

American Homes 4 Rent
Form 10-K/A
May 08, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2014

OR

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 001-36013

AMERICAN HOMES 4 RENT

(Exact name of registrant as specified in its charter)

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Maryland
(State or other jurisdiction of

46-1229660
(I.R.S. Employer

incorporation or organization)

Identification No.)

30601 Agoura Road, Suite 200

Agoura Hills, California
(Address of principal executive offices)

91301
(Zip Code)

(805) 413-5300

(Registrant's telephone number, including area code)

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|---|---|
| Class A common shares of beneficial interest, \$.01 par value | New York Stock Exchange |
| Series A participating preferred shares of beneficial interest, \$.01 par value | New York Stock Exchange |
| Series B participating preferred shares of beneficial interest, \$.01 par value | New York Stock Exchange |
| Series C participating preferred shares of beneficial interest, \$.01 par value | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the Class A common shares of American Homes 4 Rent held by non-affiliates of the registrant was approximately \$3.2 billion based on the closing price for such shares on the New York Stock Exchange on June 30, 2014.

There were 210,852,089 Class A common shares, \$0.01 par value per share, 635,075 Class B common shares, \$0.01 par value per share, 5,060,000 Series A participating preferred shares, \$0.01 par value per share, 4,400,000 Series B participating preferred shares, \$0.01 par value per share, and 7,600,000 Series C participating preferred shares, \$0.01 par value per share, outstanding on May 5, 2015.

EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 originally filed on March 2, 2015 (the Original Filing) is being filed solely to correct the Consent of BDO USA, LLP, Independent Registered Public Accounting Firm filed as Exhibit 23.1 to the Original Filing. The corrected Consent is filed herewith as Exhibit 23.2 and the Exhibit Index to Amendment No. 1 has been updated accordingly.

This Form 10-K/A is limited in scope to the foregoing, and should be read in conjunction with the Original Filing. Except as described above, we have not modified or updated other disclosures or information presented in the Original Filing other than to update the number of outstanding shares of common and preferred stock on the cover.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(b) Exhibits

| Exhibit Number: | Exhibit |
|--------------------|---|
| 23.2 | Consent of Independent Registered Public Accounting Firm. |
| 31.1 | Section 302 Certification. |
| 31.2 | Section 302 Certification. |

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN HOMES 4 RENT

By: /s/ Diana M. Laing
Diana M. Laing
Chief Financial Officer
(Principal Accounting Officer)
Date: May 8, 2015
