

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: October 4, 2017
(Date of earliest event reported)

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

Maryland

(State or other jurisdiction of incorporation)

1-12616

(Commission File Number)

38-2730780

(IRS Employer Identification No.)

27777 Franklin Rd.
Suite 200

Southfield, Michigan

(Address of Principal Executive Offices)

48034

(Zip Code)

248 208-2500

(Registrant's telephone number, including area code)

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))

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 1.01 **Entry into a Material Definitive Agreement.**

On October 4, 2017, Sun Communities, Inc., a Maryland corporation (the “Company”) entered into a Second Amendment to Rights Agreement (the “Amendment”), which amended the Rights Agreement dated June 2, 2008, as amended, between the Company and Computershare Trust Company, N.A., as the rights agent. The Amendment accelerates the scheduled expiration date of the rights issued pursuant to the Rights Agreement (the “Rights”) from June 9, 2018 to October 4, 2017. Accordingly, as of 5:00 p.m., Boston, Massachusetts time, on October 4, 2017, the Rights Agreement will terminate. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company’s common stock pursuant to the Rights Agreement will expire and no longer be outstanding.

The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 1.02 **Termination of a Material Definitive Agreement.**

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 1.02.

Item 3.03 **Material Modification to Rights of Security Holders.**

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 3.03.

Item 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Promptly following the expiration of the rights as described in Item 1.01 above, the Company will file articles supplementary to the Company’s charter (the “Articles Supplementary”) with the State Department of Assessments and Taxation of Maryland to reclassify and designate all 1,000,000 authorized but unissued shares of the Company’s Junior Participating Preferred Stock, \$0.01 par value per share, as undesignated and unclassified shares of the Company’s preferred stock, \$0.01 par value per share.

The foregoing description of the Articles Supplementary does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Articles Supplementary, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 8.01 **Other Events.**

On October 4, 2017, the Company issued a press release announcing the expiration of the rights and effective termination of the Rights Agreement. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles Supplementary reclassifying Junior Participating Preferred Stock
4.1	Second Amendment to Rights Agreement, dated October 4, 2017, by and between Sun Communities, Inc. and Computershare Trust Company, N.A.
99.1	Press release dated October 4, 2017

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.

SUN COMMUNITIES, INC.

Dated: October 4, 2017

By: /s/ Karen J. Dearing

Karen J. Dearing, Executive Vice President,
Chief Financial Officer, Secretary and Treasurer

EXHIBIT INDEX

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99.1	<u>Press release dated October 4, 2017</u>

SUN COMMUNITIES, INC.

ARTICLES SUPPLEMENTARY

SUN COMMUNITIES, INC. (the "Corporation"), a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Pursuant to the authority expressly vested in the Board of Directors of the Corporation by Article V of the Charter of the Corporation, the Board of Directors has duly classified the one million (1,000,000) shares of the Corporation's Junior Participating Preferred Stock, \$0.01 par value per share, all of which are unissued, into undesignated and unclassified shares of the Corporation's Preferred Stock, \$0.01 par value per share.

SECOND: The reclassification increases the number of undesignated shares of Preferred Stock from nine million one hundred eighty five thousand two hundred thirty (9,185,230) shares immediately before the reclassification to ten million one hundred eighty five thousand two hundred thirty (10,185,230) shares immediately after the reclassification. The reclassification decreases the number of shares classified as Junior Participating Preferred Stock from one million (1,000,000) shares immediately prior to the reclassification to zero (0) shares immediately after the reclassification.

THIRD: Except as otherwise provided by the express provisions of these Articles Supplementary, nothing herein shall limit, by inference or otherwise, the discretionary right of the Board of Directors of the Corporation to classify and reclassify and issue any unissued shares of any series or class of the Corporation's capital stock and to fix or alter all terms thereof to the full extent provided by the Charter of the Corporation.

FOURTH: The Board of Directors of the Corporation, by unanimous written consent, authorized and adopted resolutions reclassifying the capital stock of the Corporation as set forth in these Articles Supplementary.

[Signatures on next page]

IN WITNESS WHEREOF, Sun Communities, Inc. has caused these Articles Supplementary to be signed and acknowledged in its name and on its behalf by its President and attested to by its Secretary on this 4th day of October, 2017; and its President acknowledges that these Articles Supplementary are the act of Sun Communities, Inc., and he further acknowledges that, as to all matters or facts set forth herein which are required to be verified under oath, such matters and facts are true in all material respects to the best of his knowledge, information and belief, and that this statement is made under the penalties for perjury.

ATTEST: SUN COMMUNITIES, INC.

/s/ Karen J. Dearing /s/ Gary A. Shiffman
Karen J. Dearing, Secretary Gary A. Shiffman, President

SECOND AMENDMENT TO RIGHTS AGREEMENT

This Second Amendment to Rights Agreement (this “Amendment”), dated and effective as of October 4, 2017 (the “Effective Date”), is made and entered into by and between Sun Communities, Inc., a Maryland corporation (the “Company”), and Computershare Trust Company, N.A. (the “Rights Agent”), under that certain Rights Agreement dated as of June 2, 2008 by and between the Company and the Rights Agent, as amended by the First Amendment to Rights Agreement dated July 30, 2014 (the “Rights Agreement”).

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may, prior to the earlier of the Distribution Date or the Shares Acquisition Date, supplement or amend the Rights Agreement without the approval of any holders of Right Certificates to make any other provisions with respect to the Rights which the Company may deem necessary or desirable;

WHEREAS, neither of the Distribution Date or the Shares Acquisition Date has occurred;

WHEREAS, the Company desires to amend the Rights Agreement as set forth herein; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to amend the Rights Agreement as hereinafter set forth and has duly approved this Amendment and authorized its execution and delivery.

