stockholders be affected by the merger and the issuance of shares of Essex common stock to BRE stockholders in the merger?

A: After the merger, each Essex stockholder will continue to own the shares of Essex common stock that the stockholder held immediately prior to the effective time of the merger. As a result, each Essex stockholder will own shares of common stock in a larger company with more assets. However, because Essex will be issuing new shares of Essex common stock to BRE stockholders in the merger, each outstanding share of Essex common stock immediately prior to the effective time of the merger will represent a smaller percentage of the aggregate number of shares of the Combined Company common stock outstanding after the merger. Upon completion of the merger, we estimate that Essex stockholders will own approximately 62% of the issued and outstanding Combined Company common stock and former BRE stockholders will own 38% of the issued and outstanding Combined Company common stock.

Q: What happens if the market price of shares of Essex common stock or BRE common stock changes before the closing of the merger?

A: No change will be made to the exchange ratio of 0.2971 or the cash consideration of \$12.33 if the market price of shares of Essex common stock or BRE common stock changes before the merger. As a result, the value of the consideration to be received by BRE stockholders in the merger will increase or decrease depending on the market price of shares of Essex common stock at the effective time of the merger.

Q: Why am I receiving this joint proxy statement/prospectus?

A: The Essex Board and the BRE Board are using this joint proxy statement/prospectus to solicit proxies of Essex stockholders and BRE stockholders in connection with the merger agreement and the merger. In addition, Essex is using this joint proxy statement/prospectus as a prospectus for BRE stockholders because Essex is offering shares of its common stock to be issued in exchange for BRE common stock in the merger. The merger cannot be completed unless:

the holders of Essex common stock vote to approve the issuance of shares of Essex common stock to BRE stockholders in the merger; and

the holders of BRE common stock vote to approve the merger and the other transactions contemplated by the merger agreement.

Each of Essex and BRE will hold separate meetings of their respective stockholders to obtain these approvals and to consider other proposals as described elsewhere in this joint proxy statement/prospectus.

This joint proxy statement/prospectus contains important information about the merger and the other proposals being voted on at the special meetings of stockholders and you should read it carefully. The enclosed voting materials allow you to vote your shares of Essex common stock and/or BRE common stock, as applicable, without attending the applicable special meeting.

Your vote is important. You are encouraged to submit your proxy as promptly as possible.

Table of Contents

Index to Financial Statements

Q: What is the Asset Sale and what is the Special Distribution that BRE stockholders may receive?

A: Under the terms of the merger agreement, Essex has the option to require BRE to sell up to \$1 billion of BRE assets (or interests therein) to one or more third-party venture partners one business day prior to the closing of the merger, which we refer to as the Asset Sale. The Asset Sale and the Special Distribution, as described below, are the mechanisms for implementing this option. In such an event, all or a portion of the net proceeds from the Asset Sale by BRE will be distributed to the BRE stockholders of record as of the close of business on the business day immediately prior to the effective time of the merger, which we refer to as the Special Distribution, and the cash portion of the merger consideration otherwise payable to the BRE stockholders will be reduced dollar-for-dollar by the amount of the Special Distribution. Regardless of whether Essex exercises the option, each BRE stockholder will receive 0.2971 shares of Essex common stock and \$12.33 in cash, without interest, with respect to each share of BRE common stock held, the cash consideration may be paid, wholly or partially, by way of the Special Distribution as opposed to merger consideration depending on whether or not the Asset Sale is consummated prior to the effective time of the merger in accordance with the terms of the merger agreement. For more information regarding the Asset Sale and the Special Distribution, see The Merger Agreement Financing Relating to the Merger Asset Sale and Special Distribution beginning on page 145.

Q: Am I being asked to vote on any other proposals at the special meetings in addition to the merger proposal?

A: *Essex.* At the Essex special meeting, Essex stockholders will be asked to consider and vote upon the following additional proposal:

To approve one or more adjournments of the Essex special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger.

BRE. At the BRE special meeting, BRE stockholders will be asked to consider and vote upon the following additional proposals:

An advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger; and

To approve one or more adjournments of the BRE special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

Q: Why are Essex and BRE proposing the merger?

A: Among other reasons, if completed, the Combined Company is expected to have a pro forma equity market capitalization of approximately \$10.4 billion and a total market capitalization of approximately \$15.4 billion, creating the largest multifamily real estate investment trust, or REIT, on the West Coast. In addition, the Combined Company is expected to benefit from the elimination of duplicative costs associated with supporting a public company platform and the leveraging of state of the art technology and systems. These savings are expected to be realized upon full integration, which is expected to occur over the 18-month period following the closing of the merger. To review the reasons of the Essex Board and the BRE Board for the merger in greater detail, see [The Merger Recommendation of the Essex Board and Its Reasons for the Merger](#) beginning on page 74 and [The Merger Recommendation of the BRE Board and Its Reasons for the Merger](#) beginning on page 76.

Q: Who will be the board of directors and management of the Combined Company?

As of the effective time of the merger, the number of directors that comprise the board of directors of the Combined Company will be 13, with all ten members of the Essex Board immediately prior to the effective time of the merger, George M. Marcus, Keith R. Guericke, David W. Brady, Gary P. Martin, Issie N. Rabinovitch, Thomas E. Randlett, Michael J. Schall, Bryon A. Scordelis, Janice L. Sears and Claude Joseph

Table of Contents

Index to Financial Statements

Zinngrabe Jr., continuing as directors of the Combined Company. In addition, three current members of the BRE Board designated by BRE, Irving F. Lyons, III, Thomas E. Robinson and Thomas P. Sullivan will join the board of directors of the Combined Company as of the effective time of the merger.

The executive officers of Essex immediately prior to the effective time merger will continue to serve as the executive officers of the Combined Company, with Michael J. Schall continuing to serve as the President and Chief Executive Officer of the Combined Company.

Q: Will Essex and BRE continue to pay distributions prior to the closing of the merger?

A: Yes. The merger agreement permits Essex to pay a regular quarterly distribution, in accordance with past practice at a rate not to exceed (i) \$1.21 per share of Essex common stock, (ii) \$0.30469 per share of Essex Series G Cumulative Convertible Preferred Stock, or the Series G Preferred Stock, and (iii) \$0.44531 per share of Essex Series H Cumulative Redeemable Preferred Stock, or the Series H Preferred Stock, per quarter, and any distribution that is reasonably necessary to maintain its REIT qualification and/or to avoid the imposition of U.S. federal income or excise tax. The merger agreement permits BRE to pay a regular quarterly distribution, in accordance with past practice at a rate not to exceed (i) \$0.395 per share of BRE common stock and (ii) \$0.421875 per share of BRE Series D Cumulative Redeemable Preferred Stock per quarter, and any distribution that is reasonably necessary to maintain its REIT qualification and/or to avoid the imposition of U.S. federal income or excise tax. In addition, BRE is required to pay the Special Distribution if the Asset Sale is completed in accordance with the terms set forth in the merger agreement. See The Merger Agreement Financing Relating to the Merger Asset Sale and Special Distribution beginning on page 145. The timing of quarterly dividends paid on common stock will be coordinated by Essex and BRE so that if either Essex stockholders or BRE stockholders receive a regular dividend (i.e., other than the Special Distribution) for any particular period prior to the closing of the merger, the stockholders of the other company will also receive a dividend for the same period.

Q: When and where are the special meetings of the Essex and BRE stockholders?

A: The Essex special meeting will be held at the Clubhouse at Via Apartment Homes, 621 Tasman Drive, Sunnyvale, California 94089 on March 28, 2014 commencing at 10:00 a.m., local time. The BRE special meeting will be held at the Mandarin Oriental Hotel, 222 Sansome Street, San Francisco, California 94104 on March 28, 2014 commencing at 10:00 a.m., local time.

Q: Who can vote at the special meetings?

A: *Essex.* All holders of Essex common stock of record as of the close of business on January 23, 2014, the record date for determining stockholders entitled to notice of and to vote at the Essex special meeting, are entitled to

receive notice of and to vote at the Essex special meeting. As of the record date, there were 38,133,432 shares of Essex common stock outstanding and entitled to vote at the Essex special meeting, held by approximately 252 holders of record. Each share of Essex common stock is entitled to one vote on each proposal presented at the Essex special meeting.

BRE. All holders of BRE common stock of record as of the close of business on January 23, 2014, the record date for determining stockholders entitled to notice of and to vote at the BRE special meeting, are entitled to receive notice of and to vote at the BRE special meeting. As of the record date, there were 77,672,084 shares of BRE common stock outstanding and entitled to vote at the BRE special meeting, held by approximately 2,606 holders of record. Each share of BRE common stock is entitled to one vote on each proposal presented at the BRE special meeting.

