

Section 1: 8-K (8-K)

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 8, 2019 (August 7, 2019)

MID-AMERICA APARTMENT COMMUNITIES, INC.
MID-AMERICA APARTMENTS, L.P.

(Exact Name of Registrant as Specified in Charter)

Tennessee
Tennessee
(State or Other Jurisdiction
of Incorporation)

001-12762
333-190028-01
(Commission
File Number)

62-1543819
62-1543816
(I.R.S. Employer
Identification No.)

6815 Poplar Avenue, Suite 500, Germantown, Tennessee
(Address of principal executive offices)

38138
(Zip Code)

(901) 682-6600
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share (Mid-America Apartment Communities, Inc.)	MAA	New York Stock Exchange
8.50% Series I Cumulative Redeemable Preferred Stock, \$.01 par value per share	MAA^I	New York Stock Exchange

(Mid-AmericaApartment Communities, Inc.)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On August 7, 2019, Mid-America Apartments, L.P. (the “Operating Partnership”) issued and sold \$250,000,000 in aggregate principal amount of its 3.950% Senior Notes due 2029 (the “Notes”). The terms of the Notes are governed by the indenture dated as of May 9, 2017 (the “Indenture”) between the Operating Partnership and U.S. Bank National Association, as trustee, as amended and supplemented by the third supplemental indenture dated as of March 7, 2019 (the “Supplemental Indenture”) between the Operating Partnership and U.S. Bank National Association, as trustee. The Notes were issued as additional notes under the Indenture and the Supplemental Indenture pursuant to which the Operating Partnership previously issued \$300,000,000 aggregate principal amount of its 3.950% Senior Notes due 2029 on March 7, 2019 (the “Initial Notes”). The Notes will be treated as a single series of securities with the Initial Notes under the Indenture and Supplemental Indenture and will have the same CUSIP number as, and be fungible with, the Initial Notes.

The Notes bear interest at 3.950% per annum. Interest is payable semi-annually in arrears on each March 15 and September 15, commencing on September 15, 2019. The Notes will mature on March 15, 2029.

At any time prior to December 15, 2028 (three months prior to the maturity date of the Notes), the Operating Partnership will have the right, at its option, to redeem the Notes, in whole or in part, at any time and from time to time, by paying a “make-whole” premium, plus accrued and unpaid interest to, but not including, the date of redemption. In addition, on or after December 15, 2028, the Operating Partnership will have the right, at its option, to redeem the Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but not including, the date of redemption.

Upon the occurrence of an event of default with respect to the Notes, which includes payment defaults, defaults in the performance of certain covenants, and bankruptcy and insolvency related defaults, the Operating Partnership’s obligations under the Notes may be accelerated, in which case the entire principal amount of the Notes would be immediately due and payable.

The foregoing description of the Notes is qualified in its entirety by the full text of the Supplemental Indenture which is included as [Exhibit 4.2](#) to the Operating Partnership’s Current Report on Form 8-K filed on March 7, 2019 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Indenture, dated as of May 9, 2017, by and between Mid-America Apartments, L.P. and U.S. Bank National Association (filed as Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on May 9, 2017 and incorporated herein by reference)
4.2	Third Supplemental Indenture, dated as of March 7, 2019, by and between Mid-America Apartments, L.P. and U.S. Bank National Association (filed as Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed on March 7, 2019 and incorporated herein by reference)
5.1	Opinion of Bass, Berry & Sims PLC
23.1	Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURES

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

MID-AMERICAAPARTMENT COMMUNITIES, INC.

Date: August 8, 2019

By: /s/ Albert M. Campbell, III
Albert M. Campbell, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

MID-AMERICAAPARTMENTS, L.P.

