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

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**FORM 8-K**

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**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 3, 2014

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**ARMADA HOFFLER PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

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Maryland  
(State or other jurisdiction  
of incorporation)

001-35908  
(Commission  
File Number)

46-1214914  
(IRS Employer  
Identification No.)

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)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

On June 4, 2014, Armada Hoffer Properties, Inc. (the "Company") will be presenting at REITWeek 2014: NAREIT's Investor Forum in New York, NY. A copy of the presentation materials is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The Company also has made the presentation materials available on the Investor Relations section of its website at [www.ArmadaHoffer.com](http://www.ArmadaHoffer.com).

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>No.</u>	<u>Description</u>
99.1	June 2014 NAREIT Investor Forum presentation materials.

**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 3, 2014

By: /s/ Eric L. Smith

Eric L. Smith

Vice President of Operations and Secretary

**EXHIBIT INDEX**

Exhibit  
No.

Description

99.1

June 2014 NAREIT Investor Forum presentation materials.



# REITWeek: NAREIT's Investor Forum

June 2014



# Forward Looking Statement

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This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). In particular, statements pertaining to our capital resources, portfolio performance, results of operations and development pipeline contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our funds from operations, core funds from operations, adjusted funds from operations, funds available for distribution and net operating income are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates” or “anticipates” or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and the Company may not be able to realize them. The Company does not guarantee that the transactions and events described will happen as described (or that they will happen at all). For further discussion of risk factors and other events that could impact our future results, please refer to the section entitled “Risk Factors” in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”), and the documents subsequently filed by us from time to time with the SEC.

