

APARTMENT INVESTMENT & MANAGEMENT CO

Form S-4

July 28, 2011

Table of Contents

As filed with the Securities and Exchange Commission on July 28, 2011

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

(Exact name of registrant as specified in its charter)

Maryland

*(State of other jurisdiction of
incorporation or organization)*

6798

*(Primary standard industrial
classification code number)*

84-1259577

*(IRS Employer
Identification Number)*

AIMCO PROPERTIES, L.P.

(Exact name of registrant as specified in its charter)

Delaware

*(State of other jurisdiction of
incorporation or organization)*

6513

*(Primary standard industrial
classification code number)*

84-1275621

*(IRS Employer
Identification Number)*

**4582 South Ulster Street Parkway, Suite 1100
Denver, Colorado 80237
(303) 757-8101**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John Bezzant

Executive Vice President

Apartment Investment and Management Company

4582 South Ulster Street Parkway, Suite 1100

Denver, Colorado 80237

(303) 757-8101

(Name, address, including zip code and telephone number, including area code of agent for service)

Copies to:

Jonathan Friedman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, CA 90071
Telephone: (213) 687-5396
Fax: (213) 621-5396

Joseph Coco, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
Telephone: (212) 735-3050
Fax: (917) 777-3050

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective and all other conditions to the merger as described in the enclosed information statement/prospectus are satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Partnership Common Units of AIMCO Properties, L.P.			\$ 6,887,658.12	\$ 799.66
Common Stock of Apartment Investment and Management Company(2)				

(1) Omitted in reliance on Rule 457(o) under the Securities Act of 1933.

(2) Represents shares of Common Stock issuable upon redemption of Partnership Common Units issued hereunder.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants will file a further amendment which specifically states that this Registration Statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement will become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 28, 2011

INFORMATION STATEMENT/PROSPECTUS

CENTURY PROPERTIES FUND XVII, LP

Century Properties Fund XVII, LP, or CPF XVII, has entered into an agreement and plan of merger with a wholly-owned subsidiary of AIMCO Properties, L.P., or Aimco OP. Under the merger agreement, the Aimco Subsidiary, AIMCO CPF XVII Merger Sub LLC, will be merged with and into CPF XVII, with CPF XVII as the surviving entity. The Aimco Subsidiary was formed for the purpose of effecting this transaction and does not have any assets or operations. CPF XVII currently has two series of limited partnership interests, Series A Units of Limited Partnership Interest, or Series A Units, and Series B Units of Limited Partnership Interest, or Series B Units. Units of Limited Partnership Interest in CPF XVII (whether before or after the creation of the Series A Units and the Series B Units) are sometimes referred to herein as CPF XVII Units. In the merger, each Series A Unit will be converted into the right to receive, at the election of the holder of such unit, either:

\$311.18 in cash, or

\$311.18 in partnership common units of Aimco OP, or OP Units.

The merger consideration of \$311.18 per Series A Unit was based on independent third party appraisals of CPF XVII's three properties that relate to the Series A Units by Cogent Realty Advisors, LLC, or CRA, an independent valuation firm.

The number of OP Units offered for each Series A Unit will be calculated by dividing \$311.18 by the average closing price of common stock of Apartment Investment and Management Company, or Aimco, as reported on the New York Stock Exchange, or the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. For example, as of July 21, 2011, the average closing price of Aimco common stock over the preceding ten consecutive trading days was \$26.98, which would have resulted in 11.53 OP Units offered for each Series A Unit. However, if Aimco OP determines that the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction (or that registration or qualification in that state or jurisdiction would be prohibitively costly), then such limited partner will not be entitled to elect OP Units, and will receive cash.

The OP Units are not listed on any securities exchange nor do they trade in an active secondary market. However, after a one-year holding period, OP Units are redeemable for shares of Aimco common stock (on a one-for-one basis) or cash equal to the value of such shares, as Aimco elects. As a result, the trading price of Aimco common stock is considered a reasonable estimate of the fair market value of an OP Unit. Aimco's common stock is listed and traded on the NYSE under the symbol AIV.

In the merger, Aimco OP's interest in the Aimco Subsidiary will be converted into Series A Units. As a result, after the merger, Aimco OP will own all of the outstanding Series A Units. **The Series B Units, which relate to one of CPF**

XVII s former properties, the Hampden Heights Apartments, will not be affected by the merger and will remain outstanding following consummation of the merger.

