

ACADIA REALTY TRUST
Form 8-K
November 08, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): November 2, 2011

ACADIA REALTY TRUST
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|--|
| Maryland (State or other jurisdiction of incorporation) | 1-12002 (Commission File Number) | 23-2715194 (I.R.S. Employer Identification No.) |
|---|-------------------------------------|--|

1311 Mamaroneck Avenue
Suite 260
White Plains, New York 10605
(Address of principal executive offices) (Zip Code)

(914) 288-8100
(Registrant's telephone number, including area code)

N/A
(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 8.01 Other Events.

On November 2, 2011, Acadia Realty Trust (the “Company”) announced that it commenced an underwritten public offering (the “Offering”) of its common shares of beneficial interest (“Common Shares”). A copy of that press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On November 3, 2011, the Company issued a press release announcing the pricing of the Offering. A copy of that press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

On November 3, 2011, the Company entered into an underwriting agreement (the “Underwriting Agreement”) with Barclays Capital Inc. (the “Underwriter”), pursuant to which the Company agreed to sell to the Underwriter 2,250,000 Common Shares at a net price of \$19.94 per Common Share. Additionally, the Company granted to the Underwriter a 30-day option to purchase up to an additional 337,500 Common Shares to cover additional purchases of Common Shares. The 2,250,00 Common Shares were offered and sold pursuant to a prospectus supplement, dated November 3, 2011 and related prospectus, dated April 9, 2009, relating to the Company’s shelf registration statement on Form S-3 (File No. 333-157886). A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

On November 8, 2011, the Company and the Underwriter closed the offering and Venable LLP delivered its legality opinion with respect to the Common Shares to be issued in the Offering. A copy of the legality opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|--|
| 1.1 | Underwriting Agreement, dated November 3, 2011, by and among Acadia Realty Trust and Barclays Capital Inc. |
| 5.1 | Opinion of Venable LLP as to legality of the securities |
| 23.1 | Consent of Venable LLP (included in Exhibit 5.1) |
| 99.1 | Press Release dated November 2, 2011. |
| 99.2 | Press Release dated November 3, 2011. |

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.

ACADIA REALTY TRUST

Date: November 8, 2011

By: /s/ Michael Nelsen
Name: Michael Nelsen
Title: Senior Vice President and Chief Financial Officer