# A Different Kind of REIT

**>6%**  
yield

**\$1.4B**  
assets  
developed

**~\$150M**  
development pipeline  
every ~2 years

**35**  
years

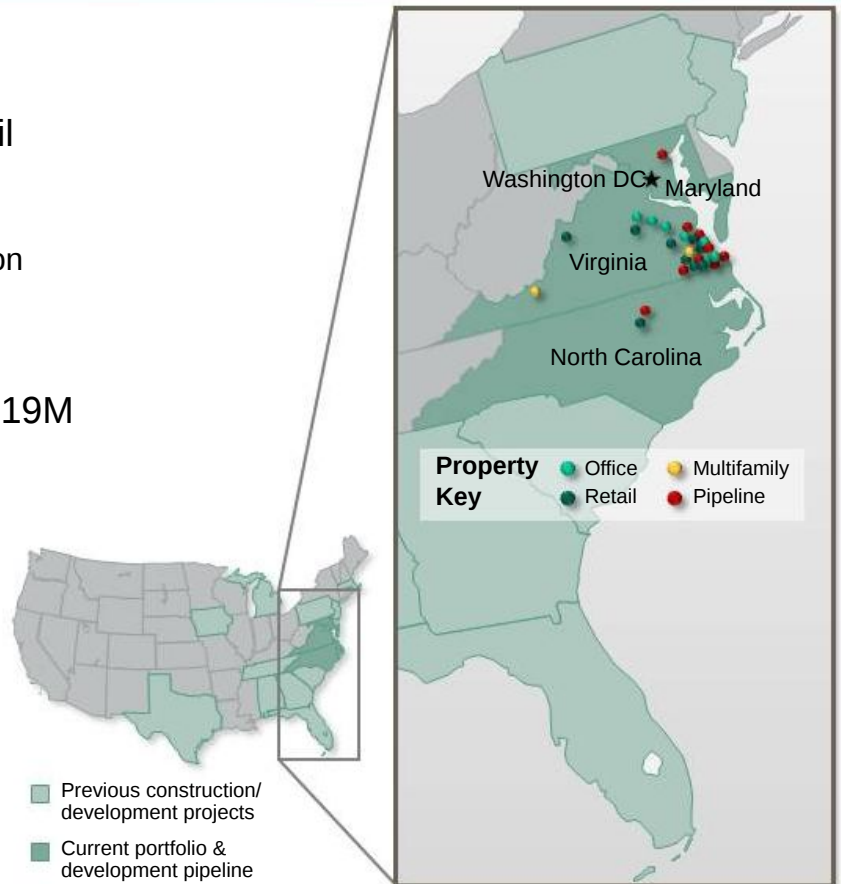
**Unique**  
business  
model

**ARMADA HOFFLER**  
PROPERTIES

**Solid Dividend Yield Today**  
**Powerful Growth Engine for Tomorrow**

# At a Glance

- Full-service REIT focused on institutional grade office, retail and multifamily properties
  - 25 properties
  - focused on Mid-Atlantic region
- Diversified portfolio
- NYSE: AHH, market cap ~\$319M as of 5/28/14
- Enterprise value > \$600M
- Management and prior owners own ~40%





# Why Our Core Market is Attractive

## Virginia

- AAA Bond rating maintained since 1938, longer than any other state
- Corporate income tax of 6% not increased since 1972



“America’s Top State for Business – 2011”



## Hampton Roads

- 33<sup>rd</sup> largest MSA in the country
- Only East Coast port with 50’ deep and unobstructed sea lanes and channels



“Virginia Beach – 2<sup>nd</sup> Most Business-Friendly City in America”  
– June 2013



## Virginia Beach

- Government named *Best-run City in U.S.* (Wall Street Journal, Jan. 2012)
- 2012 Tourism revenue \$1.28 Billion



“Virginia is One of the Best States for Business”



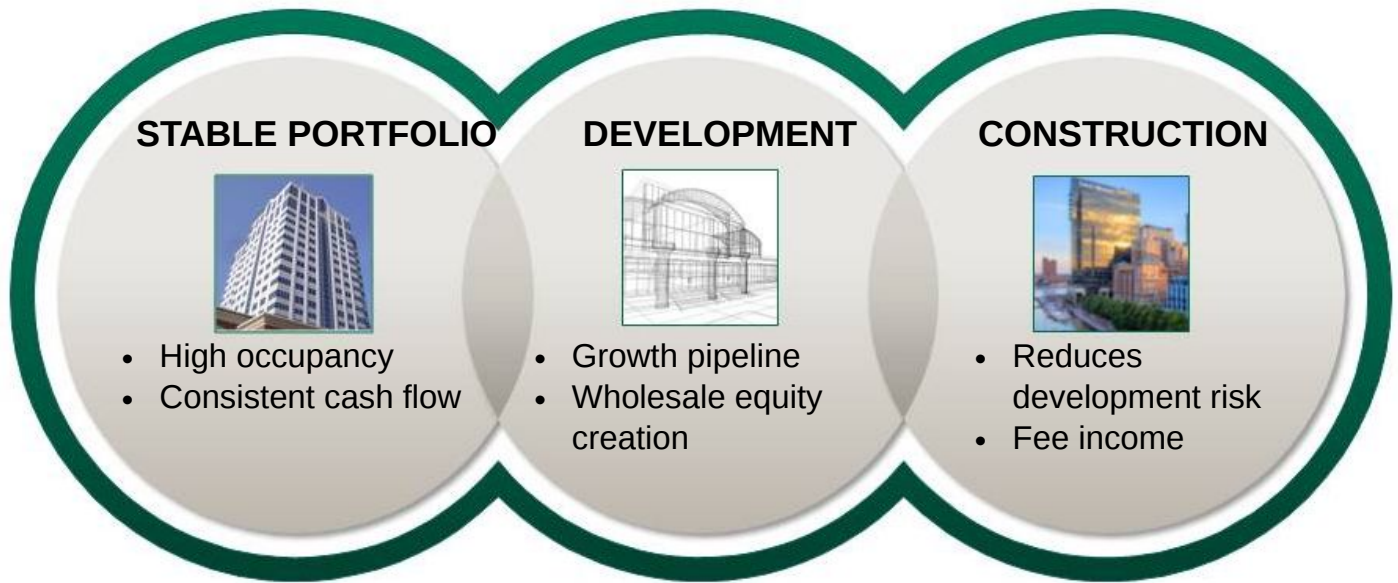
# Hampton Roads Metropolitan Area –Stable, Growing, Diversified

