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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**SUN COMMUNITIES, INC.**  
(Exact name of registrant as specified in its charter)

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

**38-2730780**  
(I.R.S. Employer Identification No.)

**Sun Communities, Inc. First Amended and Restated  
2004 Non-Employee Director Option Plan**  
(Full title of the plan)

**27777 Franklin Road  
Suite 200  
Southfield, Michigan 48034  
(248) 208-2500**  
(Address of Principal Executive Offices and Zip Code)

**Gary A. Shiffman  
Chief Executive Officer  
27777 Franklin Road  
Suite 200  
Southfield, Michigan 48034  
(248) 208-2500**  
(Name, address, telephone number, including area code, of agent for service)

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Copies of all correspondence to:  
**Jeffrey M. Weiss, Esq.  
Jaffe, Raitt, Heuer & Weiss, P.C.  
27777 Franklin Road  
Suite 2500  
Southfield, Michigan 48034  
(248) 351-3000**

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee <sup>(3)</sup>
Common Stock, \$0.01 par value per share	200,000	\$91.60	\$18,320,000	\$2,280.84

- (1) Represents additional shares of the registrant's Common Stock issuable pursuant to Sun Communities, Inc.'s First Amended and Restated 2004 Non-Employee Director Option Plan, as amended (the "Plan").
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act of 1933, as amended, based on the average of the high and low prices reported for our common stock on the New York Stock Exchange on May 17, 2018.
- (3) The registration fee has been calculated and is being paid in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, or the Securities Act.

## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (this "Registration Statement") is being filed in order to register an additional 200,000 shares of the registrant's Common Stock, which are securities of the same class and relate to the same benefit plan, the Sun Communities, Inc.'s First Amended and Restated 2004 Non-Employee Director Option Plan, as amended (the "Plan"), as those shares registered on the registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on September 30, 2009, File No. 333-162216, which is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	<a href="#">Sun Communities, Inc. First Amended and Restated 2004 Non-Employee Director Option Plan</a>	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on July 22, 2009.
4.2	<a href="#">Sun Communities, Inc. First Amendment to First Amended and Restated 2004 Non-Employee Director Option Plan</a>	Incorporated by reference to Exhibit A to Sun Communities, Inc.'s Definitive Proxy Statement filed on March 29, 2018.
5.1	<a href="#">Opinion of Baker, Donelson, Bearman, Caldwell &amp; Berkowitz, a Professional Corporation</a>	Filed herewith
23.1	<a href="#">Consent of Grant Thornton LLP, independent registered public accounting firm</a>	Filed herewith
23.3	<a href="#">Consent of Baker, Donelson, Bearman, Caldwell &amp; Berkowitz, a Professional Corporation</a>	Included in Exhibit 5.1
24.1	Powers of Attorney	Incorporated by reference to the signature page hereto



KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Sun Communities, Inc. hereby constitutes and appoints Gary A. Shiffman and Karen J. Dearing, or either of them, such undersigned's attorneys-in-fact and agents, with full power of substitution and resubstitution for the undersigned in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith or in connection with the registration of the shares of common stock under the Securities Act of 1933, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of such attorneys-in-fact and agents or their substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Gary A. Shiffman Gary A. Shiffman	Chief Executive Officer, Chairman of the Board of Directors and Principal Executive Officer	May 22, 2018
/s/ Karen J. Dearing Karen J. Dearing	Executive Vice President, Treasurer, Chief Financial Officer, Secretary and Principal Financial and Accounting Officer	May 22, 2018
/s/ Meghan G. Baivier Meghan G. Baivier	Director	May 22, 2018
/s/ Stephanie W. Bergeron Stephanie W. Bergeron	Director	May 22, 2018
/s/ Brian Hermelin Brian Hermelin	Director	May 22, 2018
/s/ Ronald A. Klein Ronald A. Klein	Director	May 22, 2018
/s/ Clunet R. Lewis Clunet R. Lewis	Director	May 22, 2018
/s/ Arthur A. Weiss Arthur A. Weiss	Director	May 22, 2018

**BAKER DONELSON**  
BEARMAN, CALDWELL & BERKOWITZ, PC

100 Light Street  
Baltimore, Maryland 21202  
phone: 410-685-1120  
fax: 410-547-0699  
www.bakerdonelson.com

May 22, 2018

Sun Communities, Inc.  
27777 Franklin Road, Suite 200  
Southfield, Michigan 48034

Re: Sun Communities, Inc. First Amended and Restated 2004 Non-Employee Director Option Plan Registration Statement on Form S-8 for 200,000 Additional Shares of Common Stock

Ladies and Gentlemen:

We have acted as special Maryland counsel to Sun Communities, Inc., a Maryland corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, (the "Securities Act"), on Form S-8 (the "Registration Statement") of 200,000 additional authorized but unissued shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), to be issued under the Sun Communities, Inc. First Amended and Restated 2004 Non-Employee Director Option Plan (the "Original Plan"), as amended by the First Amendment to Sun Communities, Inc. First Amended and Restated 2004 Non-Employee Director Option Plan (the "Amendment" and together with the Original Plan, the "Plan"). As such counsel, we have made such legal and factual examinations and inquiries as we deemed advisable for the purpose of rendering this opinion. We understand that our opinion is required to be filed as an exhibit to the Registration Statement.

