SUN COMMUNITIES INC
Form 424B5
September 19, 2014
Table of Contents

Filed pursuant to Rule 424(b)(5)
Registration No. 333-181315

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered[(1)]	Proposed Maximum Offering Price Per Unit[(2)]	Proposed Maximum Aggregate Offering Price[(2)]	Amount of Registration Fee
Common Stock, $0.01 par value per share[(3)]	6,900,000 shares	$51.02	$352,038,000	$45,343

(1) Assumes exercise in full of the underwriter s option to purchase up to 900,000 additional shares of common stock.

(2) Estimated solely for purposes of calculating the registration fee pursuant to 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 September 15, 2014.

(3) Includes rights to purchase our Junior Participating preferred stock. Since no separate consideration is paid for these rights, they are not considered in the calculation of the maximum aggregate offering price and the registration fee.

PROSPECTUS SUPPLEMENT

(To Prospectus Dated May 10, 2012)

6,000,000 Shares

Common Stock

We are selling 6,000,000 shares of our common stock.

We have granted the underwriter an option to purchase within 30 days from the date of this prospectus supplement up to 900,000 additional shares of our common stock from us.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol SUI. The last reported sale price of our common stock on the NYSE on September 17, 2014 was $52.45 per share.

To assist us in complying with certain federal income tax requirements applicable to real estate investment trusts, our charter contains certain restrictions relating to the ownership and transfer of our stock, including an ownership limit of 9.8%, in number of shares or value, of the issued and outstanding shares of our capital stock. See Description of Common Stock Restrictions on Ownership beginning on page 8 of the accompanying prospectus.

Investing in our common stock involves a high degree of risk. Before buying any of these shares you should carefully read the discussion of material risks of investing in our common stock in Risk Factors beginning on page S-6 of this prospectus supplement, page 2 of the accompanying prospectus and page 9 of our Annual Report on Form 10-K for the year ended December 31, 2013.

Neither the Securities and Exchange Commission, or SEC, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter has agreed to purchase the shares of our common stock offered by this prospectus supplement from us at a price of $50.60 per share, which will result in $303.6 million of proceeds to us. The underwriter may offer the shares of our common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. See Underwriting.

The underwriter expects to deliver the shares against payment in New York, New York on or about September 23, 2014 through the book-entry facilities of The Depository Trust Company.

Citigroup

September 17, 2014

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of our common stock. The second part, which is the accompanying prospectus, provides more general information about us and our securities, some of which may not apply to this offering. Both this prospectus supplement and the accompanying prospectus include important information about us and our common stock, and other information of which you should be aware before investing in our common stock. This prospectus supplement and the information incorporated by reference in this prospectus supplement also adds to, updates and changes information contained or incorporated by reference in the accompanying prospectus. If information in this prospectus supplement or the information incorporated by reference in this prospectus supplement is inconsistent with the accompanying prospectus or the information incorporated by reference therein, then this prospectus supplement or the information incorporated by reference in this prospectus supplement will apply and will supersede the information in the accompanying prospectus and the documents incorporated by reference therein.

You should read this prospectus supplement, the accompanying prospectus and the additional information described under the headings Where You Can Find More Information and Incorporation of Certain Documents by Reference before you make a decision to invest in our common stock.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus prepared by or on behalf of us. We have not, and the underwriter has not, authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not, and the underwriter is not, making an offer of these securities under any circumstance or in any jurisdiction where the offer is not permitted or unlawful. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and any free writing prospectus prepared by or on behalf of us is accurate only as of their respective dates, and that any information in documents that we have incorporated by reference is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus supplement, the accompanying prospectus, and the information incorporated herein and therein by reference includes trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included or incorporated by reference into this prospectus supplement or the accompanying prospectus are the property of their respective owners.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement and the accompanying prospectus to Sun, we, us, our or similar references mean Sun Communities, Inc., a Maryland corporation, and its direct and indirect subsidiaries, including Sun Communities Operating Limited Partnership, a Michigan limited partnership, or the Operating Partnership, and Sun Home Services, Inc., a Michigan corporation, or SHS.

Table of Contents

SUMMARY

This summary highlights certain information about us, this offering and information appearing elsewhere in this prospectus supplement, in the accompanying prospectus and in the documents we incorporate by reference. This summary is not intended to be a complete description of the matters covered in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference, and does not contain all of the information that you should consider before investing in our securities. To fully understand this offering and its consequences to you, you should read and consider this entire prospectus supplement and the accompanying prospectus carefully, including the information referred to under the heading Risk Factors in this prospectus supplement beginning on page S-6, in the accompanying prospectus beginning on page 2 and in our Annual Report on Form 10-K for the year ended December 31, 2013 beginning on page 9, and the financial statements and other information incorporated by reference in this prospectus supplement and the accompanying prospectus when making an investment decision. You should also read and consider the information in the documents to which we have referred you in Where You Can Find More Information on page S-22 of this prospectus supplement.