Q: What constitutes a quorum?

A: *Essex.* Essex's bylaws provide that the presence, in person or by proxy, of holders of a majority of the shares of Essex common stock outstanding on the Essex record date will constitute a quorum.

Table of Contents

Index to Financial Statements

BRE. BRE's bylaws provide that the presence, in person or by proxy, of stockholders entitled to cast a majority of all the votes entitled to be cast at such meeting will constitute a quorum.

Shares that are voted, in person or by proxy, and shares abstaining from voting are treated as present at each of the Essex special meeting and the BRE special meeting, respectively, for purposes of determining whether a quorum is present.

Q: What vote is required to approve the proposals?

A: *Essex.*

Approval of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger requires the affirmative vote of the holders of at least a majority of all votes cast on such proposal.

Approval of the proposal to approve one or more adjournments of the Essex special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger requires the affirmative vote of at least a majority of all votes cast on such proposal.

BRE.

Approval of the proposal to approve the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of BRE common stock entitled to vote on such proposal.

Approval of the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger requires the affirmative vote of at least a majority of all votes cast on such proposal.

Approval of the proposal to approve one or more adjournments of the BRE special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of a majority of all votes cast on such proposal.

Q: How does the Essex Board recommend that Essex stockholders vote on the proposals?

A: After consideration, the Essex Board has unanimously (i) determined and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable, fair to, and in the best interests of Essex and its stockholders, (ii) approved and adopted the merger agreement, the merger and the other transactions contemplated thereby and (iii) authorized and approved the issuance of shares of Essex common stock to BRE stockholders in the merger. The Essex Board unanimously recommends that Essex stockholders vote **FOR** the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger and **FOR** the proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger.

For a more complete description of the recommendation of the Essex Board, see The Merger Recommendation of the Essex Board and Its Reasons for the Merger beginning on page 74.

Q: How does the BRE Board recommend that BRE stockholders vote on the proposals?

After consideration, the BRE Board has unanimously (i) determined and declared that the merger, the merger agreement and the other transactions contemplated by the merger agreement are advisable and in the best interests of BRE and its stockholders and (ii) approved the merger agreement. The BRE Board

Table of Contents

Index to Financial Statements

unanimously recommends that BRE stockholders vote **FOR** the proposal to approve the merger and the other transactions contemplated by the merger agreement, **FOR** the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger, and **FOR** the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

For a more complete description of the recommendation of the BRE Board, see "The Merger Recommendation of the BRE Board and Its Reasons for the Merger" beginning on page 76.

Q: Do any of BRE's executive officers or directors have interests in the merger that may differ from those of BRE stockholders?

A: BRE's executive officers and directors have interests in the merger that are different from, or in addition to, their interests as BRE stockholders. The members of the BRE Board were aware of and considered these interests, among other matters, in evaluating the merger agreement and the merger, and in recommending that BRE stockholders vote **FOR** the proposal to approve the merger and the other transactions contemplated by the merger agreement. For a description of these interests, see the section entitled "The Merger Interests of BRE's Directors and Executive Officers in the Merger" beginning on page 99.

Q: Have any stockholders of Essex and BRE already agreed to approve the merger?

A: Pursuant to separate voting agreements, Michael J. Schall, Essex's President and Chief Executive Officer and a member of the Essex Board, and George M. Marcus, the Chairman of the Essex Board, who together as of February 10, 2014 owned approximately 0.91% of the outstanding shares of Essex common stock, have agreed to vote in favor of the issuance of Essex common stock to BRE stockholders in the merger, subject to the terms and conditions of the applicable voting agreements, as described under "Voting Agreements" beginning on page 147. Pursuant to separate voting agreements, Constance B. Moore, BRE's President and Chief Executive Officer and a member of the BRE Board, and Irving F. Lyons, III, the Chairman of the BRE Board, who together as of February 10, 2014 owned approximately 0.58% of the outstanding shares of BRE common stock, have agreed to vote in favor of the merger agreement, the merger and the other transactions contemplated by the merger agreement, subject to the terms and conditions of the applicable voting agreements, as described under "Voting Agreements" beginning on page 147.

Q: Are there any conditions to closing of the merger that must be satisfied for the merger to be completed?

A: In addition to the approval of the stockholders of Essex of the issuance of Essex common stock to BRE stockholders in the merger and the approval of the stockholders of BRE of the merger and the other transactions

contemplated by the merger agreement, there are a number of customary conditions that must be satisfied or waived for the merger to be consummated. For a description of all of the conditions to the merger, see "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 140.

Q: Are there risks associated with the merger that I should consider in deciding how to vote?

A: Yes. There are a number of risks related to the merger that are discussed in this joint proxy statement/ prospectus described in the section entitled "Risk Factors" beginning on page 35.

Table of Contents

Index to Financial Statements

Q: If my shares of Essex common stock or my shares of BRE common stock are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares of Essex common stock or my shares of BRE common stock for me?

A: No. Unless you instruct your broker, bank or other nominee how to vote your shares of Essex common stock and/or your shares of BRE common stock, as applicable, held in street name, your shares will NOT be voted. If you hold your shares of Essex common stock and/or your shares of BRE common stock in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), in order for your shares to be present and voted at the applicable special meeting, you must provide your broker, bank or other nominee with instructions on how to vote your shares.

Q: What happens if I do not vote for a proposal?

A: *Essex.* If you are an Essex stockholder, abstentions will be counted in determining the presence of a quorum. Abstentions will have the same effect as a vote cast AGAINST the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger. Abstentions will have no effect on the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger. If you do not provide voting instructions to your broker, bank or other nominee, your vote will not be counted in determining the presence of a quorum and will have no effect on either proposal.

BRE. If you are a BRE stockholder, abstentions will be counted in determining the presence of a quorum. Abstentions will have the same effect as a vote cast AGAINST the proposal to approve the merger and the other transactions contemplated by the merger agreement. Abstentions will have no effect on (i) the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger or (ii) the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement. If you do not provide voting instructions to your broker, bank or other nominee, your vote will not be counted in determining the presence of a quorum and will have the same effect as a vote cast AGAINST the proposal to approve the merger and the other transactions contemplated by the merger agreement, but will have no effect on the other proposals.

Q: Will my rights as a stockholder of Essex or BRE change as a result of the merger?

A: The rights of Essex stockholders will be unchanged as a result of the merger. BRE stockholders will have different rights following the effective time of the merger due to the differences between the governing documents of Essex and BRE. At the effective time of the merger, the existing charter and bylaws of Essex will thereafter be the charter and bylaws of the Combined Company. For more information regarding the differences in stockholder rights, see *Comparison of Rights of Stockholders of Essex and Stockholders of BRE* beginning on page 184.

Q: When is the merger expected to be completed?

A: Essex and BRE expect to complete the merger as soon as reasonably practicable following satisfaction of all of the required conditions, provided that Essex has the right to delay the merger until June 16, 2014 if a certain third party consent is not obtained. If the stockholders of both Essex and BRE approve the merger, and if the other conditions to closing the merger are satisfied or waived, it is currently expected that the merger will be completed in the first quarter of 2014. However, there is no guaranty that the conditions to the merger will be satisfied or that the merger will close.

Table of Contents

Index to Financial Statements

Q: If I am a BRE stockholder do I need to do anything with my stock certificates now?

A: No. You should not submit your stock certificates at this time. After the merger is completed, if you held shares of BRE common stock, the exchange agent for the Combined Company will send you a letter of transmittal and instructions for exchanging your shares of BRE common stock for shares of the Combined Company common stock pursuant to the terms of the merger agreement. Upon surrender of a certificate or book-entry share for cancellation along with the executed letter of transmittal and other required documents described in the instructions, a BRE stockholder will receive shares of common stock of the Combined Company and the cash consideration pursuant to the terms of the merger agreement.

Q: What are the anticipated U.S. federal income tax consequences to me of the proposed merger and the Special Distribution?

A: It is intended that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. The closing of the merger is conditioned on the receipt by each of Essex and BRE of an opinion from its respective counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. Assuming that the merger qualifies as a reorganization, U.S. holders of shares of BRE common stock generally will not recognize gain or loss for U.S. federal income tax purposes upon the receipt of Combined Company common stock in exchange for BRE common stock in connection with the merger, except with respect to the cash consideration and cash received in lieu of fractional shares of Combined Company common stock. Holders may also recognize income as a result of the payment of the Special Distribution, if any. Holders of BRE common stock should read the discussion under the heading *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 103 and consult their tax advisors to determine the tax consequences to them (including the application and effect of any state, local or non-U.S. income and other tax laws) of the merger.