- ✓ 65% of NOI from operating portfolio falls within this area
- ✓ Top 3 largest cities in Virginia within Hampton Roads MSA
  - Virginia Beach #1, Norfolk #2, Chesapeake #3
- ✓ Highly skilled labor pool
  - unemployment rate of 5.3% versus U.S. national rate of 6.5% (December 2013)
- ✓ Unique economic growth driver –one of two ports prepared for Post-Panamax ships
  - shipping, warehousing, distribution
  - defense and defense-related industries




# Unique Integrated Business Model

## ADVANTAGE Delivers Sustainable Low Risk Growth




# Integrated Model – Delivers Unique Advantages




- Diversified portfolio allows AHH to be opportunistic 


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- Assets developed at wholesale cost – creates equity 


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- Low risk – 50-60% leased prior to breaking ground 


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- Spread between return on cost and market cap rates of 100-200 basis points 

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- Focus on assets at “main and main” at secondary and tertiary Mid-Atlantic markets 

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- Construction Division 
  - Projects brand strength, drives opportunity, and mitigates development risk
  - Fees from integrated construction business are consistently profitable

# Our Integrated Model in Action – Virginia Beach Town Center

- Transformative central business district development with \$500M developed since 2000 exclusively by Armada Hoffer
  - City of Virginia Beach has contributed \$150M
  - 51% of tenants are new to City of Virginia Beach
  - 34% of tenants are new to Hampton Roads
  - Visited by 63% of summer visitors
- Executed in close collaboration with the City of Virginia Beach
- On-going, 17-block, multi-phase development:
  - 436,500 SF Office
  - 300,000 SF Retail
  - 342 Apartments
  - 330 Hotel Rooms
- Additional \$83.7 million of Town Center development included in our identified pipeline

