

Armada Hoffler Properties, Inc.  
Form 8-K  
June 19, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 18, 2014**

**ARMADA HOFFLER PROPERTIES, INC.**

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

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-35908**  
**(Commission**

**File Number)**

**46-1214914**  
**(IRS Employer**

**Identification No.)**

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**222 Central Park Avenue, Suite 2100**

**Virginia Beach, Virginia**  
**(Address of principal executive offices)**

**23462**  
**(Zip Code)**

**Registrant's telephone number, including area code: (757) 366-4000**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 18, 2014, Armada Hoffler Properties, Inc. (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting). The Company's stockholders approved all of the proposals presented at the Annual Meeting, which are described in detail in the Company's Definitive Proxy Statement on Schedule 14A that was filed with the Securities and Exchange Commission on April 29, 2014 (the Proxy Statement). Holders of 18,067,975 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting.

The following are the voting results of the proposals submitted to the Company's stockholders at the Annual Meeting:

Proposal 1: To elect the eight director nominees named in the Proxy Statement.

| <b>Director Nominee</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------|-----------------|-------------------------|
| George F. Allen         | 12,833,766 | 118,791         | 5,115,418               |
| James A. Carroll        | 12,848,616 | 103,941         | 5,115,418               |
| James C. Cherry         | 12,848,516 | 104,041         | 5,115,418               |
| Louis S. Haddad         | 12,781,499 | 171,058         | 5,115,418               |
| Daniel A. Hoffler       | 12,420,701 | 531,856         | 5,115,418               |
| A. Russell Kirk         | 12,230,620 | 721,937         | 5,115,418               |
| Joseph W. Prueher       | 12,861,612 | 90,945          | 5,115,418               |
| John W. Snow            | 12,842,562 | 109,995         | 5,115,418               |

Proposal 2: To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2014.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 17,754,425 | 302,742        | 10,808             |

**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.

**ARMADA HOFFLER PROPERTIES, INC.**

Dated: June 19, 2014

By: /s/ Eric L. Smith  
Eric L. Smith  
Vice President of Operations and Secretary