Q: Are BRE stockholders entitled to appraisal rights?

A: No. BRE stockholders are not entitled to exercise appraisal rights in connection with the merger. See *The Merger Agreement Merger Consideration; Effects of the Merger Appraisal Rights* beginning on page 129.

Q: What do I need to do now?

A: After you have carefully read this joint proxy statement/prospectus, please respond by completing, signing and dating your proxy card or voting instruction card and returning it in the enclosed preaddressed postage-paid envelope or, if available, by submitting your proxy by one of the other methods specified in your proxy card or voting instruction card as promptly as possible so that your shares of Essex common stock and/or your shares of BRE common stock will be represented and voted at the Essex special meeting or the BRE special meeting, as applicable.

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Please refer to your proxy card or voting instruction card forwarded by your broker, bank or other nominee to see which voting options are available to you.

The method by which you submit a proxy will in no way limit your right to vote at the Essex special meeting or the BRE special meeting, as applicable, if you later decide to attend the meeting in person.

However, if your shares of Essex common stock or your shares of BRE common stock are held in the name of a broker, bank or other nominee, you must obtain a legal proxy, executed in your favor, from your broker, bank or other nominee, to be able to vote in person at the Essex special meeting or the BRE special meeting, as applicable.

Table of Contents

Index to Financial Statements

Q: How will my proxy be voted?

A: All shares of Essex common stock entitled to vote and represented by properly completed proxies received prior to the Essex special meeting, and not revoked, will be voted at the Essex special meeting as instructed on the proxies. If you properly sign, date and return a proxy card, but do not indicate how your shares of Essex common stock should be voted on a matter, the shares of Essex common stock represented by your proxy will be voted as the Essex Board recommends and therefore **FOR** the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger, and **FOR** the proposal to approve one or more adjournments of the Essex special meeting to another date, time or place, if necessary or appropriate in the view of the Essex Board, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger if there are not sufficient votes at the time of such adjournment to approve such proposal. If you do not provide voting instructions to your broker, bank or other nominee, your shares of Essex common stock will NOT be voted at the Essex special meeting.

All shares of BRE common stock entitled to vote and represented by properly completed proxies received prior to the BRE special meeting, and not revoked, will be voted at the BRE special meeting as instructed on the proxies. If you properly sign, date and return a proxy card, but do not indicate how your shares of BRE common stock should be voted on a matter, the shares of BRE common stock represented by your proxy will be voted as the BRE Board recommends and therefore **FOR** the proposal to approve the merger and the other transactions contemplated by the merger agreement, **FOR** the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger and **FOR** the proposal to approve one or more adjournments of the BRE special meeting to another date, time or place, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of approval of the merger agreement and the other transactions contemplated by the merger agreement. If you do not provide voting instructions to your broker, bank or other nominee, your BRE common stock will NOT be voted at the BRE special meeting.

Q: Can I revoke my proxy or change my vote after I have delivered my proxy?

A: Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at the Essex special meeting or the BRE special meeting, as applicable. If you are a holder of record, you can do this in any of the three following ways:

by sending a written notice to the corporate secretary of Essex or the corporate secretary of BRE, as applicable, in time to be received before the Essex special meeting or the BRE special meeting, as applicable, stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card and returning it by mail in time to be received before the Essex special meeting or the BRE special meeting, as applicable, or by submitting a later dated proxy by the Internet or telephone in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

by attending the Essex special meeting or the BRE special meeting, as applicable, and voting in person. Simply attending the Essex special meeting or the BRE special meeting, as applicable, without voting will not revoke your proxy or change your vote.

If your shares of Essex common stock or your shares of BRE common stock are held in an account at a broker, bank or other nominee and you desire to change your vote or vote in person, you should contact your broker, bank or other nominee for instructions on how to do so.

Q: What does it mean if I receive more than one set of voting materials for the Essex special meeting or the BRE special meeting?

A: You may receive more than one set of voting materials for the Essex special meeting and/or the BRE special meeting, as applicable, including multiple copies of this joint proxy statement/prospectus and multiple

Table of Contents

Index to Financial Statements

proxy cards or voting instruction cards. For example, if you hold your shares of Essex common stock or your shares of BRE common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares of Essex common stock or your shares of BRE common stock. If you are a holder of record and your shares of Essex common stock or your shares of BRE common stock are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or, if available, please submit your proxy by telephone or over the Internet.

Q: What happens if I am a stockholder of both Essex and BRE?

A: You will receive separate proxy cards for each entity and must complete, sign and date each proxy card and return each proxy card in the appropriate preaddressed postage-paid envelope or, if available, by submitting a proxy by one of the other methods specified in your proxy card or voting instruction card for each entity.

Q: Do I need identification to attend the Essex or BRE special meeting in person?

A: Yes. Please bring proper identification, together with proof that you are a record owner of shares of Essex common stock or shares of BRE common stock, as the case may be. If your shares are held in street name, please bring acceptable proof of ownership, such as a letter from your broker or an account statement showing that you beneficially owned shares of Essex common stock or shares of BRE common stock, as applicable, on the applicable record date.

Q: Will a proxy solicitor be used?

A: Yes. Essex has engaged D.F. King & Co., Inc., which we refer to as D.F. King, to assist in the solicitation of proxies for the Essex special meeting, and Essex estimates it will pay D.F. King a fee of approximately \$20,000. Essex has also agreed to reimburse D.F. King for reasonable expenses incurred in connection with the proxy solicitation and to indemnify D.F. King against certain losses, claims, damages, liabilities and expenses. In addition to mailing proxy solicitation material, Essex's directors, officers and employees may also solicit proxies in person, by telephone or by any other electronic means of communication deemed appropriate. No additional compensation will be paid to Essex's directors, officers or employees for such services.

BRE has engaged MacKenzie Partners, Inc., which we refer to as MacKenzie, to assist in the solicitation of proxies for the BRE special meeting and BRE estimates it will pay MacKenzie a fee of approximately \$50,000. BRE has also agreed to reimburse MacKenzie for reasonable out-of-pocket expenses and disbursements incurred in connection with the proxy solicitation and to indemnify MacKenzie against certain losses, costs and expenses. In addition to mailing proxy solicitation material, BRE's directors, officers and employees may also solicit proxies in person, by telephone or by any other electronic means of communication deemed appropriate. No additional compensation will be paid to BRE's directors, officers or employees for such services.

Q: Who can answer my questions?

A: If you have any questions about the merger or the other matters to be voted on at the special meetings or how to submit your proxy or need additional copies of this joint proxy statement/prospectus, the enclosed proxy card or voting instructions, you should contact:

If you are an Essex stockholder:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

Telephone:

Banks and brokers: (212) 269-5550

Stockholders: (800) 758-5880

If you are a BRE stockholder:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, NY 10016

800-322-2885 Toll-Free

212-929-5500 Call Collect

proxy@mackenziepartners.com e-mail

Table of Contents

Index to Financial Statements

SUMMARY

*The following summary highlights some of the information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that is important to you. For a more complete description of the merger agreement, the merger and the other transactions contemplated by the merger agreement, Essex and BRE encourage you to read carefully this entire joint proxy statement/prospectus, including the attached Annexes and the other documents to which we have referred you because this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the applicable special meeting. See also the section entitled *Where You Can Find More Information* beginning on page 199. We have included page references to direct you to a more complete description of the topics presented in this summary.*

The Companies

Essex Property Trust, Inc. (See page 47)

Essex is a Maryland corporation that has elected to be taxed as a REIT under the Code. Essex owns all of its interests in real estate investments directly or indirectly through Essex Portfolio, L.P., which we refer to as Essex LP. Essex is the sole general partner of Essex LP and as of September 30, 2013 owns a 94.6% general partnership interest in Essex LP. Essex is engaged primarily in the ownership, operation, management, acquisition, development and redevelopment of predominantly apartment communities. As of September 30, 2013, Essex owned or held an interest in 163 apartment communities, aggregating 34,416 units, excluding Essex's ownership in preferred interest co-investments. Additionally, as of September 30, 2013, Essex owned or had ownership interests in five commercial buildings and eleven active development projects in various stages of development. The communities are located in Southern California (Los Angeles, Orange, Riverside, San Diego, Santa Barbara, and Ventura counties), Northern California (the San Francisco Bay Area) and the Seattle metropolitan area.

Essex common stock is listed on the NYSE, trading under the symbol *ESS*.

Essex was incorporated in the state of Maryland in 1994, and Essex LP was formed in the state of California in 1994. Essex's principal executive offices are located at 925 East Meadow Drive, Palo Alto, California 94303, and its telephone number is (650) 494-3700.