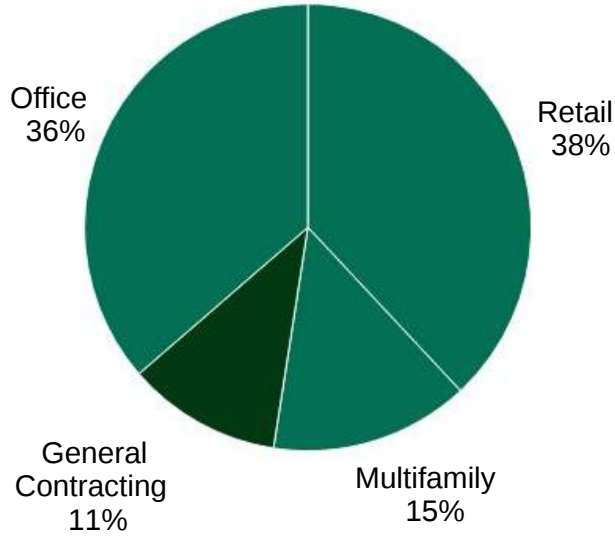


# Multiple Growth Drivers



# Well Balanced Portfolio

## Breakdown of NOI Contribution





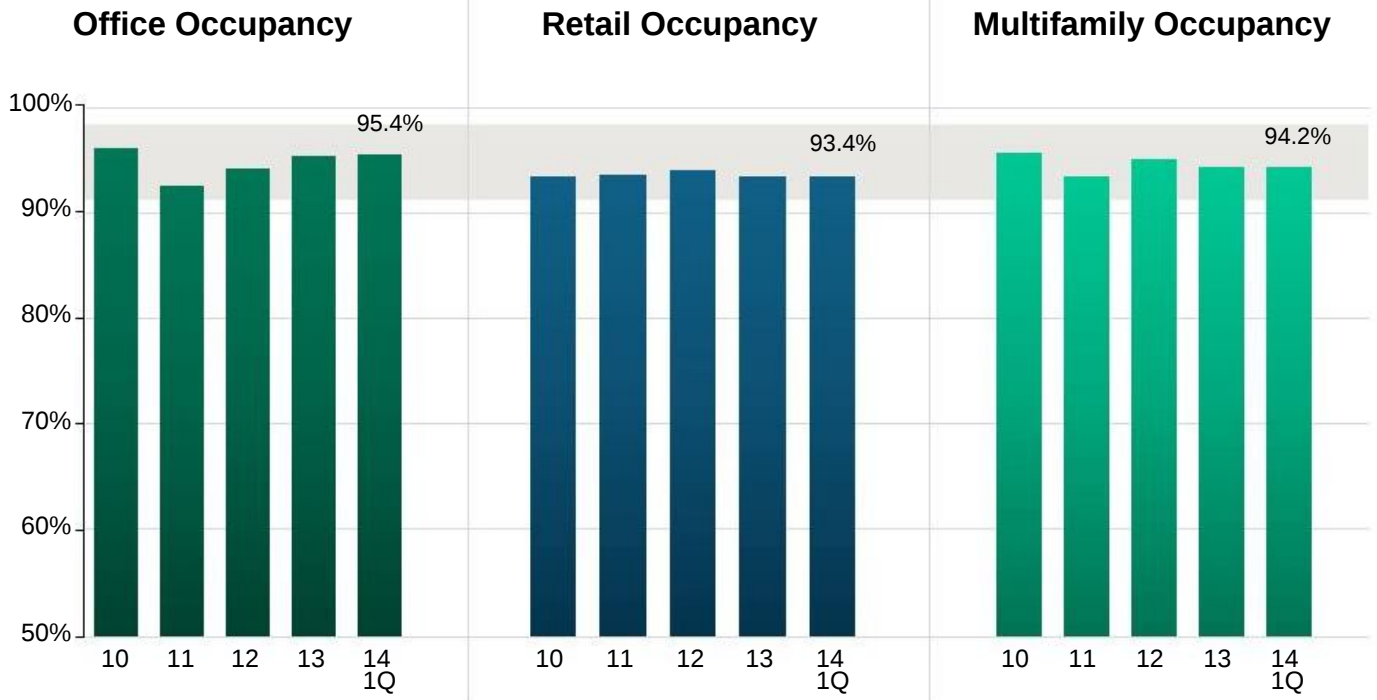
# We Attract the Best Tenants



High quality portfolio



# High Occupancies—Historical Outlook

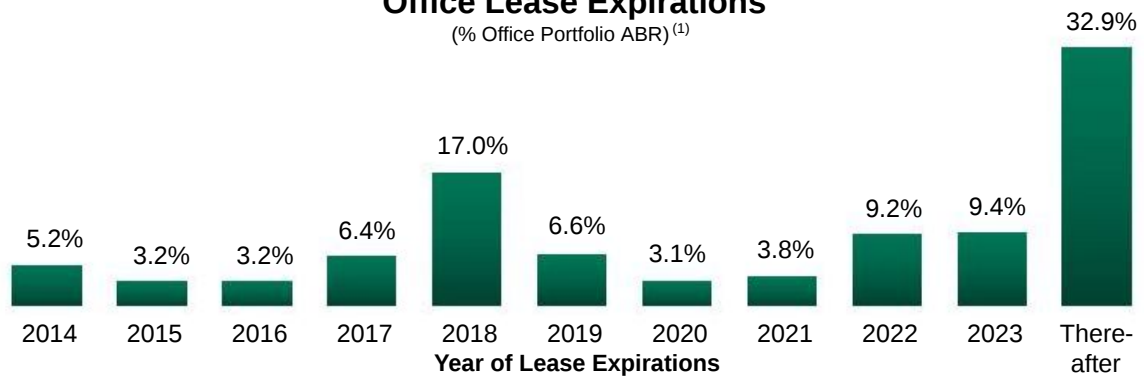


Portfolios managed for long-term, stable cash flow

# Lease Renewals Actively Managed to Reduce Risk

## Office Lease Expirations

(% Office Portfolio ABR)<sup>(1)</sup>



## Retail Lease Terms

(% Retail Portfolio ABR)<sup>(1)</sup>



## 2) Stable Construction Income that Drives Brand Recognition and Opportunities



# Extensive Experience Developing >\$1.4B of Properties

## Examples



2900 K Street,  
Washington DC



The Swedish Embassy,  
Washington DC



249 Central Park Retail,  
Virginia Beach, VA



Hampton University Proton  
Therapy Institute

**Building  
relationships and  
credibility**



Richmond Tower  
Richmond, VA



Smith's Landing  
Blacksburg, VA



Tyre Neck Harris Teeter  
Portsmouth, VA



Mandarin Oriental Hotel,  
Washington DC

# Long Track Record of Successful Public-Private Partnerships



Unique competitive advantage



## 3) DEVELOPMENT PIPELINE

## Our Identified Pipeline – Status Today

\$ in thousands  
As of 3/31/14

Property	Location	Property Type	Estimated Cost	Stabilized Quarter
4525 Main Street	Virginia Beach, VA	Office	\$ 50,000	1Q 2016
Encore Apartments	Virginia Beach, VA	Multifamily	34,000	1Q 2016
Whetstone Apartments	Durham, NC	Multifamily	28,000	1Q 2016
Sandbridge Commons	Virginia Beach, VA	Retail	13,000	2Q 2016
Brooks Crossing	Newport News, VA	Office	8,000	3Q 2015
Greentree Shopping Center	Chesapeake, VA	Retail	6,000	3Q 2016
Liberty Apartments	Newport News, VA	Multifamily	30,700	3Q 2015
Oceanering	Chesapeake, VA	Office	26,000	1Q 2015
Commonwealth of Virginia – Chesapeake	Chesapeake, VA	Office	7,000	1Q 2015