In our capacity as special Maryland counsel to the Company and for purposes of this opinion, we have reviewed the originals, or copies certified or otherwise identified to our satisfaction, of the following documents:

- A. the Registration Statement;
- B. the Plan;
- C. the charter of the Company, certified on the date hereof as being a true, correct and complete copy thereof by the Secretary of the Company (the "Charter Documents");
- D. the Third Amended and Restated Bylaws of the Company, certified on the date hereof as being a true, correct and complete copy thereof by the Secretary of the Company (the "Bylaws");
- E. resolutions adopted by the Board of Directors of the Company (the "Board") approving and adopting the Amendment and related matters (the "Resolutions");
- F. a certificate of the Company regarding certain matters related to the Amendment, the Registration Statement, and future issuances of Shares under the Plan (the "Certificate");
- G. a certificate of the Maryland State Department of Assessments and Taxation dated May 22, 2018 to the effect that the Company is duly incorporated and existing under the laws of the State of Maryland and is in good standing and duly authorized to transact business in the State of Maryland; and
- H. such other documents, corporate records and instruments as we have deemed necessary or



appropriate, in our professional judgment, in connection with providing this opinion letter.

In rendering the opinion set forth below, we have assumed: (i) the genuineness of all signatures and the legal capacity of all individuals who have executed any of the documents reviewed by us; (ii) the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as certified, photostatic or facsimile copies or portable document file (“pdf”) or other electronic image format copies (and the authenticity of the originals of such copies), and that the form and content of all documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such documents as executed and delivered; (iii) that there has been no oral or written modification of or amendment to any of the documents we have reviewed, and that there has been no waiver of any provision of any of the documents we have reviewed in connection with this opinion, by action or omission of the parties or otherwise; (iv) that all documents submitted to us and public records we reviewed or relied upon are accurate and complete; (v) that the Charter Documents, the Bylaws and the Resolutions have not been amended or rescinded; and (vi) that the persons identified as officers of the Company are actually serving as such and that any certificates representing the Shares will be properly executed by one or more such persons.

We have also assumed that: (i) the issuance and terms of the securities that are exercisable or convertible into Shares and the Shares to be issued by the Company from time to time will be authorized and approved by the Board, or a duly authorized committee thereof, in accordance with the Maryland General Corporation Law, the Charter Documents, and the Bylaws; (ii) the Resolutions, and any resolutions of the Board or any authorized committee thereof authorizing the Company to issue and sell any Shares or securities exercisable for or convertible into Shares are, and will be, in full force and effect at all times at which any Shares are issued by the Company; (iii) no Shares will be issued until the Registration Statement has become effective and the Registration Statement and any amendment thereto will remain effective at the time any Shares are issued; (iv) at the time of the issuance of the Shares, the Company or its transfer agent will record in the Company’s stock ledger the name of the persons to whom such Shares are issued; (v) none of the Shares will be issued in violation of the restrictions on ownership and transfer set forth in Article VII of the Charter Documents; (vi) upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter Documents; (vii) the Company will remain duly organized, validly existing and in good standing under Maryland law at the time any Shares are issued; (viii) as to all acts undertaken by any governmental authority, and of those persons purporting to act in any governmental capacity, the persons acting on behalf of the governmental authority have the power and authority to do so, and all actions taken by such persons on behalf of such governmental authority are valid, legal and sufficient; and (ix) all representations, warranties, certifications and statements with respect to matters of fact and other factual information (a) made by public officers, (b) made by officers or representatives of the Company, including certifications made in the Certificate, and (c) in any documents we have reviewed, are accurate, true, correct and complete in all material respects.

As to any facts material to our opinion set forth below, without undertaking to verify the same by independent investigation, we have relied exclusively upon the documents reviewed by us, the statements and information set forth in such documents, the Certificate and the additional matters recited or assumed in this letter, all of which we assume to be true, complete and accurate in all respects.

Sun Communities, Inc.  
May 22, 2018  
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Based upon the foregoing and subject to the limitations and assumptions set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that upon the issuance and delivery of the Shares in the manner and for the consideration described in the Plan and in any award agreements entered into by participants in the Plan with the Company as contemplated by the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is based on and is limited to the Maryland General Corporation Law (including the reported judicial decisions interpreting those laws currently in effect), and we express no opinion herein with respect to the effect or applicability of any other laws or the laws of any other jurisdiction. The opinion expressed herein is limited to the matters set forth herein and is given on the date hereof, such opinion is rendered only with respect to facts existing on the date hereof and concerns only the effect of the laws (excluding the principles of conflict of laws) as currently in effect, and we assume no obligation to supplement the opinion expressed herein if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinion expressed herein after the date hereof. No other opinion should be inferred or implied beyond the matters expressly stated herein.

Notwithstanding anything to the contrary contained herein, we express no opinion concerning the securities laws of the State of Maryland, or the rules and regulations promulgated thereunder, or any decisional laws interpreting any of the provisions of the securities laws of the State of Maryland, or the rules and regulations promulgated thereunder.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. By giving such consent, we do not admit that we are experts with respect to any part of the Registration Statement, including Exhibit 5, within the meaning of the term "expert" as used in the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

BAKER, DONELSON,  
BEARMAN, CALDWELL  
& BERKOWITZ, a professional  
corporation

By: /s/ Kenneth B. Abel  
Kenneth B. Abel  
Authorized Representative

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 22, 2018 with respect to the consolidated financial statements and internal control over financial reporting of Sun Communities, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Southfield, Michigan

May 22, 2018