

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*



SUN COMMUNITIES, INC.

(Exact name of registrant as specified in its charter)

**27777 Franklin Road
Suite 200
Southfield, Michigan 48034
(248) 208-2500**

(Address of Principal Executive Offices and Zip Code)

Sun Communities, Inc. 2015 Equity Incentive Plan

(Full title of the plan)

**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)

Copies of all correspondence to:
**Matthew Murphy, 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of 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 3,000,000 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. 2015 Equity Incentive Plan, as amended, as those shares registered on the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on July 24, 2015, File No. 333-205857, which is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated in and made a part of this Registration Statement by reference, as of their respective dates:

- (a) The Registrant's [Annual Report on Form 10-K for the year ended December 31, 2021](#), as filed with the Commission on February 22, 2022 (including portions of the Registrant's definitive [proxy statement on Schedule 14-A](#), as filed with the Commission on April 4, 2022, solely to the extent incorporated by reference into Part II of the Annual Report on Form 10-K for the year ended December 31, 2021).
- (b) The Registrant's [Quarterly Report on Form 10-Q for the quarter ended March 31, 2022](#), as filed with the Commission on April 26, 2022.
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on [February 3, 2022](#), [March 17, 2022](#), [April 1, 2022](#), [April 6, 2022](#), [April 12, 2022](#), [April 13, 2022](#), [May 6, 2022](#) and [May 19, 2022](#).
- (d) The description of the Registrant's common stock contained in [Exhibit 4.1](#) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be "filed" under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered "filed" under the Securities Exchange Act of 1934 or is to be incorporated by reference in this Registration Statement.

Item 6. Indemnification of Directors and Officers.

The Registrant's charter authorizes the Registrant to obligate itself to indemnify its present and former directors and officers and to pay or reimburse expenses for such individuals in advance of the final disposition of a proceeding to the maximum extent permitted from time to time by Maryland law. The Registrant's bylaws obligate it to indemnify and advance expenses to present and former directors and officers against judgments, penalties, fines, settlements, and expenses actually and reasonably incurred by them in connection with any proceeding to which they may be made a party by reason of their service to the company in those capacities unless it is established that: (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding; and (a) was committed in bad faith or, (b) was the result of active and deliberate dishonesty; (ii) the director or officer actually received an improper personal benefit in money, property, or services; (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful; or (iv) in

the event of a proceeding by or in the right of the Registrant, the director or officer was adjudged to be liable to the Registrant. The Registrant's bylaws provide that the Registrant intends to indemnify its directors and officers to the maximum extent permitted by Maryland law in effect from time to time and if Maryland law is amended to authorize further indemnification or it is determined that presently existing Maryland law permits greater indemnification than set forth in the Registrant's bylaws, then the Registrant's bylaws shall be construed to authorize the Registrant to indemnify its directors and officers to the fullest extent permitted by Maryland law.

The Maryland General Corporation Law permits the charter of a Maryland corporation to include a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages, except to the extent that: (i) it is proved that the person actually received an improper benefit or profit in money, property or services; or (ii) a judgment or other final adjudication is entered in a proceeding based on a finding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. The Registrant's charter contains a provision providing for elimination of the liability of our directors or officers to us or our stockholders for money damages to the maximum extent permitted by Maryland law.

In addition to the foregoing, the Registrant has entered into separate indemnification agreements with each of its executive officers and directors.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	Sun Communities, Inc. 2015 Equity Incentive Plan	Incorporated by reference to Appendix A to Sun Communities, Inc.'s Definitive Proxy Statement filed on April 29, 2015
4.2	First Amendment to Sun Communities, Inc. 2015 Equity Incentive Plan	Incorporated by reference to Appendix C to Sun Communities, Inc.'s Definitive Proxy Statement filed on April 4, 2022.
5.1	Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, a Professional Corporation	Filed herewith
23.1	Consent of Grant Thornton LLP, independent registered public accounting firm	Filed herewith
23.2	Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, a professional corporation	Included in Exhibit 5.1
24.1	Powers of Attorney	Incorporated by reference to the signature page hereto
107	Filing Fee Table	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southfield, State of Michigan, on June 10, 2022.

SUN COMMUNITIES, INC.,
a Maryland corporation

By: /s/ Fernando Castro-Caratini

Fernando Castro-Caratini,
Executive Vice President,
Chief Financial Officer,
Secretary, Treasurer and
Principal Financial and
Accounting Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of Sun Communities, Inc. hereby constitutes and appoints Gary A. Shiffman and Fernando Castro-Caratini, 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 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gary A. Shiffman</u> Gary A. Shiffman	Chief Executive Officer, Chairman of the Board of Directors and Principal Executive Officer	June 10, 2022
<u>/s/ Fernando Castro-Caratini</u> Fernando Castro-Caratini	Executive Vice President, Treasurer, Chief Financial Officer, Secretary and Principal Financial and Accounting Officer	June 10, 2022
<u>/s/ Tonya Allen</u> Tonya Allen	Director	June 10, 2022
<u>/s/ Meghan G. Baivier</u> Meghan G. Baivier	Director	June 10, 2022
<u>/s/ Stephanie W. Bergeron</u> Stephanie W. Bergeron	Director	June 10, 2022
<u>/s/ Brian Hermelin</u> Brian Hermelin	Director	June 10, 2022
<u>/s/ Ronald A. Klein</u> Ronald A. Klein	Director	June 10, 2022
<u>/s/ Clunet R. Lewis</u> Clunet R. Lewis	Director	June 10, 2022
<u>/s/ Arthur A. Weiss</u> Arthur A. Weiss	Director	June 10, 2022

Calculation of Filing Fee Tables

S-8
(Form Type)

Sun Communities, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	457(h)	3,000,000	\$159.89	\$479,670,000	0.0000927	\$44,465.41
			Total Offering Amounts		\$479,670,000		\$44,465.41
			Total Fee Offsets				---
			Net Fee Due				\$44,465.41

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers such indeterminate number of additional shares of Sun Communities, Inc.’s (the “Registrant”) common stock that may become issuable under the Registrant’s 2015 Equity Incentive Plan (the “Plan”) by reason of any future stock splits, stock dividends or similar adjustment of the Registrant’s common stock.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) of the Securities Act, based on the average of the high and low prices reported for the Registrant’s common stock on the New York Stock Exchange on June 9, 2022.

June 10, 2022

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

Re: Sun Communities, Inc. First Amendment to 2015 Equity Incentive Plan - Registration Statement on Form S-8 for 3,000,000 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 3,000,000 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. 2015 Equity Incentive Plan (the "Original Plan"), as amended by the First Amendment to Sun Communities, Inc. 2015 Equity Incentive 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 Chief Financial Officer and 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 Chief Financial Officer and Secretary of the Company (the "Bylaws");
- E. resolutions adopted by the Board of Directors of the Company (the "Board") approving 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 June 9, 2022, 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, subject to the limitations, assumptions, and qualifications contained herein.

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 we have reviewed; (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 have 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 any 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, that the persons acting on behalf of the governmental authority have the power and authority to do so, and that 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) made or contained 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 we have reviewed, 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.

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 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. The opinion is limited to the matters set forth herein, and no other opinion should be inferred or implied beyond the matters expressly stated.

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 5.1, 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, 2022 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, 2021, 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

Philadelphia, Pennsylvania
June 10, 2022