NOW, THEREFORE, the Company and the Rights Agent hereby agree as follows:

1. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Rights Agreement.
2. As of the Effective Date, Section 7(a) of the Rights Agreement is amended and restated in its entirety to read as follows:

“Subject to Section 7(e) hereof, the registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein, including, without limitation, the restrictions on exercisability set forth in Sections 9(c), 11(a)(iii), 23(b) and 24(b) hereof) in whole or in part at any time after the Distribution Date upon surrender of the Right Certificate, with the form of election to purchase on the reverse side thereof duly executed, to the Rights Agent at the designated office of the Rights Agent, together with payment of the aggregate Purchase Price for the total number of one one-hundredths of shares of Preferred Stock (or shares of Common Stock, other securities, cash or other assets, as the case may be) as to which the Rights are then exercisable, at or prior to the earliest of (i) the Close of Business on October 4, 2017 (the “Final Expiration Date”), (ii) the time at which the Rights are exchanged as provided in Section 24, or (iii) the time at which the Rights are redeemed as provided in Section 23 (such earliest date being herein referred to as the “Expiration Date”).”

3. As of the Effective Date, Exhibit B to the Rights Agreement is amended by deleting each reference to “June 9, 2018” in the Form of Right Certificate and substituting therefor “October 4, 2017.”

4. As of the Effective Date, Exhibit C to the Rights Agreement is amended by deleting each reference to “June 9, 2018” in the Summary of Rights to Purchase Preferred Shares and substituting therefor “October 4, 2017.”

5. Notwithstanding anything in the Rights Agreement to the contrary, any liability of the Rights Agent under the Rights Agreement, as amended hereby, shall be limited to the amount of annual fees paid by the Company to the Rights Agent during the twelve (12) months immediately preceding the event for which recovery from the Rights Agent is being sought. In no event will the Rights Agent be liable for special, punitive, indirect, incidental or consequential loss or damages of any kind whatsoever (including, without limitation, lost profits), even if the Rights Agent has been advised of the likelihood of such loss or damages, and regardless of the form of action.

6. The provisions contained in Section 18 and Section 20 of the Rights Agreement shall survive the expiration of the Rights and the termination of the Rights Agreement, as amended hereby and the resignation, replacement or removal of the Rights Agent. The costs and expenses incurred by the Rights Agent in enforcing its right of indemnification under the Rights Agreement shall be paid by the Company.

7. Except as expressly set forth herein, the Rights Agreement shall be unaffected by this Amendment and shall remain in full force and effect.

8. Sections 28 (Successors), 31 (Severability), 32 (Governing Law), and 33 (Counterparts) of the Rights Agreement are hereby incorporated by reference into this Amendment and shall apply to this Amendment, mutatis mutandis, as if fully set forth herein.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the day and year first above written.

SUN COMMUNITIES, INC., a Maryland corporation

By: /s/ Gary A. Shiffman
Gary A. Shiffman, Chief Executive Officer

Attest:

By: /s/ Karen J. Dearing
Karen J. Dearing, Chief Financial Officer

COMPUTERSHARE TRUST COMPANY, N.A.

By: /s/ Katherine Anderson
Katherine Anderson, Vice President, Client Services

Attest:

By: /s/ Douglas Ives
Douglas Ives, AVP-Relationship Manager

SUN COMMUNITIES, INC.
TERMINATES STOCKHOLDER RIGHTS PLAN

Southfield, MI, October 4, 2017 - Sun Communities, Inc. (NYSE: SUI) (the “Company”), a real estate investment trust (“REIT”) that owns and operates or has an interest in manufactured housing and recreational vehicle communities, announced today that it has amended its stockholder rights plan, commonly referred to as a “poison pill,” to accelerate the expiration date of the plan from June 9, 2018 to the close of business on October 4, 2017, which will effectively terminate the rights plan as of that date. Shareholders are not required to take any action as a result of this termination.

Sun Communities, Inc. is a REIT that currently owns and operates or has an interest in a portfolio of 348 communities comprising approximately 120,000 developed sites.

For more information about Sun Communities, Inc. visit our website at www.suncommunities.com.

Forward Looking Statements

This press release contains various “forward-looking statements” within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and the Company intends that such forward-looking statements will be subject to the safe harbors created thereby. Forward-looking statements can be identified by words such as “will,” “may,” “could,” “expect,” “anticipate,” “believes,” “intends,” “should,” “plans,” “estimates,” “approximate,” “guidance,” and similar expressions in this press release that predict or indicate future events and trends and that do not report historical matters.

These forward-looking statements reflect the Company’s current views with respect to future events and financial performance, but involve known and unknown risks, uncertainties, and other factors, some of which are beyond the Company’s control. These risks, uncertainties, and other factors may cause the actual results of the Company to be materially different from any future results expressed or implied by such forward-looking statements. Such risks and uncertainties include national, regional and local economic climates, the ability to maintain rental rates and occupancy levels, competitive market forces, the performance of recent acquisitions, the ability to integrate future acquisitions smoothly and efficiently, changes in market rates of interest, changes in foreign currency exchange rates, the ability of manufactured home buyers to obtain financing and the level of repossessions by manufactured home lenders. Further details of potential risks that may affect the Company are described in our periodic reports filed with the U.S. Securities and Exchange Commission, including in the “Risk Factors” section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2016.