Within ten days after the effective time of the merger, Aimco OP will prepare and mail to the former holders of Series A Units an election form pursuant to which they can elect to receive cash or OP Units. Holders of Series A Units may elect their form of consideration by completing and returning the election form in accordance with its instructions. If the information agent does not receive a properly completed election form from a holder before 5:00 p.m., New York time, on the 30th day after the mailing of the election form, the holder will be deemed to have elected to receive cash. Former holders of Series A Units may also use the election form to elect to receive, in lieu of the merger consideration, the appraised value of their Series A Units, determined through an arbitration proceeding.

Under Delaware law, the merger must be approved by CPF XVII s general partner and a majority in interest of the Series A Units. The general partner has determined that the merger is advisable, fair to and in the best interests of CPF XVII and its limited partners and has approved the merger and the merger agreement. As of July 21, 2011, there were issued and outstanding 75,000 Series A Units, and Aimco OP and its affiliates owned 52,866 of those units, or approximately 70.49% of the number of units outstanding. As more fully described herein, 25,833.5 of the Series A Units owned by affiliates of the general partner are subject to a voting restriction, which requires the Series A Units to be voted in proportion to the votes cast with respect to Series A Units not subject to this voting restriction. The general partner s affiliates have indicated that they will vote all of their Series A Units that are not subject to this restriction, 27,032.5 or approximately 36.04% of the outstanding Series A Units, in favor of the merger. As a result, affiliates of the general partner will vote a total of 41,236 Series A Units, or approximately 54.98% of the outstanding Series A Units, in favor of the merger. Aimco OP and its affiliates have indicated that they intend to take action by written consent, as permitted under the partnership agreement, to approve the merger on or about _____, 2011. **As a result, approval of the merger is assured, and your consent to the merger is not required.**

**WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY**

This information statement/prospectus contains information about the merger and the securities offered hereby, and the reasons that CPF XVII s general partner has decided that the merger is in the best interests of CPF XVII and the limited partners of CPF XVII. CPF XVII s general partner has conflicts of interest with respect to the merger that are described in greater detail herein. Please read this information statement/prospectus carefully, including the section entitled Risk Factors beginning on page 20. It provides you with detailed information about the merger and the securities offered hereby. The merger agreement is attached to this information statement/prospectus as Annex A.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined if this information statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This information statement/prospectus is dated _____, 2011, and is first being mailed to limited partners on or about _____, 2011.

Table of Contents

WE ARE CURRENTLY SEEKING QUALIFICATION TO ALLOW ALL HOLDERS OF SERIES A UNITS THE ABILITY TO ELECT TO RECEIVE OP UNITS IN CONNECTION WITH THE MERGER. HOWEVER, AT THE PRESENT TIME, IF YOU ARE A RESIDENT OF ONE OF THE FOLLOWING STATES, YOU ARE NOT PERMITTED TO ELECT TO RECEIVE OP UNITS IN CONNECTION WITH THE MERGER:

**CALIFORNIA
MASSACHUSETTS
NEW YORK**

THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

ADDITIONAL INFORMATION

This information statement/prospectus incorporates important business and financial information about Aimco from documents that it has filed with the Securities and Exchange Commission, or the SEC, but that have not been included in or delivered with this information statement/prospectus. For a listing of documents incorporated by reference into this information statement/prospectus, please see *Where You Can Find Additional Information* beginning on page 94 of this information statement/prospectus.

Aimco will provide you with copies of such documents relating to Aimco (excluding all exhibits unless Aimco has specifically incorporated by reference an exhibit in this information statement/prospectus), without charge, upon written or oral request to:

ISTC Corporation
P.O. Box 2347
Greenville, South Carolina 29602
(864) 239-1029

If you have any questions or require any assistance, please contact our information agent, Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016; by fax at (908) 497-2349; or by telephone at (800) 217-9608.

ABOUT THIS INFORMATION STATEMENT/PROSPECTUS

This information statement/prospectus, which forms a part of a registration statement on Form S-4 filed with the SEC by Aimco and Aimco OP, constitutes a prospectus of Aimco OP under Section 5 of the Securities Act of 1933, as amended, or the Securities Act, with respect to the OP Units that may be issued to holders of Series A Units in connection with the merger, and a prospectus of Aimco under Section 5 of the Securities Act with respect to shares of Aimco common stock that may be issued in exchange for such OP Units tendered for redemption. This document also constitutes an information statement under Section 14(c) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to the action to be taken by written consent to approve the merger.