Company Overview

We are a self-administered and self-managed real estate investment trust, or REIT. We own, operate, and develop manufactured housing, or MH, and recreational vehicle, or RV, communities concentrated in the midwestern, southern and southeastern United States. We are a fully-integrated real estate company which, together with our affiliates and predecessors, has been in the business of acquiring, operating, developing and expanding MH and RV communities since 1975. As of June 30, 2014, we owned and operated a portfolio of 190 properties, which we refer to as Properties, located in 27 states, including 157 MH communities, 24 RV communities, and 9 Properties containing both MH and RV sites. As of June 30, 2014, the Properties contained an aggregate of 71,680 developed sites comprised of 53,599 developed manufactured home sites, 9,113 annual RV sites (inclusive of both annual and seasonal usage rights), 8,968 transient RV sites, and approximately 6,063 additional manufactured home sites suitable for development. We lease individual parcels of land, or sites, with utility access for placement of manufactured homes and RVs to our customers. The Properties are designed to offer affordable housing to individuals and families, while also providing certain amenities.

We are engaged through SHS, a taxable REIT subsidiary, in the marketing, selling, and leasing of new and pre-owned homes to current and future residents in our communities. The operations of SHS support and enhance our occupancy levels, property performance and cash flows.

Structured as an umbrella partnership REIT, or UPREIT, the Operating Partnership is the entity through which we conduct substantially all of our operations, and which owns, either directly or indirectly through SHS and other subsidiaries, all of our assets. This UPREIT structure enables us to comply with certain complex requirements under the Federal tax rules and regulations applicable to REITs, and to acquire MH communities in transactions that defer some or all of the sellers tax consequences. We are the sole general partner of, and, as of June 30, 2014, held approximately 95% of the interests (not including preferred limited partnership interests) in, the Operating Partnership. The interests in the Operating Partnership held by the partners are referred to herein as OP Units.

Table of Contents

Recent Developments

Declaration of a Common Stock Distribution

On September 17, 2014, we declared a cash distribution of $0.65 per share on shares of our common stock for the quarter ending September 30, 2014. The distribution is payable on October 17, 2014 to common stockholders of record as of the close of business on September 30, 2014.

Potential Acquisition

On July 30, 2014, we entered into an Omnibus Agreement, which we refer to as the Omnibus Agreement, with Green Courte Real Estate Partners, LLC, GCP REIT II, GCP REIT III, American Land Lease, Inc. and Asset Investors Operating Partnership, L.P., which we collectively refer to as the Green Courte Entities, with respect to our acquisition, or the Acquisition, of 59 manufactured home communities owned directly or indirectly by certain Green Courte Entities, or the Projects. In connection with these transactions, we will acquire the contractual right of one of the Green Court Entities to acquire an additional manufactured home community pursuant to a binding purchase agreement. The manufactured home communities to be acquired comprise over 19,000 home sites in eleven states, including nearly 11,000 home sites located in Florida. Including other properties acquired since June 30, 2014, assuming we do not acquire or dispose of any other manufactured home or RV communities prior to the closing of the Acquisition and that we acquire all the Projects in the Acquisition, if the Acquisition is consummated we will own an aggregate of 89,082 developed sites comprised of 71,001 developed manufactured home sites, 9,113 annual RV sites (inclusive of both annual and seasonal usage rights), 8,968 transient RV sites, and approximately 6,621 additional manufactured home sites suitable for development.

The Omnibus Agreement contemplates that we will acquire the Projects, as well as tangible personal property, intellectual property, new and used manufactured homes owned by certain Green Courte Entities or their affiliates, manufactured home loans made to residents of the Projects held by the Green Courte Entities or their affiliates (together with associated collateral and liens) and other related assets, for an aggregate purchase price of approximately $1.32 billion, including the assumption of up to approximately $560 million of debt. We will (i) pay approximately $311 million in cash (increased by the reduction in assumed mortgage debt prior to closing), or the Cash Consideration, (ii) issue approximately $262 million in a combination of our common stock and common OP Units in the Operating Partnership (in either case at an issuance price of $50.00 per share or unit, as applicable), and (iii) issue $175 million of newly-created Series A-4 Convertible Perpetual Preferred Stock, which we refer to as Series A-4 preferred stock, or Series A-4 Convertible Perpetual Preferred OP Units in the Operating Partnership, which we refer to as Series A-4 Preferred OP Units, (in either case at an issuance price of $25.00 per share or unit, as applicable) to the Green Courte Entities. We refer to the securities described in the foregoing clauses (ii) and (iii) as the Acquisition Securities. At the second closing of the Acquisition, the Omnibus Agreement further provides that Randall K. Rowe, Chairman and Founder, and James R. Goldman, Vice Chairman and Chief Investment Officer, of the Green Courte Entities will be appointed to serve on our board of directors.