BEX Portfolio, Inc. (See page 47)

BEX Portfolio, Inc. (formerly known as Bronco Acquisition Sub, Inc.), or Merger Sub, a direct wholly owned subsidiary of Essex, is a Delaware corporation formed on December 17, 2013 for the purpose of entering into the merger agreement. Upon completion of the merger, BRE will be merged with and into Merger Sub with Merger Sub surviving as a direct wholly owned subsidiary of Essex. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement.

BRE Properties, Inc. (See page 47)

BRE is a Maryland corporation that has elected to be taxed as a REIT under the Code. BRE is focused on the development, acquisition and management of multifamily apartment communities primarily located in the major metropolitan markets of Southern and Northern California and Seattle, Washington. As of September 30, 2013, BRE had real estate assets with a net book value of approximately \$3.6 billion, which included: 75 wholly or majority

owned stabilized multifamily communities, aggregating 21,396 homes primarily located in California and Washington; one multifamily community owned through a joint venture comprised of 252 apartment homes; one land asset held for sale; and six wholly owned or majority-owned development communities (five in Northern California and one in Southern California) in various stages of planning and construction, totaling 1,888 homes. BRE has been a publicly traded company since its founding in 1970.

Table of Contents

Index to Financial Statements

BRE common stock is listed on the NYSE, trading under the symbol BRE.

BRE was incorporated in the state of Delaware in 1970, and was re-incorporated as a Maryland corporation in 1996. BRE's principal executive offices are located at 525 Market Street, 4th Floor, San Francisco, California 94105, and its telephone number is (415) 445-6530.

The Combined Company (See page 48)

References to the Combined Company are to Essex after the effective time of the merger. The Combined Company will be named Essex Property Trust, Inc. and will be a Maryland corporation. The Combined Company will be the leading publicly traded, multifamily REIT focused on the West Coast with a platform poised to achieve a greater level of acquisitions and value enhancing developments. The Combined Company is expected to have a pro forma equity market capitalization of approximately \$10.4 billion, and a total market capitalization in excess of \$15.4 billion. The Combined Company's asset base will consist primarily of approximately 56,000 multifamily units in 239 properties. The Combined Company's largest markets are expected to be Southern California, Northern California and metropolitan Seattle.

The business of the Combined Company will be operated through Essex LP and its subsidiaries. On a pro forma basis giving effect to the merger, the Combined Company will own an approximate 97% general partnership interest in Essex LP and, as its sole general partner, the Combined Company will have the full, exclusive and complete responsibility for and discretion in the day-to-day management and control of Essex LP.

The common stock of the Combined Company will continue to be listed on the NYSE, trading under the symbol ESS.

The Combined Company's principal executive offices will be located at 925 East Meadow Drive, Palo Alto, California 94303, and its telephone number will be (650) 494-3700.

The Merger

The Merger Agreement (See page 127)

Essex, Merger Sub and BRE have entered into the merger agreement attached as Annex A to this joint proxy statement/prospectus, which is incorporated herein by reference. Essex and BRE encourage you to carefully read the merger agreement in its entirety because it is the principal document governing the merger and the other transactions contemplated by the merger agreement.

The merger agreement provides that the closing of the merger will take place at 8:00 a.m. Eastern Time at the offices of Goodwin Procter LLP in San Francisco, California on the second business day following the date on which the last of the conditions to closing of the merger have been satisfied or waived, provided that if a certain third party consent is not obtained by such date, Essex has the right to extend the closing to a date that is not later than two business days after the receipt of such consent, but in no event later than June 16, 2014.

The Merger (See page 61)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, BRE will merge with and into Merger Sub, with Merger Sub surviving the merger as a direct wholly owned subsidiary of Essex. References

to the Combined Company are to Essex after the effective time of the merger. The shares of common stock of the Combined Company will continue to be listed and traded on the NYSE under the symbol ESS.

Upon completion of the merger, we estimate that continuing Essex stockholders will own approximately 62% of the issued and outstanding common stock of the Combined Company, and former BRE stockholders will own approximately 38% of the issued and outstanding common stock of the Combined Company.

Table of Contents**Index to Financial Statements*****The Merger Consideration (See page 128)***

In the merger, each issued and outstanding share of BRE common stock will be converted automatically into the right to receive 0.2971 shares of common stock, par value \$0.0001 per share, which we refer to as the stock consideration, of Essex plus \$12.33 in cash, without interest, which we refer to as the cash consideration, each subject to adjustment as described in the merger agreement. The cash consideration will be reduced to the extent the Asset Sale is completed in accordance with the terms set forth in the merger agreement and the Special Distribution is authorized and declared to be paid to the BRE stockholders of record as of the close of business on the business day immediately prior to the effective time of the merger as a result of the Asset Sale, as described under *The Merger Agreement Financing Relating to the Merger Asset Sale and Special Distribution* beginning on page 145. We refer to the stock consideration and the cash consideration collectively as the merger consideration. BRE stockholders will not receive any fractional shares of Essex common stock in the merger but instead will be paid cash (without interest) in lieu of any fractional share interest to which they would otherwise be entitled. The exchange ratio and the cash consideration will not be adjusted for changes in the market value of Essex common stock or BRE common stock. Because of this, the implied value of the merger consideration to be received by BRE stockholders in the merger will fluctuate between now and the completion of the merger. Based on the closing price of Essex common stock on the NYSE of \$147.70 on December 18, 2013, the last trading date before the announcement of the proposed merger, the merger consideration (based on the value of \$43.88 in Essex common stock plus the \$12.33 in cash per share) represented approximately \$56.21 for each share of BRE common stock. Based on the closing price of Essex common stock on the NYSE of \$166.79 on February 10, 2014, the latest practicable date before the date of this joint proxy statement/prospectus, the merger consideration (based on the value of \$49.55 in Essex common stock plus the \$12.33 in cash per share) represented approximately \$61.88 for each share of BRE common stock.

You are urged to obtain current market prices of shares of Essex common stock and BRE common stock. You are cautioned that the trading price of the common stock of the Combined Company after the merger may be affected by factors different from those currently affecting the trading prices of Essex common stock and BRE common stock, and therefore, the historical trading prices of Essex and BRE may not be indicative of the trading price of the Combined Company. See the risks related to the merger and the other transactions contemplated by the merger agreement described under the section *Risk Factors Risk Factors Relating to the Merger* beginning on page 35.

Voting Agreements (See page 147)

Concurrently with the execution of the merger agreement, BRE entered into separate voting agreements with Michael J. Schall, Essex's President and Chief Executive Officer and a member of the Essex Board, and George M. Marcus, the Chairman of the Essex Board, and Essex entered into separate voting agreements with Constance B. Moore, BRE's President and Chief Executive Officer and a member of the BRE Board, and Irving F. Lyons, III, the Chairman of the BRE Board. As of February 10, 2014, the Essex officers and directors that are a party to a voting agreement with BRE collectively owned approximately 0.91% of the outstanding shares of Essex common stock, and the BRE officers and directors that are a party to a voting agreement with Essex collectively owned approximately 0.58% of the outstanding shares of BRE common stock.

Pursuant to the terms of the voting agreements, each of the stockholders parties to the voting agreements has agreed, subject to the terms and conditions contained in each voting agreement, to among other things, vote all of his or her shares of Essex common stock or BRE common stock, as applicable, whether currently owned or acquired at any time prior to the termination of the applicable voting agreement, in favor of the issuance of Essex common stock to BRE stockholders in the merger or in favor of the merger and the other transactions contemplated by the merger agreement,

as applicable. In addition, the voting agreements with BRE stockholders provide that such persons will vote their BRE common stock against any alternative proposal, and both the voting agreements with Essex stockholders and the voting agreements with BRE stockholders provide that such

Table of Contents

Index to Financial Statements

persons will vote their shares of Essex common stock or BRE common stock, as applicable, against any action which would reasonably be expected to adversely affect or interfere with the consummation of the transactions contemplated by the merger agreement.

Each of the stockholders parties to the voting agreements has also agreed to comply with certain restrictions on the transfer of his or her shares subject to the terms of the applicable voting agreement. Each of the voting agreements terminates upon the earlier to occur of (1) the effective time of the merger; and (2) the termination of the merger agreement pursuant to its terms.

The foregoing summary of the voting agreements is subject to, and qualified in its entirety by reference to, the full text of each of the voting agreements. Copies of the forms of voting agreement are attached as Annex B and Annex C to this joint proxy statement/prospectus and are incorporated herein by reference. For more information see [Voting Agreements](#) beginning on page 147.