Table of Contents

TABLE OF CONTENTS

	Page
<u>SUMMARY TERM SHEET</u>	1
<u>SPECIAL FACTORS</u>	4
<u>Purposes, Alternatives and Reasons for the Merger</u>	4
<u>Effects of the Merger</u>	5
<u>Material United States Federal Income Tax Consequences of the Merger</u>	6
<u>Fairness of the Transaction</u>	6
<u>The Appraisals</u>	8
<u>Opinion of Financial Advisor</u>	15
<u>RISK FACTORS</u>	20
<u>Risks Related to the Merger</u>	20
<u>Risks Related to an Investment in Aimco or Aimco OP</u>	21
<u>Risks Related to an Investment in OP Units</u>	21
<u>Certain United States Tax Risks Associated with an Investment in the OP Units</u>	24
<u>SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF APARTMENT INVESTMENT AND MANAGEMENT COMPANY</u>	25
<u>SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF AIMCO PROPERTIES, L.P.</u>	27
<u>SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF CENTURY PROPERTIES FUND XVII, LP</u>	29
<u>COMPARATIVE PER SHARE DATA</u>	30
<u>INFORMATION ABOUT THE AIMCO ENTITIES</u>	31
<u>INFORMATION ABOUT CENTURY PROPERTIES FUND XVII, LP</u>	33
<u>Distributions to Limited Partners</u>	35
<u>Certain Relationships and Related Transactions</u>	36
<u>Directors, Executive Officers and Corporate Governance</u>	37
<u>Security Ownership of Certain Beneficial Owners and Management</u>	37
<u>Additional Information</u>	39
<u>THE MERGER</u>	40
<u>Background of the Merger</u>	40
<u>Determination of Merger Consideration</u>	41
<u>Conflicts of Interest</u>	43
<u>Future Plans for the Properties</u>	43
<u>Material United States Federal Income Tax Consequences of the Merger</u>	43
<u>Regulatory Matters</u>	43
<u>Accounting Treatment of the Merger</u>	43

<u>Appraisal Rights</u>	43
<u>Expenses and Fees and Source of Funds</u>	44
<u>Approvals Required</u>	44
<u>THE MERGER AGREEMENT</u>	45
<u>The Merger</u>	45
<u>Treatment of Interests in the Merger</u>	45
<u>Approvals Required</u>	45

Table of Contents

	Page
<u>Conditions to Obligations to Complete the Merger</u>	46
<u>Termination of the Merger Agreement</u>	46
<u>Amendment</u>	46
<u>Governing Law</u>	46
<u>Appraisal Rights</u>	46
<u>Election Forms</u>	46
<u>DESCRIPTION OF AIMCO OP UNITS; SUMMARY OF AIMCO OP PARTNERSHIP AGREEMENT</u>	47
<u>General</u>	47
<u>Purpose and Business</u>	47
<u>Management by the General Partner</u>	47
<u>Outstanding Classes of Units</u>	49
<u>Distributions</u>	50
<u>Allocations of Net Income and Net Loss</u>	50
<u>Withholding</u>	51
<u>Return of Capital</u>	51
<u>Redemption Rights of Qualifying Parties</u>	51
<u>Partnership Right to Call Limited Partner Interests</u>	52
<u>Transfers and Withdrawals</u>	52
<u>Amendment of the Partnership Agreement</u>	53
<u>Procedures for Actions and Consents of Partners</u>	53
<u>Records and Accounting; Fiscal Year</u>	54
<u>Reports</u>	54
<u>Tax Matters Partner</u>	54
<u>Dissolution and Winding Up</u>	54
<u>DESCRIPTION OF AIMCO COMMON STOCK</u>	56
<u>General</u>	56
<u>Outstanding Classes of Preferred Stock</u>	56
<u>COMPARISON OF AIMCO OP UNITS AND AIMCO COMMON STOCK</u>	62
<u>COMPARISON OF SERIES A UNITS AND AIMCO OP UNITS</u>	64
<u>Compensation and Distributions</u>	68
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	69
<u>United States Federal Income Tax Consequences Relating to the Merger</u>	69
<u>Taxation of Aimco OP and OP Unitholders</u>	70
<u>Taxation of Aimco and Aimco Stockholders</u>	76
<u>Other Tax Consequences</u>	89
<u>FEES AND EXPENSES</u>	91
<u>LEGAL MATTERS</u>	92
<u>EXPERTS</u>	93
Table of Contents	10