Commonwealth of Virginia – Virginia Beach	Virginia Beach, VA	Office	3,000	1Q 2015
Lightfoot Marketplace	Williamsburg, VA	Retail	24,000	2Q 2017
			<u>\$ 229,700</u>	

# Pipelines Drive Shareholder Value Creation

## A Closer Look at the Identified and Next Generation Pipelines<sup>(1)</sup>

\$ in thousands	Estimated Cost	Estimated Stabilized NOI	Estimated Return on Cost	Projected Value Spread	The Company's Estimated Equity Creation Excluding JV Ownership
Identified Pipeline	\$ 139,000	\$ 11,400	8.20%	125 bps	\$ 23,903
Next Generation Pipeline	\$ 150,000	\$ 12,400	8.27%	150 bps	\$ 33,251
Liberty Apartments	\$ 30,700 <sup>(2)</sup>	\$ 2,000	-		
<b>Estimated Stabilized Value / Weighted Average</b>	<b>\$ 319,700</b>	<b>\$ 25,800</b>	<b>8.24%</b>		<b>\$ 57,154</b>

**Equity creation >\$55M next 3-4 years**



## Execute on Strategic and Opportunistic Acquisitions

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- Properties located within or adjacent to our Mid-Atlantic footprint
- Strong occupancy and stable cash flow
- Credit-quality tenants
- Smooth lease rollover with long-term anchor tenants
- Seller interested in exchanging equity in property for AHH Operating Partnership Units (OP Units)
- Value add opportunities



# First Quarter 2014 Highlights

## Financial

- Funds From Operations (“FFO”) of \$6.5 million, or \$0.20 per diluted share.
- Core FFO of \$7.1 million, or \$0.22 per diluted share.
- Occupancy increased slightly to 94.5%, compared to 94.4% as of December 31, 2013.
- Cash dividend of \$0.16 per share payable on July 10, 2014 to stockholders of record on July 1, 2014.
- Core debt to annualized Core EBITDA -6.9x
- Weighted average interest rate of 3.6% and average loan term to maturity of 9.7 years
- Approximately 46% of debt was fixed as of March 31st but taking into account LIBOR interest rates caps approximately 83% of debt was fixed or hedged.

