

**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 15, 2022

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.)

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))

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, \$0.01 par value per share | AHH | New York Stock Exchange |
| 6.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.01 par value per share | AHHPrA | New York Stock Exchange |

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

On June 15, 2022, Armada Hoffler Properties, Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders (the “Annual Meeting”). The Company’s stockholders voted on three 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 22, 2022 (the “Proxy Statement”). Holders of 62,364,978 shares of the Company’s common stock were present 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 (Election of Directors) — The Company’s stockholders elected the following eight persons as directors of the Company, each to serve as such until the Company’s annual meeting of stockholders to be held in 2023, or until his or her respective successor is duly elected and qualified. The following table sets forth the voting results for each director nominee:

| Director Nominee | For | Against | Broker Non-Votes |
|-------------------------|------------|----------------|-------------------------|
| George F. Allen | 52,745,945 | 3,226,190 | 6,392,843 |
| James A. Carroll | 55,634,857 | 337,278 | 6,392,843 |
| James C. Cherry | 53,475,793 | 2,496,342 | 6,392,843 |
| Louis S. Haddad | 55,619,063 | 353,072 | 6,392,843 |
| Eva S. Hardy | 53,059,683 | 2,912,452 | 6,392,843 |
| Daniel A. Hoffler | 52,285,525 | 3,686,610 | 6,392,843 |
| A. Russell Kirk | 53,044,157 | 2,927,978 | 6,392,843 |
| John W. Snow | 53,895,143 | 2,076,992 | 6,392,843 |

On June 3, 2022, Dorothy S. McAuliffe, who was named as a director nominee in the Proxy Statement, informed the Board of Directors of the Company (the “Board”) of her resignation as a member of the Board, effective immediately. As a result of Ms. McAuliffe's resignation, she was not a nominee for election to the Board at the Annual Meeting. Votes with respect to Ms. McAuliffe were disregarded.

Proposal 2 (Ratification of Ernst & Young LLP) — The Company’s stockholders approved the proposal 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, 2022. The following table sets forth the voting results for this proposal:

| For | Against | Abstentions |
|------------|----------------|--------------------|
| 61,097,991 | 1,243,776 | 23,211 |

Proposal 3 (Advisory Vote on Executive Compensation) — The Company’s stockholders approved, in an advisory (non-binding) vote, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement. The following table sets forth the voting results for this proposal:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 53,934,259 | 1,914,905 | 122,971 | 6,392,843 |

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.

Date: June 15, 2022

By: /s/ Matthew T. Barnes-Smith

Matthew T. Barnes-Smith

Chief Financial Officer, Treasurer, and Corporate Secretary