<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	94
Annexes	
<u>Annex A Agreement and Plan of Merger</u>	A-1
<u>Annex B Appraisal Rights of Limited Partners</u>	B-1

Table of Contents

	Page
<u>Annex C Opinion of Duff & Phelps, LLC</u>	C-1
<u>Annex D Officers and Directors</u>	D-1
<u>Annex E Summary of Appraisals Table</u>	E-1
<u>Annex F CPF XVII s Annual Report on Form 10-K for the year ended December 31, 2010</u>	F-1
<u>Annex G CPF XVII s Quarterly Report on Form 10-Q for the quarter ended March 31, 2011</u>	G-1
<u>Annex H Aimco OP s Annual Report on Form 10-K for the year ended December 31, 2010</u>	H-1
<u>Annex I Aimco OP s Quarterly Report on Form 10-Q for the quarter ended March 31, 2011</u>	I-1
<u>Annex J Aimco OP s Current Report on Form 8-K, dated July 28, 2011</u>	J-1
<u>EX-5.1</u>	
<u>EX-5.2</u>	
<u>EX-23.1</u>	
<u>EX-23.2</u>	
<u>EX-23.3</u>	
<u>EX-23.6</u>	
<u>EX-23.7</u>	
<u>EX-23.8</u>	
<u>EX-99.1</u>	
<u>EX-99.2</u>	
<u>EX-99.3</u>	
<u>EX-99.4</u>	
<u>EX-99.5</u>	
<u>EX-99.6</u>	

Table of Contents

SUMMARY TERM SHEET

This summary term sheet highlights the material information with respect to the merger, the merger agreement and the other matters described herein. It may not contain all of the information that is important to you. You are urged to carefully read the entire information statement/prospectus and the other documents referred to in this information statement/prospectus, including the merger agreement. Aimco, Aimco OP, Fox Partners, or Fox, and Aimco's subsidiaries that may be deemed to directly or indirectly beneficially own Series A Units are referred to herein, collectively, as the Aimco Entities.

The Merger: CPF XVII has entered into an agreement and plan of merger with the Aimco Subsidiary and Aimco OP. Under the merger agreement, at the effective time of the merger, the Aimco Subsidiary will be merged with and into CPF XVII, with CPF XVII as the surviving entity. A copy of the merger agreement is attached as Annex A to this information statement/prospectus. You are encouraged to read the merger agreement carefully in its entirety because it is the legal agreement that governs the merger.

Merger Consideration: In the merger, each Series A Unit will be converted into the right to receive, at the election of the holder of such Series A Unit, either \$311.18 in cash or equivalent value in OP Units, except in those jurisdictions where the law prohibits the offer of OP Units (or registration or qualification would be prohibitively costly). The number of OP Units issuable with respect to each Series A Unit will be calculated by dividing the \$311.18 per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. For a full description of the determination of the merger consideration, see The Merger Determination of Merger Consideration beginning on page 41.

Fairness of the Merger: Although the Aimco Entities have interests that may conflict with those of CPF XVII's unaffiliated limited partners, each of the Aimco Entities believe that the merger is fair to the unaffiliated limited partners of CPF XVII. See Special Factors Fairness of the Transaction beginning on page 6. The merger consideration of \$311.18 per Series A Unit was based on independent third party appraisals of CPF XVII's three properties that relate to the Series A Units by Cogent Realty Advisors, LLC, or CRA, an independent valuation firm.