In addition, in connection with the Acquisition, we entered into a Subscription Agreement, or the Subscription Agreement, with Green Courte Real Estate Partners III, LLC, which we refer to as the PIPE Transaction, relating to its purchase at the second closing of the Acquisition of: (i) no less than 150,000 shares of common stock, at a purchase price of $50.00 per share and no less than 200,000 Series A-4 Preferred OP Units, at a purchase price of $25.00 per unit, or the Subscription Securities; and (ii) at our option, or the option of the Green Courte Entities, up to an additional (x) 450,000 shares of common stock, at a purchase price of $50.00 per share; and (y) 600,000 Series A-4 Preferred OP Units, at a purchase price of $25.00 per unit, or such lesser amount as may be required so as to not trigger an obligation by us to obtain stockholder approval of the transactions contemplated by the Omnibus Agreement and any related agreement under applicable NYSE rules. We refer to the securities described in the foregoing clause (ii) as the Subscription Option Securities, and we refer to the Subscription Securities and the Subscription Option Securities collectively as the PIPE Securities.

All Acquisition Securities issued in connection with the Acquisition and all PIPE Securities issued in connection with the PIPE Transaction (together with all shares of our common stock issuable upon the exchange or conversion of Series A-4 preferred stock, common OP Units or Series A-4 Preferred OP Units issued in connection with the Acquisition or PIPE Transaction, as applicable) will be subject to a 6-month lock-up period, commencing on the date of their respective issuances, except that the securities held directly or indirectly by Messrs. Rowe and Goldman will be subject to a 12-month lock-up period.

Subject to certain conditions, we anticipate that the Acquisition will occur in two separate closings. The closing with respect to 34 Projects is anticipated to occur on the later of (x) October 15, 2014, or (y) 10 business days after the loan assumption approval is obtained for a sufficient number of Projects as set forth in the Omnibus Agreement, but not later than December 31, 2014 (or such earlier date as we determine upon notice to the Green Courte Entities). The closing with respect to the remaining 25 Projects is anticipated to occur on January 6, 2015. The consummation of the Acquisition is subject to certain confirmatory diligence and customary closing conditions, including obtaining certain third party consents. As a result, there can be no assurances as to the actual closings or the timing of either of the closings.

Principal Executive Offices and Website

We were incorporated in Maryland on July 23, 1993 and went public in an initial public offering on December 9, 1993. Our executive and principal property management office is located at 27777 Franklin Road, Suite 200, Southfield, Michigan 48034 and our telephone number is (248) 208-2500. We have regional property management offices located in Austin, Texas; San Antonio, Texas; Dayton, Ohio; Grand Rapids, Michigan; Elkhart, Indiana; Indianapolis, Indiana; Traverse City, Michigan; Charlotte, North Carolina; Denver, Colorado; Ft. Myers, Florida; and Orlando, Florida; and we employed an aggregate of 1,901 full and part time employees (including seasonal employees) as of June 30, 2014.

Our website address is www.suncommunities.com which contains information concerning us and our subsidiaries. Information included or referred to on, or otherwise accessible through, our website is not incorporated by reference or otherwise a part of this prospectus supplement or the accompanying prospectus.

Table of Contents

THE OFFERING

For a description of our common stock, see Description of Common Stock in the accompanying prospectus.

Common stock offered by us	6,000,000 shares of common stock (and up to an additional 900,000 shares of common stock, if the underwriter s option to purchase additional shares of common stock is exercised in full)
Equity securities outstanding prior to completion of the offering[1]	41,110,386 shares of common stock;
	3,400,000 shares of 7.125% Series A Cumulative Redeemable Preferred Stock, or Series A Preferred Stock;
	2,069,322 common OP Units not held by us;
	1,325,275 preferred OP Units, or Aspen preferred OP Units;
	436,703 Series A-1 preferred OP Units;
	40,267.50 Series A-3 preferred OP Units; and
	112,400 Series B-3 preferred OP Units
Equity securities outstanding on a pro forma basis after completion of the offering[1]	47,110,386 shares of common stock;
	3,400,000 shares of Series A Preferred Stock;
	2,069,322 common OP Units not held by us;
	1,325,275 Aspen preferred OP Units;
	436,703 Series A-1 preferred OP Units;
	40,267.50 Series A-3 preferred OP Units; and

112,400 Series B-3 preferred OP Units

Use of proceeds	We estimate that the net proceeds of this offering will be approximately $303.1 million after deducting estimated offering expenses of approximately $500,000 (or, if the underwriter exercises its option to purchase 900,000 additional shares of common stock in full, approximately $348.6 million, after deducting estimated offering expenses of approximately $500,000).
	We intend to use the net proceeds of this offering to fund a portion of the purchase price for the Acquisition.
	If for any reason the Acquisition is not consummated, we intend to use the net proceeds from the offering to repay borrowings outstanding under our senior credit facility, fund possible future acquisitions of properties and for working capital and general corporate purposes. See Use of Proceeds.