Date: August 8, 2019

By: Mid-AmericaApartment Communities, Inc.,

its general partner

By: /s/ Albert M. Campbell, III
Albert M. Campbell, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

[\(Back To Top\)](#)

Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

BASS BERRY + SIMS_{INC.}

The Tower at Peabody Place
100 Peabody Place, Suite 1300
Memphis, TN 38103-3672
(901) 543-5900

August 7, 2019

Mid-America Apartment Communities, Inc.
6815 Poplar Avenue, Suite 500
Germantown, TN 38138

Re: Mid-America Apartments, L.P. 3.950% Senior Notes due 2029

Ladies and Gentlemen:

We have acted as counsel to Mid-America Apartments, L.P., a Tennessee limited partnership (the “Operating Partnership”) and majority-owned subsidiary of Mid-America Apartment Communities, Inc., a Tennessee corporation (the “Company”), in connection with the issuance and sale of \$250,000,000 aggregate principal amount of the Operating Partnership’s 3.950% Senior Notes due 2029 (the “Notes”) pursuant to (i) an Indenture dated as of May 9, 2017 (the “Base Indenture”), as amended and supplemented by a Third Supplemental Indenture dated as of March 7, 2019 (the “Third Supplemental Indenture”; the Base Indenture, as amended and supplemented by the Third Supplemental Indenture, is hereinafter called the “Indenture”), each between the Operating Partnership and U.S. Bank National Association, as trustee (the “Trustee”), (ii) the Underwriting Agreement dated August 5, 2019 (the “Underwriting Agreement”) among the Operating Partnership and Wells Fargo Securities, LLC, Citigroup Global Markets Inc., Jeffries LLC, J.P. Morgan Securities LLC and U.S. Bancorp Investments, Inc., as representatives of the several underwriters listed in Schedule I thereto (the “Underwriters”), and (iii) a prospectus supplement dated August 5, 2019 (the “Prospectus Supplement”) and the accompanying base prospectus dated September 27, 2018 (the “Base Prospectus” and collectively with the Prospectus Supplement, the “Prospectus”) that form part of the Company’s and the Operating Partnership’s effective registration statement on Form S-3 (Registration No. 333-227553 and Registration No. 333-227553-01) (the “Registration Statement”) filed with the Securities and Exchange Commission (“Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). The Notes will be issued as additional notes under the Indenture pursuant to which the Operating Partnership previously issued \$300,000,000 aggregate principal amount of 3.950% Senior Notes due 2029 on March 7, 2019. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the Prospectus, other than as expressly stated herein with respect to the issuance of the Notes.

We have examined the Registration Statement, the Prospectus, the Underwriting Agreement, the Indenture and the Notes. We also have examined the originals, or duplicates or certified or conformed copies, of such corporate and other records, agreements, documents and other instruments as we have deemed relevant and necessary in connection with the opinion hereinafter set forth. As to questions of fact material to this opinion, we have relied, without independent verification or investigation, upon the representations and warranties made by the parties in the Indenture and the Underwriting Agreement, and upon certificates or comparable documents of public officials and of officers and representatives of the Company and the Operating Partnership.

bassberry.com

In rendering the opinions set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents. We also have assumed that the Indenture is the valid and legally binding obligation of the Trustee.

Based on the foregoing and the other matters set forth herein, it is our opinion that, when the Notes have been duly executed, issued, and authenticated in accordance with the terms of the Indenture and delivered against payment therefor in accordance with the Underwriting Agreement, the Notes will be valid and binding obligations of the Operating Partnership, enforceable against the Operating Partnership in accordance with their terms.

Our opinion rendered in the above paragraph is subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer and other similar laws now or hereafter in effect relating to or affecting creditors' rights and remedies generally; and (ii) the effect of general principles of equity (including, without limitation, laches and estoppel as equitable defenses, concepts of materiality, reasonableness, good faith and fair dealing, matters of public policy, the possible unavailability of specific performance, injunctive relief and other equitable remedies, the discretion of the court before which a proceeding is brought, and considerations of impracticability or impossibility of performance and defenses based upon unconscionability), regardless of whether considered in a proceeding at law or in equity.

Our opinion as set forth herein is limited to the laws of the State of New York and the laws of the State of Tennessee. No opinion is given regarding the laws of any other jurisdiction.

This letter speaks as of the date hereof. We disclaim any obligation to provide any subsequent opinion or advice by reason of any future changes or events which may affect or alter any opinion rendered herein. Our opinion is limited to the matters stated herein, and no opinion is to be implied or inferred beyond the matters stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Company's and Operating Partnership's Current Report on Form 8-K dated August 7, 2019 and to the reference to this firm under the caption "Legal Matters" in the Prospectus constituting a part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the Commission's rules and regulations thereunder.

Very truly yours,

/s/ Bass, Berry & Sims PLC

[\(Back To Top\)](#)