Opinion of Financial Advisor: In connection with the merger, Duff & Phelps, LLC, or Duff & Phelps, has delivered its written opinion to the boards of directors of Aimco, the general partner of Aimco OP and the managing general partner of CPF XVII's general partner to the effect that, as of July 28, 2011, the cash consideration offered in the merger is fair, from a financial point of view, to the unaffiliated limited partners of CPF XVII. The full text of Duff & Phelps's written opinion, which sets forth the assumptions made, procedures followed, factors considered and qualifications and limitations on the review undertaken by Duff & Phelps in connection with its opinion, is attached to this information statement/prospectus as Annex C. You are encouraged to read Duff & Phelps's opinion, and the section entitled Special Factors Opinion of Financial Advisor beginning on page 15, carefully and in their entirety. Duff & Phelps's opinion was directed to the boards of directors of Aimco, the general partner of Aimco OP and the managing general partner of CPF XVII's general partner, and addresses only the fairness to the unaffiliated limited partners of CPF XVII, from a financial point of view, of the cash consideration offered to them in the merger as of the date of the opinion. Duff & Phelps's opinion did not address any other aspect of the merger and was not intended to and does not constitute a recommendation as to how any party should vote or act with respect to the merger or any matter relating thereto.

Effects of the Merger: After the merger, Aimco OP will own all of the outstanding Series A Units. As a result, after the merger, you will cease to have any rights with respect to the Series A Units. The Series B Units will not be affected by the merger and will remain outstanding following consummation of the merger. See Special Factors Effects of the Merger, beginning on page 5.

Appraisal Rights: Pursuant to the terms of the merger agreement, Aimco OP will provide each limited partner who holds Series A Units with contractual dissenters appraisal rights that are similar to the dissenters appraisal rights available to a stockholder of a constituent corporation in a merger under Delaware law, and which will enable a limited partner to obtain an appraisal of the value of the limited

Table of Contents

partner's Series A Units in connection with the merger. See The Merger Appraisal Rights, beginning on page 43. A description of the appraisal rights being provided, and the procedures that a limited partner who holds Series A Units must follow to seek such rights, is attached to this information statement/prospectus as Annex B.

Parties Involved:

Century Properties Fund XVII, LP, or CPF XVII, is a Delaware limited partnership formed on September 18, 2008, following a redomestication of the partnership from California to Delaware. CPF XVII owns and operates four investment properties: the Peakview Place Apartments, which consists of a 296 unit apartment project located in Englewood, Colorado, or the Peakview Property; the Creekside Apartments, a 328 unit apartment project located in Denver, Colorado, or the Creekside Property; and The Village in the Woods Apartments, a 530 unit apartment project located in Cypress, Texas, or the Village in the Woods Property. As further described below, CPF XVII sold the Hampden Heights Apartments, a 376 unit apartment project located in Denver, Colorado, or the Hampden Heights Property, to a third party on July 22, 2011. The Hampden Heights Property was the only property that related to the Series B Units. See Information About Century Properties Fund XVII, beginning on page 32. CPF XVII's principal address is 55 Beattie Place, P.O. Box 1089, Greenville, South Carolina 29602, and its telephone number is (864) 239-1000.

Apartment Investment and Management Company, or Aimco, is a Maryland corporation that is a self-administered and self-managed real estate investment trust, or REIT. Aimco's principal financial objective is to provide predictable and attractive returns to its stockholders. Aimco's common stock is listed and traded on the NYSE under the symbol AIV. See Information about the Aimco Entities, beginning on page 31. Aimco's principal address is 4582 South Ulster Street Parkway, Suite 1100, Denver, Colorado 80237, and its telephone number is (303) 757-8101.

AIMCO Properties, L.P., or Aimco OP, is a Delaware limited partnership which, through its operating divisions and subsidiaries, holds substantially all of Aimco's assets and manages the daily operations of Aimco's business and assets. See Information about the Aimco Entities, beginning on page 31. Aimco OP's principal address is 4582 South Ulster Street Parkway, Suite 1100, Denver, Colorado 80237, and its telephone number is (303) 757-8101.

AIMCO CPF XVII Merger Sub LLC, or the Aimco Subsidiary, is a Delaware limited liability company formed for the purpose of consummating the merger with CPF XVII. The Aimco Subsidiary is a direct wholly-owned subsidiary of Aimco OP. See Information about the Aimco Entities, beginning on page 31.

Reasons for the Merger: Aimco and Aimco OP are in the business of acquiring, owning and managing apartment properties such as the four properties owned by CPF XVII. Aimco and Aimco OP have decided to proceed with the merger as a means of acquiring CPF XVII's remaining three properties in a manner that they believe (i) provides fair value to limited partners, (ii) offers limited partners an opportunity to receive immediate liquidity, or defer recognition of taxable gain (except where the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction, or where registration or qualification would be prohibitively costly), and (iii) relieves CPF XVII of the expenses associated with a sale of the properties, including marketing and other transaction costs. The Aimco Entities decided to proceed with the merger at this time for the following reasons:

In the absence of a transaction, limited partners of CPF XVII who hold Series A Units have only limited options to liquidate their investment in CPF XVII. The Series A Units are not traded on an exchange or other

reporting system, and transactions in the securities are limited and sporadic.