Financing Related to the Merger (See page 144)

The merger is not conditioned upon Essex having received any financing at or prior to the effective time of the merger. However, in connection with the merger and the transactions contemplated by the merger agreement, Essex has entered into a commitment letter with Citigroup Global Markets Inc., UBS AG Stamford Branch and UBS Securities LLC, whose banking affiliates we collectively refer to as the lenders, pursuant to which the lenders have committed to provide a senior unsecured bridge loan facility of up to \$1 billion, which we refer to as the bridge loan facility, subject to the conditions set forth in the commitment letter. If drawn upon, the proceeds of the bridge loan facility may be used to (i) pay a portion of the cash consideration in the merger, (ii) pay various fees and expenses incurred in connection with the merger, and/or (iii) repay certain indebtedness of BRE and its subsidiaries. The bridge loan facility is structured as a 364-day unsecured term loan facility available in a single draw on the closing date of the merger. Essex, Essex LP and Merger Sub have the right to use alternative financing in connection with the consummation of the merger and are under no obligation to draw upon the financing commitment from the lenders. Essex is currently exploring the availability of alternative financing including through existing unsecured credit facilities, asset sales, joint ventures or other financing arrangements.

The commitment letter expires on the earliest of (i) the consummation of the bridge loan facility and (ii) April 18, 2014, provided that if either Essex or BRE has not obtained the approval of Essex stockholders or BRE stockholders, as the case may be, contemplated by the merger agreement by April 18, 2014, the commitment letter will expire on May 18, 2014.

For more information regarding the financing related to the merger, see [The Merger Agreement Financing Related to the Merger](#) beginning on page 144.

Asset Sale and Special Distribution (See page 145)

Pursuant to the merger agreement, Essex may make an irrevocable election by written notice to BRE no later than 5 p.m. Pacific Time on the business day that is at least 15 business days prior to the BRE special meeting, to require BRE to sell, and for Essex or one or more persons designated by Essex to purchase, on the business day prior to the effective time of the merger, certain to-be-identified assets of BRE and/or its subsidiaries with a net equity value of up to \$1 billion, as specified by Essex in the election notice, in the Asset Sale. Essex currently anticipates delivering such notice and that the disposition assets will be contributed to one or more joint ventures to be formed between BRE and

one or more third parties. Essex will acquire the remaining interests in such joint ventures in the merger. Pursuant to the merger agreement, and assuming the Asset Sale occurs, the net proceeds received by BRE from the third-party venture partner(s), or a portion thereof, will be paid as a dividend to BRE stockholders of record as of the close of business on the business day preceding the

Table of Contents

Index to Financial Statements

effective time of the merger as the Special Distribution. The amount of the Special Distribution is intended to be at least equal to BRE's earnings and profits generated from the Asset Sale. Any amounts distributed as the Special Distribution will reduce the cash consideration by the per share amount of such Special Distribution. In any event, BRE stockholders will receive \$12.33 in cash, without interest, in connection with the merger, whether as a result of the payment of the Special Distribution or payment of cash consideration in the merger, or a combination thereof. Essex has entered into non-binding term sheets related to the formation of institutional joint ventures involving properties valued at between \$800 and \$900 million.

For more information regarding the Asset Sale and the Special Distribution, see "The Merger Agreement Financing Relating to the Merger Asset Sale and Special Distribution" beginning on page 145.

Recommendation of the Essex Board (See page 74)

The Essex Board has unanimously (i) determined and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable, fair to, and in the best interests of Essex and its stockholders, (ii) approved and adopted the merger agreement, the merger and the other transactions contemplated thereby, and (iii) authorized and approved the issuance of shares of Essex common stock to BRE stockholders in the merger. The Essex Board unanimously recommends that Essex stockholders vote **FOR** the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger and **FOR** the proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock in the merger.

Recommendation of the BRE Board (See page 76)

The BRE Board has unanimously (i) determined and declared that the merger, the merger agreement and the other transactions contemplated by the merger are advisable and in the best interests of BRE and its stockholders and (ii) approved the merger agreement and authorized the performance by BRE thereunder. The BRE Board unanimously recommends that BRE stockholders vote **FOR** the proposal to approve the merger and the other transactions contemplated by the merger agreement, **FOR** the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger, and **FOR** the proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

Summary of Risk Factors Related to the Merger (See page 35)

You should consider carefully all of the risk factors together with all of the other information included in this joint proxy statement/prospectus before deciding how to vote. The risks related to the merger and the other transactions contemplated by the merger agreement are described under the section "Risk Factors Risk Factors Relating to the Merger" beginning on page 35.

The exchange ratio and the cash consideration will not be adjusted in the event of any change in the share prices of either Essex or BRE common stock.

The merger and the other transactions contemplated by the merger agreement, or the issuance of shares of Essex common stock to BRE stockholders, as applicable, are conditioned upon the approval by the stockholders of BRE and the stockholders of Essex.

Essex and BRE stockholders will be diluted by the merger.

If the merger does not occur in certain circumstances, BRE may be obligated to pay a \$170 million termination fee to Essex. If the stockholders of either company do not approve the merger or the

Table of Contents

Index to Financial Statements

issuance of shares of Essex common stock to BRE stockholders, as applicable, then that company will be obligated to reimburse up to \$10 million in transaction expenses incurred by the other party.

Failure to complete the merger could negatively affect the common stock prices and future business and financial results of Essex and BRE.

The pendency of the merger could adversely affect the business and operations of Essex and BRE.

The merger agreement contains provisions that could discourage a potential competing acquirer of BRE or could result in any competing proposal being at a lower price than it might otherwise be.

If the merger is not consummated by June 17, 2014, either Essex or BRE may terminate the merger agreement.

Some of the directors and executive officers of BRE have interests in the merger that are different from, or in addition to, those of the other BRE stockholders.

The Essex Special Meeting (See page 49)

The special meeting of the stockholders of Essex will be held at the Clubhouse at Via Apartment Homes, 621 Tasman Drive, Sunnyvale, California 94089 on March 28, 2014, commencing at 10:00 a.m., local time.

At the Essex special meeting, the stockholders of Essex will be asked to consider and vote upon the following matters:

1. a proposal to approve the issuance of Essex common stock to BRE stockholders in the merger; and
2. a proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger.

Approval of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger requires the affirmative vote of the holders of at least a majority of all votes cast on such proposal.

Approval of the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Essex common stock to BRE stockholders in the merger requires the affirmative vote of at least a majority of all votes cast on such proposal.

At the close of business on the record date, directors and executive officers of Essex and their affiliates were entitled to vote 459,646 shares of Essex common stock, or approximately 1.2% of the shares of Essex common stock issued

and outstanding on that date. Messrs. Schall and Marcus have entered into voting agreements that obligate them to vote **FOR** the issuance of Essex common stock to BRE stockholders in the merger. Additionally, Essex currently expects that the other Essex directors and executive officers will vote their shares of Essex common stock in favor of the proposal to approve the issuance of Essex common stock to BRE stockholders in the merger as well as the other proposal to be considered at the Essex special meeting, although none of them is contractually obligated to do so.

Your vote as an Essex stockholder is very important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the Essex special meeting in person.

The BRE Special Meeting (See page 53)

The special meeting of the stockholders of BRE will be held at the Mandarin Oriental Hotel, 222 Sansome Street, San Francisco, California 94104 on March 28, 2014, commencing at 10:00 a.m., local time.

Table of Contents

Index to Financial Statements

At the BRE special meeting, BRE stockholders will be asked to consider and vote upon the following matters:

1. a proposal to approve the merger and the other transactions contemplated by the merger agreement;
2. an advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger; and
3. a proposal to approve one or more adjournments of the meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement.

Approval of the proposal to approve the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of BRE common stock entitled to vote on such proposal.

Approval of the advisory (non-binding) proposal to approve certain compensation that may be paid or become payable to the named executive officers of BRE in connection with the merger requires the affirmative vote of a majority of all votes cast on such proposal.

Approval of the proposal to approve one or more adjournments of the special meeting to another date, time or place, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of a majority of all votes cast on such proposal.

At the close of business on the record date, directors and executive officers of BRE and their affiliates were entitled to vote 919,801 shares of BRE common stock, or approximately 1.19% of the shares of BRE common stock issued and outstanding on that date. Ms. Moore and Mr. Lyons have entered into voting agreements that obligate them to vote **FOR** the BRE proposal to approve the merger and the other transactions contemplated by the merger agreement. Additionally, BRE currently expects that the other BRE directors and executive officers will vote their shares of BRE common stock in favor of the BRE merger proposal as well as the other proposals to be considered at the BRE special meeting, although none of them is contractually obligated to do so.

Your vote as a BRE stockholder is very important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the BRE special meeting in person.