## Operational

- Eleven properties under development including 675,000 square feet of office and retail space and 686 multifamily units.
- \$165.9 million of new construction contract work, including the Harbor Point project in Baltimore, Maryland, and \$193.3 million of backlog.
- Anthropologie will be opening a 9,000 square foot store at the Town Center of Virginia Beach in the fourth quarter of 2014.
- In May, the Company announced two new development projects, both with the Commonwealth of Virginia, for a total of 47,000 square feet. Both properties will be 100% leased for 12 years starting in early 2015.
- In April, the Company announced Lightfoot Marketplace, a new shopping center in Williamsburg, Virginia that will be anchored by Harris Teeter on a 20-year lease.

## Track Record of Financial Results

\$ in thousands, except per share

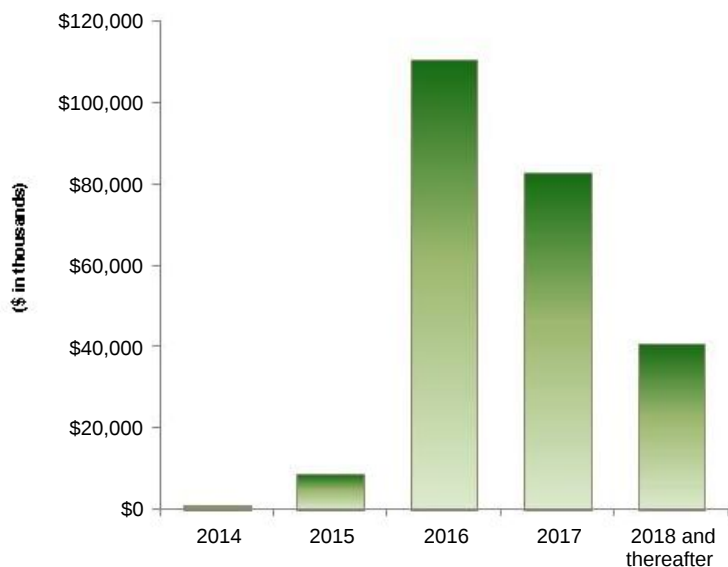
	3Q13	4Q13	1Q14
FFO	\$ 5,185	\$6,652	\$6,475
FFO per share	0.16	0.21	0.20
Core FFO	\$ 6,554	\$7,098	\$7,065
Core FFO per share	0.20	0.22	0.22
AFFO	\$ 6,358	\$6,000	\$6,187
<b>AFFO per share</b>	<b>0.20</b>	<b>0.19</b>	<b>0.19</b>



# FINANCIAL HIGHLIGHTS

## Debt Maturity

\$ in thousands  
As of 3/31/14



### Interest Rate Cap Agreements At or Below 1.50%

Effective Date	Maturity Date	Strike Rate	Notional Amount
May 31, 2012	May 29, 2015	1.09%	\$9,068
September 1, 2013	March 1, 2016	1.50%	40,000
October 4, 2013	April 1, 2016	1.50%	18,500
March 14, 2014	March 1, 2017	1.25%	50,000
Total Interest Rate Caps at or Below 1.50%			<b>\$117,568</b>
Fixed Debt Outstanding			145,729
Total Fixed Interest Rate Debt (including caps)			<b>\$263,297</b>
Fixed Interest Rate Debt as a % of Total			<b>83%</b>

FINANCIAL HIGHLIGHTS  
**2014 Outlook**

	<b>Current Parameters As of May 13, 2014 (1Q14 Earnings Release)</b>	<b>Previous Parameters As of February 20, 2014 (4Q13 Earnings Release)</b>
Total Core FFO (excluding the impact from non-stabilized projects)	In-line with full-year 2013 FFO	In-line with full-year 2013 FFO
Non-stabilized projects negative impact to FFO (excluded from Core FFO)	Approximately \$1.5 million	Approximately \$1.5 million
General & administrative expense	Approximately \$7.8 million	Approximately \$7.8 million
Third party construction company annual segment gross profit	Approximately \$4.0 million	Approximately \$4.0 million



# REITWeek: NAREIT's Investor Forum

June 2014