The value of the properties owned by CPF XVII is not sufficient to justify its continued operation as a public company. As a public company with a significant number of unaffiliated limited partners, CPF XVII incurs costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns and partner Schedule K-1s, periodic SEC reports and other expenses. The Aimco Entities estimate these costs to be approximately \$113,000 per year. The merger will eliminate a

Table of Contents

significant amount of these costs. As a result of the merger, Aimco OP will become the sole holder of Series A Units. In addition, CPF XVII sold the Hampden Heights Property to a third party on July 22, 2011. After the distribution of the net sale proceeds to CPF XVII's partners, the Series B Units will be terminated and Aimco OP will then be the sole limited partner of CPF XVII, thus allowing the partnership to eliminate costs associated with being a public company.

CPF XVII has been operating at a loss for the past several years. Starting in 2009, Aimco OP has made loans of approximately \$4,604,000 to CPF XVII to help fund operating expenses at all of CPF XVII's properties. CPF XVII may receive additional advances of funds from Aimco OP, although Aimco OP is not obligated to provide such advances. If the Aimco Entities acquire 100% ownership of CPF XVII, they will have greater flexibility in financing and operating its properties.

Conflicts of Interest: Fox is the general partner of CPF XVII and is indirectly wholly-owned by Aimco. Fox Capital Management Corporation, or FCMC, is the managing general partner of Fox and is wholly-owned by AIMCO/IPT, Inc., an affiliate of Aimco. Therefore, Fox and FCMC have a conflict of interest with respect to the merger, which could result in the approval of a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. See, *The Merger Conflicts of Interest*, beginning on page 43.

Risk Factors: In evaluating the merger agreement and the merger, CPF XVII limited partners should carefully read this information statement/prospectus and especially consider the factors discussed in the section entitled *Risk Factors* beginning on page 20. Some of the risk factors associated with the merger are summarized below:

Aimco owns Fox, the general partner of CPF XVII. As a result, Fox has a conflict of interest in the merger. A transaction with a third party in the absence of this conflict could result in better terms or greater consideration to CPF XVII's limited partners who hold Series A Units.

CPF XVII limited partners who receive cash may recognize taxable gain in the merger and that gain could exceed the merger consideration.

There are a number of significant differences between Series A Units and Aimco OP Units relating to, among other things, the nature of the investment, voting rights, distributions and liquidity and transferability/redemption. For more information regarding those differences, see *Comparison of Series A Units and Aimco OP Units*, beginning on page 64.

CPF XVII limited partners may elect to receive OP Units as merger consideration, and there are risks related to an investment in OP Units, including the fact that there are restrictions on transferability of OP Units; there is no public market for OP Units; and there is no assurance as to the value that might be realized upon a future redemption of OP Units.

Material United States Federal Income Tax Consequences of the Merger: In general, any payment of cash for Series A Units will be treated as a sale of such Series A Units by the holder thereof, and any exchange of Series A Units for OP Units under the terms of the merger agreement will be treated, in accordance with sections 721 and 731 of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, as a tax free transaction, except to the extent described in *Material United States Federal Income Tax Considerations United States Federal Income Tax Consequences Relating to the Merger*, beginning on page 69.

The foregoing is a general discussion of the material U.S. federal income tax consequences of the merger. This summary does not discuss all aspects of U.S. federal income taxation that may be relevant to you in light of

your specific circumstances or if you are subject to special treatment under the U.S. federal income tax laws. The particular tax consequences of the merger to you will depend on a number of factors related to your tax situation. You should review Material United States Federal Income Tax Considerations, herein and consult your tax advisors for a full understanding of the tax consequences to you of the merger.