Opinions of Financial Advisors

Opinion of Essex's Financial Advisor (See page 80)

On December 18, 2013, at a meeting of the Essex Board held to evaluate the proposed merger, UBS Securities LLC, which we refer to as UBS, delivered to the Essex Board an oral opinion, which opinion was confirmed by delivery of a written opinion, dated December 18, 2013, to the effect that, as of that date and based on and subject to various assumptions made, matters considered and limitations described in its opinion, the consideration to be paid by Essex

in the merger was fair, from a financial point of view, to Essex.

The full text of UBS opinion describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken by UBS. UBS opinion is attached as **Annex D** to this joint proxy statement/prospectus and is incorporated herein by reference. **Essex stockholders are encouraged to read UBS opinion carefully in its entirety. UBS opinion was provided for the benefit of the Essex Board (in its capacity as such) in connection with, and for the purpose of, its evaluation of the merger consideration to be paid by Essex in the merger, and does not address any other aspect of the merger or any related transaction. UBS**

Table of Contents

Index to Financial Statements

opinion does not address the relative merits of the merger or any related transaction as compared to other business strategies or transactions that might be available to Essex or Essex's underlying business decision to effect the merger or any related transaction. UBS' opinion does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger or any related transaction.

See "The Merger" Opinion of Essex's Financial Advisor beginning on page 80.

Opinion of BRE's Financial Advisor (See page 87)

In connection with the merger, Wells Fargo Securities, LLC, which we refer to as Wells Fargo Securities, rendered an opinion, dated December 18, 2013, to the BRE Board as to the fairness, from a financial point of view and as of such date, of the merger consideration to be received pursuant to the merger agreement by holders of BRE common stock (other than Essex, Merger Sub and their respective affiliates). The full text of Wells Fargo Securities' written opinion is attached as **Annex E** to this joint proxy statement/prospectus and is incorporated in this joint proxy statement/prospectus by reference. The written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken by Wells Fargo Securities in rendering its opinion. **The opinion was addressed to the BRE Board (in its capacity as such) for its information and use in connection with its evaluation of the merger consideration from a financial point of view and did not address any other terms, aspects or implications of the merger or any related transactions. Wells Fargo Securities' opinion did not address the merits of the underlying decision by BRE to enter into the merger agreement or the relative merits of the merger or any related transactions compared with other business strategies or transactions available or that have been or might be considered by BRE's management or board of directors or in which BRE might engage. Under the terms of its engagement, Wells Fargo Securities has acted as an independent contractor, not as an agent or fiduciary. Wells Fargo Securities' opinion does not constitute a recommendation to the BRE Board or any other person or entity in respect of the merger or any related transactions, including as to how any stockholder should vote or act in connection with the merger, any related transactions or any other matters.**

See "The Merger" Opinion of BRE's Financial Advisor beginning on page 87.

Treatment of the BRE Preferred Stock (See page 128)

All outstanding shares of BRE's 6.75% Series D Cumulative Redeemable Preferred Stock, which we refer to as the BRE preferred stock, will be redeemed prior to the effective time of the merger at \$25.00 per share plus any accrued and unpaid dividends, in accordance with the terms of the merger agreement and the terms of the BRE preferred stock. BRE sent notice of the redemption of the BRE preferred stock to holders of BRE preferred stock on January 21, 2014 in accordance with the terms of the BRE preferred stock. The BRE preferred stock will be redeemed on February 20, 2014.

Treatment of the BRE Equity Incentive Plans (See page 129)

At the effective time of the merger, the Combined Company will assume all outstanding options to purchase BRE common stock, whether or not exercisable, and restricted stock awards (including any associated performance-based rights) covering BRE common stock. Each option and restricted stock award so assumed by the Combined Company will continue to have the same terms and conditions (including vesting schedule) as were applicable under the BRE

equity incentive plans prior to the effective time of the merger, subject to certain adjustments described in the merger agreement.

See The Merger Agreement Merger Consideration; Effects of the Merger Assumption of BRE Equity Incentive Plans by the Combined Company beginning on page 129.

Table of Contents

Index to Financial Statements

Directors and Management of the Combined Company After the Merger (See page 149)

As of the effective time of the merger, the board of directors of the Combined Company will be increased to 13 members, with the ten current Essex directors, George M. Marcus, Keith R. Guericke, David W. Brady, Gary P. Martin, Issie N. Rabinovitch, Thomas E. Randlett, Michael J. Schall, Bryon A. Scordelis, Janice L. Sears and Claude Joseph Zinngrabe Jr., continuing as directors of the Combined Company. In addition, three current members of the BRE Board, Irving F. Lyons, III, Thomas E. Robinson and Thomas P. Sullivan will join the board of directors of the Combined Company, which members we refer to as the BRE designees, to serve until the next annual meeting of the stockholders of the Combined Company (and until their successors have been duly elected and qualified). The BRE designees are entitled to be nominated by the board of directors of the Combined Company for reelection at the next subsequent annual meeting of stockholders of the Combined Company.

The executive officers of Essex immediately prior to the effective time of the merger will continue to serve as the executive officers of the Combined Company, with Michael J. Schall continuing to serve as the President and Chief Executive Officer of the Combined Company.

Interests of Essex's Directors and Executive Officers in the Merger (See page 99)

Essex has adopted a merger bonus program for key Essex personnel pursuant to which certain Essex personnel, including senior executive officers, will be eligible to receive a cash bonus if both the merger closes and the eligible executive remains employed at the applicable payment date. Pursuant to this program, Essex is authorized to pay up to \$8,000,000 in aggregate cash bonuses. Employees at the senior vice president level or higher will receive 2/3rds of their bonus if they remain employed at the 12 month anniversary of the merger closing and the remaining 1/3rd at the 18 month anniversary of the merger closing. For more information regarding Essex's merger bonus program, see "The Merger Interests of Essex's Directors and Executive Officers in the Merger" beginning on page 99.

Other than as described above, none of Essex's executive officers or members of the Essex Board is party to an arrangement with Essex, or participates in any Essex plan, program or arrangement that provides such executive officer or board member with financial incentives that are contingent upon consummation of the merger.

Interests of BRE's Directors and Executive Officers in the Merger (See page 99)

In considering the recommendation of the BRE Board to approve the merger and the other transactions contemplated by the merger agreement, BRE stockholders should be aware that BRE's directors and executive officers have certain interests in the merger that may be different from, or in addition to, the interests of BRE stockholders generally, including certain contractual change of control payments, benefits and incentive awards in connection with the merger, as described below.

Listing of Shares of the Essex Common Stock; Delisting and Deregistration of BRE Common Stock and Preferred Stock (See page 126)

It is a condition to each company's obligation to complete the merger that the shares of Essex common stock issuable to BRE stockholders in the merger be approved for listing on the NYSE, subject to official notice of issuance. Essex has agreed to use its reasonable best efforts to cause the shares of Essex common stock to be issued to BRE stockholders in the merger to be approved for listing on the NYSE prior to the effective time of the merger, subject to official notice of issuance. After the merger is completed, the shares of BRE common stock currently listed on the

NYSE will cease to be listed on the NYSE and will be deregistered under the Exchange Act. The BRE preferred stock will be redeemed on February 20, 2014.

Table of Contents

Index to Financial Statements

Stockholder Appraisal Rights in the Merger (See page 129)

No dissenters or appraisal rights, or rights of objecting stockholders under Title 3 Subtitle 2 of the Maryland General Corporation Law, or the MGCL, will be available with respect to the merger or the other transactions contemplated by the merger agreement.

Conditions to Completion of the Merger (See page 140)

A number of customary conditions must be satisfied or waived, where legally permissible, before the merger can be consummated. These include, among others:

approval by BRE stockholders of the merger and the other transactions contemplated by the merger agreement;

approval by Essex stockholders of the issuance of shares of Essex common stock to BRE stockholders in the merger;

the Form S-4 registration statement, of which this joint proxy statement/prospectus is a part, having been declared effective and no stop order suspending the effectiveness of such Form S-4 having been issued and no proceeding to that effect having been commenced or threatened by the SEC and not withdrawn;

the absence of any order or injunction issued by any governmental authority or other legal restraint or prohibition preventing the consummation of the merger or the other transactions contemplated by the merger agreement;

the shares of Essex common stock to be issued to BRE stockholders in the merger having been approved for listing on the NYSE, subject to official notice of issuance at or prior to the closing of the merger;

the representations and warranties of each party made in the merger agreement must generally be true and accurate when made and as of the closing, subject to materiality standards; and

no material adverse effect shall have occurred.

Neither Essex nor BRE can give any assurance as to when or if all of the conditions to the consummation of the merger will be satisfied or waived or that the merger will occur.