Table of Contents

SPECIAL FACTORS

Purposes, Alternatives and Reasons for the Merger

Aimco and Aimco OP are in the business of acquiring, owning and managing apartment properties such as the four properties owned by CPF XVII, and have decided to proceed with the merger as a means of acquiring three of the four properties currently owned by CPF XVII in a manner that they believe (i) provides fair value to limited partners, (ii) offers limited partners an opportunity to receive immediate liquidity, or defer recognition of taxable gain (except where the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction, or where registration or qualification would be prohibitively costly), and (iii) relieves CPF XVII of the expenses associated with a sale of these three properties, including marketing and other transaction costs.

The Aimco Entities decided to proceed with the merger at this time for the following reasons:

In the absence of a transaction, limited partners of CPF XVII who hold Series A Units have only limited options to liquidate their investment in CPF XVII. The Series A Units are not traded on an exchange or other reporting system, and transactions in the securities are limited and sporadic.

The value of the properties owned by CPF XVII is not sufficient to justify its continued operation as a public company. As a public company with a significant number of unaffiliated limited partners, CPF XVII incurs costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns and partner Schedule K-1s, periodic SEC reports and other expenses. The Aimco Entities estimate these costs to be approximately \$113,000 per year. The merger will eliminate a significant amount of these costs. As a result of the merger, Aimco OP will become the sole holder of Series A Units. In addition, CPF XVII sold the Hampden Heights Property to a third party on July 22, 2011. After the distribution of the net sale proceeds to CPF XVII's partners, the Series B Units will be terminated and Aimco OP will then be the sole limited partner of CPF XVII, thus allowing the partnership to eliminate costs associated with being a public company.

CPF XVII has been operating at a loss for the past several years. Starting in 2009, Aimco OP has made loans of \$4,604,000 to CPF XVII to help fund operating expenses at all of CPF XVII's properties. CPF XVII may receive additional advances of funds from Aimco OP, although Aimco OP is not obligated to provide such advances. If the Aimco Entities acquire 100% ownership of CPF XVII, they will have greater flexibility in financing and operating its properties.

Before deciding to proceed with the merger, Fox and the other Aimco Entities considered the alternatives described below:

Continuation of CPF XVII as a Public Company Operating the Properties. Fox and the Aimco Entities did not consider operating CPF XVII as a public company in the long term as a viable alternative primarily because of the costs associated with preparing financial statements, tax returns, periodic SEC reports and other expenses, and the inability of CPF XVII to generate sufficient funds to cover operating expenses without advances from Aimco OP which may not be available in the future.

Liquidation of CPF XVII. As discussed above, Fox and the other Aimco Entities considered a liquidation of CPF XVII in which CPF XVII's properties would be marketed and sold to third parties for cash, with any net proceeds

remaining after payment of all liabilities distributed to CPF XVII's limited partners. The primary advantage of such a transaction would be that the sale prices would reflect arm's-length negotiations and might therefore be higher than the appraised values which have been used to determine the merger consideration. Fox and the Aimco Entities rejected this alternative because of: (i) the risk that a third party purchaser might not be found that would offer a satisfactory price; (ii) the costs imposed on CPF XVII in connection with marketing and selling the properties; and (iii) the fact that limited partners would recognize taxable gain on the sales. Fox and the other Aimco Entities evaluated a sale of the Village in the Woods Property to a third party in early 2009 but were unable to find a third-party buyer that was willing to buy the property at a price that was acceptable to Fox. Also, Fox determined that an assumption of the existing loans would require a partial loan paydown because of lender loan-to-value requirements.

Table of Contents

Contribution of properties to Aimco OP. The Aimco Entities considered a transaction in which CPF XVII's properties would be contributed to Aimco OP in exchange for OP Units. The primary advantage of such a transaction would be that CPF XVII limited partners would not recognize taxable gain. The Aimco Entities rejected this alternative because it would not offer limited partners an opportunity for immediate liquidity.

Effects of the Merger

The Aimco Entities believe that the merger will have the following benefits and detriments to unaffiliated limited partners of CPF XVII who hold Series A Units, CPF XVII and the Aimco Entities:

Benefits to Unaffiliated Limited Partners. The merger is expected to have the following principal benefits to unaffiliated limited partners of CPF XVII who hold Series A Units:

Liquidity. Limited partners are given a choice of merger consideration and may elect to receive either cash or OP Units in the merger in exchange for their Series A Units, except in those jurisdictions where the law prohibits the offer of OP Units (or registration or qualification would be prohibitively costly). Limited partners who receive the cash consideration will receive immediate liquidity with respect to their inv