For more information regarding the conditions to the consummation of the merger and a complete list of such conditions, see *The Merger Agreement* *Conditions to Completion of the Merger* beginning on page 140.

Regulatory Approvals Required for the Merger (See page 103)

Essex and BRE are not aware of any material federal or state regulatory requirements that must be complied with, or regulatory approvals that must be obtained, in connection with the merger or the other transactions contemplated by the merger agreement.

No Solicitation and Change in Recommendation (See page 135)

Under the terms of the merger agreement, BRE is prohibited from soliciting competing bids, subject to certain limited exceptions necessary to comply with the duties of the BRE Board. Prior to receiving BRE stockholder approval of the merger, BRE may negotiate with a third party after receiving an unsolicited written proposal if the BRE Board determines in good faith that the unsolicited proposal could reasonably be likely to result in a transaction that is more favorable than the merger and the BRE Board determines that failure to negotiate would be inconsistent with its duties. Once a third party proposal is received, BRE must notify Essex within 24 hours following receipt of the proposal and keep Essex informed of the status and terms of the proposal and associated negotiations.

Table of Contents

Index to Financial Statements

BRE may withdraw or modify its recommendation to BRE stockholders with respect to the merger, and enter into an agreement to consummate a competing transaction with a third party if the BRE Board determines in good faith that the competing proposal is more favorable to BRE stockholders and if BRE, in connection with terminating the merger agreement, pays a \$170 million termination fee to Essex. Prior to any such termination, BRE generally must provide Essex with notice at least three business days prior to such termination and an opportunity to revise the terms of the merger agreement to make the competing proposal no longer more favorable to BRE stockholders. In very limited circumstances, the BRE Board has a right to withdraw or modify its recommendation to BRE stockholders in the absence of a competing proposal, if following an unexpected event the failure to do so would be inconsistent with the duties of the BRE Board.

For more information regarding the limitations on BRE and the BRE Board to consider other competing proposals, see *The Merger Agreement Covenants and Agreements No Solicitation of Transactions* beginning on page 135.

Termination of the Merger Agreement (See page 142)

The merger agreement may be terminated at any time before the effective time of the merger by the mutual consent of Essex and BRE in a written instrument, even after approval of BRE stockholders or approval of Essex stockholders.

In addition, the merger agreement may also be terminated prior to the effective time of the merger by either BRE or Essex under the following conditions, each subject to certain exceptions:

a governmental authority of competent jurisdiction has issued a final, non-appealable order, decree or ruling permanently restraining, enjoining or otherwise prohibiting the merger or the other transactions contemplated by the merger agreement;

the merger has not been consummated on or before June 17, 2014;

there has been a breach by the other party of any of the covenants or agreements or any of the representations, warranties, covenants or agreements set forth in the merger agreement on the part of such other party, which breach, (i) in the case of BRE, either individually or in the aggregate, would result in, if occurring or continuing on the closing date, the failure of certain closing conditions to be satisfied, and (ii) in the case of Essex or Merger Sub, would reasonably be expected to prevent, or materially impair or delay, the ability of either Essex or Merger Sub to perform its obligations under the merger agreement, or to consummate the merger and the other transactions contemplated by the merger agreement;

stockholders of BRE failed to approve the merger and the other transactions contemplated by the merger agreement at a duly convened special meeting; or

stockholders of Essex failed to approve the issuance of shares of Essex common stock as merger consideration at a duly convened special meeting.

The merger agreement may also be terminated by Essex prior to the approval of the merger by BRE stockholders, (i) if BRE has withdrawn or modified its recommendation to BRE stockholders with respect to the merger, (ii) if the BRE Board approves or recommends a competing transaction, (iii) if BRE fails to include in the joint proxy statement the recommendation of the BRE Board of the approval of the merger, (iv) if a tender offer or exchange offer for 20% or more of the outstanding shares of capital stock of BRE is commenced, and the BRE Board does not recommend against acceptance of the offer within ten business days following its commencement, (v) if BRE has materially breached its obligations under non-solicitation provisions of the merger agreement, or (vi) if BRE publicly announces its intention to do any of the above.

Table of Contents

Index to Financial Statements

The merger agreement may also be terminated by BRE at any time prior to the approval of the merger by BRE stockholders, in order to enter into an alternative acquisition agreement with respect to a competing proposal that the BRE Board determines is more favorable to BRE stockholders than the merger; provided, that BRE must concurrently pay the \$170 million termination fee as described under The Merger Agreement Termination of the Merger Agreement Termination Fee and Expenses Payable by BRE to Essex.

For more information regarding the rights of Essex and BRE to terminate the merger agreement, see The Merger Agreement Termination of the Merger Agreement beginning on page 142.

Termination Fee and Expenses (See page 143)

Generally, all fees and expenses incurred in connection with the merger and the transactions contemplated by the merger agreement will be paid by the party incurring those fees and expenses. However, if the merger agreement is terminated because BRE accepts a competing proposal, BRE will be required to pay Essex a \$170 million termination fee. If either party fails to obtain the approval of its stockholders, such party may be obligated to pay the other reasonable documented out-of-pocket expenses actually incurred up to a maximum of \$10 million.

For more information regarding the termination fee and expense reimbursement, see The Merger Agreement Termination of the Merger Agreement Termination Fee and Expenses Payable by BRE to Essex beginning on page 143 and The Merger Agreement Termination of the Agreement Expenses Payable by Essex to BRE beginning on page 144.

Litigation Relating to the Merger (See page 126)

Since the announcement of the merger agreement on December 19, 2013, three putative class action and shareholder derivative actions have been filed on behalf of alleged BRE stockholders and/or BRE itself in the Circuit Court for Baltimore City, Maryland, under the following captions: *Sutton v. BRE Properties, Inc., et al.*, No. 24-C-13-008425, filed December 23, 2013; *Applegate v. BRE Properties, Inc., et al.*, No. 24-C-14-00002, filed December 30, 2013; and *Lee v. BRE Properties, Inc., et al.*, No. 24-C-14-00046, filed January 3, 2014.

All of these complaints name as defendants BRE, the BRE Board, Essex, and Merger Sub, and allege that the BRE Board breached its fiduciary duties to BRE's stockholders and/or to BRE itself, and that the merger involves an unfair price, an inadequate sales process, and unreasonable deal protection devices that purportedly preclude competing offers. The complaints further allege that Essex, Merger Sub, and, in some cases, BRE aided and abetted those alleged breaches of duty. The complaints seek injunctive relief, including enjoining or rescinding the merger, and an award of other unspecified attorneys' and other fees and costs, in addition to other relief.

On February 7, 2014, Plaintiffs filed identical amended complaints in the three pending actions. The amended complaints add allegations that disclosures relating to the proposed merger in the joint proxy statement/prospectus filed with the SEC on January 29, 2014 are inadequate.

Material U.S. Federal Income Tax Consequences of the Merger (See page 103)

BRE and Essex intend that the merger of BRE with and into Merger Sub will qualify as a reorganization within the meaning of Section 368(a) of the Code. The closing of the merger is conditioned on the receipt by each of Essex and BRE of an opinion from its respective counsel to the effect that the merger will qualify as a reorganization within the

meaning of Section 368(a) of the Code. Assuming that the merger qualifies as a reorganization, U.S. holders of shares of BRE common stock generally will only recognize gain for U.S. federal

Table of Contents

Index to Financial Statements

income tax purposes to the extent of the cash consideration received in the merger and the cash received in lieu of fractional shares of Combined Company common stock, and will not recognize any loss in connection with the merger.

For further discussion of the material U.S. federal income tax consequences of the merger and the ownership of common stock of the Combined Company, see *The Merger* Material U.S. Federal Income Tax Consequences of the Merger beginning on page 103.

Holders of shares of BRE common stock should consult their tax advisors to determine the tax consequences to them (including the application and effect of any state, local or non-U.S. income and other tax laws) of the merger.

Material U.S. Federal Income Tax Consequences of the Asset Sale and Special Distribution (See page 107)

For U.S. federal income tax purposes, it is intended that (a) the Asset Sale be treated as a taxable sale by BRE of the assets subject to the Asset Sale, and (b) the Special Distribution be treated as a dividend distribution to holders of shares of BRE common stock to the extent of BRE's current and accumulated earnings and profits.

Notwithstanding the intended U.S. federal income tax treatment described above, the federal income tax treatment of the Asset Sale and Special Distribution is not entirely clear. It is possible that the Internal Revenue Service, or the IRS, could treat all or a portion of the Special Distribution as additional cash consideration in the merger.

For further discussion of the material U.S. federal income tax consequences of the Asset Sale and the Special Distribution, see *The Merger* Material U.S. Federal Income Tax Consequences of the Merger Asset Sale and Special Distribution beginning on page 107.

Accounting Treatment of the Merger (See page 125)

Essex prepares its financial statements in accordance with U.S. generally accepted accounting principles, which we refer to as GAAP. The merger will be accounted for by applying the acquisition method. See *The Merger* Accounting Treatment.

Comparison of Rights of Stockholders of Essex and Stockholders of BRE (See page 184)

If the merger is consummated, stockholders of BRE will become stockholders of the Combined Company. The rights of BRE stockholders are currently governed by and subject to the provisions of the MGCL, and the charter and bylaws of BRE. Upon consummation of the merger, the rights of the former BRE stockholders who receive shares of Essex common stock in the merger will be governed by the MGCL and the Essex charter and bylaws, rather than the charter and bylaws of BRE. In particular, as is typical for REITs to protect their status as a REIT, the Essex charter provides that, with limited exceptions, no person may beneficially own, or be deemed to beneficially own by virtue of the attribution provisions of the Code, more than 6.0% of the outstanding shares of Essex's capital stock (which limit may be adjusted by the Essex Board up to 9.9%).

For a summary of certain differences between the rights of Essex stockholders and BRE stockholders, see *Comparison of Rights of stockholders of Essex and Stockholders of BRE* beginning on page 184.

Table of Contents

Index to Financial Statements

Selected Historical Financial Information of Essex

The following selected historical financial information for each of the years during the three-year period ended December 31, 2012 and the selected balance sheet data as of December 31, 2012 and 2011 have been derived from Essex's audited consolidated financial statements contained in its Annual Report on Form 10-K filed with the SEC on February 25, 2013, which has been incorporated into this joint proxy statement/prospectus by reference. The selected historical financial information for each of the years ended December 31, 2010, 2009 and 2008 and as of December 31, 2010, 2009 and 2008 has been derived from Essex's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference.

The selected historical financial information for each of the nine-month periods ended September 30, 2013 and 2012, and as of September 30, 2013 has been derived from Essex's unaudited condensed consolidated financial statements contained in Essex's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, which has been incorporated into this joint proxy statement/prospectus by reference. The selected historical financial information as of September 30, 2012 has been derived from Essex's unaudited consolidated financial statements contained in Essex's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, which has not been incorporated into this joint proxy statement/prospectus by reference. In Essex's opinion, such unaudited financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the interim September 30, 2013 financial information. Interim results for the nine months ended and as of September 30, 2013 are not necessarily indicative of, and are not projections for, the results to be expected for the fiscal year ending December 31, 2013.

Table of Contents**Index to Financial Statements**

You should read this selected historical financial information together with the financial statements included in reports that are incorporated by reference in this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of operations and financial condition of Essex contained in such reports.

	Nine Months Ended September 30,		Years Ended December 31,				
	2013	2012	2012	2011	2010	2009	2008
	(\$ in thousands, except per share amounts)						
OPERATING DATA:							
REVENUES							
Rental and other property	\$ 448,318	\$ 388,642	\$ 531,936	\$ 465,713	\$ 405,728	\$ 401,550	\$ 397,673
Management and other fees from affiliates	9,139	8,312	11,489	6,780	4,551	4,325	5,166
	457,457	396,954	543,425	472,493	410,279	405,875	402,839
EXPENSES							
Property operating expenses	145,642	127,154	174,088	159,234	143,164	137,457	130,328
Depreciation	143,320	125,137	170,592	151,428	128,221	116,540	108,221
General and administrative	18,925	16,440	23,307	20,694	23,255	24,966	24,725
Cost of management and other fees	5,047	4,893	6,513	4,610	2,707	3,096	2,959
Impairment and other charges					2,302	13,084	650
	312,934	273,624	374,500	335,966	299,649	295,143	266,883
Earnings from operations	144,523	123,330	168,925	136,527	110,630	110,732	135,956
Interest expense before amortization expense	(77,724)	(74,380)	(100,244)	(91,694)	(82,756)	(81,196)	(78,203)
Amortization expense	(8,937)	(8,681)	(11,644)	(11,474)	(4,828)	(4,820)	(6,860)
Interest and other income	9,326	10,869	13,833	17,139	27,841	13,040	11,337
Equity income (loss) from co-investments	52,295	8,998	41,745	(467)	(1,715)	670	7,820
Gain on remeasurement of co-investment		21,947	21,947				
Gain (loss) on early retirement of debt	846	(2,661)	(5,009)	(1,163)	(10)	4,750	3,997
Gain on the sales of real estate	1,503					103	4,578
Income before discontinued operations	121,832	79,422	129,553	48,868	49,162	43,279	78,625
Income from discontinued	13,321	10,528	10,037	8,648	1,620	10,460	5,770

operations

Net income	135,153	89,950	139,590	57,516	50,782	53,739	84,395
Net income attributable to noncontrolling interest	(12,112)	(9,827)	(14,306)	(10,446)	(14,848)	(16,631)	(22,255)
Net income attributable to controlling interest	123,041	80,123	125,284	47,070	35,934	37,108	62,140
Dividends to preferred stockholders	(4,104)	(4,104)	(5,472)	(4,753)	(2,170)	(4,860)	(9,241)
Excess (deficit) of the carrying amount of preferred stock redeemed over the cash paid to redeem preferred stock				(1,949)		49,952	
Net income available to common stockholders	\$ 118,937	\$ 76,019	\$ 119,812	\$ 40,368	\$ 33,764	\$ 82,200	\$ 52,899
Per share data:							
Basic:							
Income before discontinued operations available to common stockholders	\$ 2.86	\$ 1.90	\$ 3.15	\$ 0.99	\$ 1.09	\$ 2.66	\$ 1.88
Net income available to common stockholders	\$ 3.20	\$ 2.19	\$ 3.42	\$ 1.24	\$ 1.14	\$ 3.01	\$ 2.10
Weighted average common stock outstanding	37,207	34,736	35,032	32,542	29,667	27,270	25,205
Diluted:							
Income before discontinued operations available to common stockholders	\$ 2.85	\$ 1.90	\$ 3.14	\$ 0.99	\$ 1.09	\$ 2.56	\$ 1.87
Net income available to common stockholders	\$ 3.19	\$ 2.18	\$ 3.41	\$ 1.24	\$ 1.14	\$ 2.91	\$ 2.09
Weighted average common stock outstanding	37,926	34,834	35,125	32,629	29,734	29,747	25,347
Cash dividend per common share	\$ 3.63	\$ 3.30	\$ 4.40	\$ 4.16	\$ 4.13	\$ 4.12	\$ 4.08

Table of Contents**Index to Financial Statements**

	As of September 30,			As of December 31,			
	2013	2012	2012	2011	2010	2009	2008
	(\$ in thousands)						
BALANCE SHEET DATA:							
Investment in rental properties (before accumulated depreciation)	\$ 5,294,912	\$ 4,757,664	\$ 5,033,672	\$ 4,313,064	\$ 3,964,561	\$ 3,412,930	\$ 3,279,788
Net investment in rental properties	4,080,820	3,720,001	3,952,155	3,393,038	3,189,008	2,663,466	2,639,762
Real estate under development	45,804	60,020	66,851	44,280	217,531	274,965	272,273
Total assets	5,085,602	4,534,672	4,847,223	4,036,964	3,732,887	3,254,637	3,164,823
Total secured indebtedness	1,495,521	1,571,821	1,565,599	1,745,858	2,082,745	1,832,549	1,588,931
Total unsecured indebtedness	1,409,883	962,008	1,253,084	615,000	176,000	14,893	165,457
Cumulative convertible preferred stock	4,349	4,349	4,349	4,349	4,349	4,349	145,912
Cumulative redeemable preferred stock	73,750	73,750	73,750	73,750	25,000	25,000	25,000
Stockholders equity	1,880,200	1,665,693	1,764,804	1,437,527	1,149,946	1,053,096	852,227
	Nine Months Ended			Years Ended December 31,			
	2013	2012	2012	2011	2010	2009	2008
OTHER DATA:							
Funds from operations:							
Net income available to common stockholders	\$ 118,937	76,019	119,812	40,368	33,764	82,200	52,899
Adjustments:							
Depreciation and amortization	143,662	125,669	170,686	152,543	129,711	118,522	113,293
Gains not included in FFO, net of internal disposition costs	(51,410)	(31,730)	(60,842)	(7,543)		(7,943)	(7,849)
	17,398	15,367	21,194	14,804	7,893	7,607	9,181

Depreciation add
back from
unconsolidated
co-investments
and other, net

Funds from operations (1)	\$ 228,587	185,325	250,850	200,172	171,368	200,386	167,524
Core funds from operations (Core FFO)(2)	\$ 223,061	185,941	254,996				