Table of Contents

Restrictions on ownership and transfer	Our charter contains restrictions on ownership and transfer of shares of our capital stock intended to assist us in maintaining our qualification as a REIT for U.S. federal income tax purposes. For example, without the approval of our board of directors, our charter restricts any person from owning, or being deemed to own by virtue of the attribution provisions of the Internal Revenue Code of 1986, as amended, more than 9.8%, in number of shares or value, of the issued and outstanding shares of our capital stock. See Description of Common Stock Restrictions on Ownership in the accompanying prospectus.
Risk factors	You should carefully read the information contained under the caption Risk Factors in this prospectus supplement, the accompanying prospectus, our Annual Report on Form 10-K for the year ended December 31, 2013 and our other filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding to invest in shares of our common stock.
NYSE symbol	SUI

(1) Based on equity securities outstanding as of September 17, 2014. Excludes (a) 3,735,501 shares of common stock issuable upon exchange of OP Units, (b) 37,000 shares of common stock reserved for issuance upon the exercise of stock options outstanding, and (c) 288,350 shares of common stock reserved and available for future issuance under our equity incentive plans, in each case as of September 17, 2014. In addition, excludes the Acquisition Securities and the PIPE Securities.

Unless expressly stated otherwise, the information set forth above and throughout this prospectus supplement assumes no exercise of the underwriter s option to purchase up to 900,000 additional shares of common stock and excludes shares issuable pursuant to stock options outstanding and shares of common stock that may be issued in the future under our equity incentive plans.

RISK FACTORS

Investment in the shares of our common stock offered pursuant to this prospectus supplement and the accompanying prospectus involves risks. In addition to the information presented in this prospectus supplement and the accompanying prospectus and the risk factors in our most recent Annual Report on Form 10-K and our other filings under the Exchange Act that are incorporated by reference in this prospectus supplement and the accompanying prospectus, you should consider carefully the following risk factors before deciding to purchase these shares. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occur, our business, financial condition and results of operations may suffer. In that event, the trading price of our common stock could decline, and you may lose all or part of your investment in our common stock.

We may not acquire the Projects and the closing of this offering is not conditioned on the acquisition of the Projects.

We expect to acquire 34 of the Projects no later than December 31, 2014, and the remaining 25 Projects by January 6, 2015. However, both closings are subject to the satisfaction of the closing conditions set forth in the Omnibus Agreement, including obtaining certain third party consents. If these conditions are not satisfied or waived, or if the Omnibus Agreement and the other definitive agreements relating to the Acquisition are otherwise terminated in accordance with their respective terms, then the Acquisition will not be consummated. The closing of this offering is not conditioned on the acquisition of the Projects. Therefore, upon the closing of this offering, you will become a holder of our common stock irrespective of whether the closings with respect to the Projects are consummated, delayed, restructured or terminated. If we do not acquire the Projects, our common stock that you have purchased in this offering will not reflect any interest in the Projects; if the closings are delayed, this interest will not be reflected during the period of delay; and if the Acquisition is restructured, it is uncertain as to whether this interest will be adversely affected. In addition, the price of our common stock may decline to the extent that the current market price of our common stock reflects a market assumption that the Projects will be acquired and that we will realize certain anticipated benefits of acquiring the Projects.

We may allocate the net proceeds from this offering in ways that you and other stockholders may not approve.

We intend to use the net proceeds from this offering to fund a portion of the purchase price for the Acquisition. If the Acquisition is not consummated, we intend to use the net proceeds from this offering to repay borrowings outstanding under our senior credit facility, fund possible future acquisitions of properties and for working capital and general corporate purposes. If the Acquisition is not consummated, our management will have broad discretion in the application of certain of the net proceeds from this offering and could apply the proceeds in ways that do not necessarily improve our operating results or enhance the value of our common stock.

The intended benefits of the Projects may not be realized.

The Acquisition poses risks for our ongoing operations, including, among others:

- that senior management s attention may be diverted from the management of daily operations to the integration of the properties acquired in the Acquisition;
- costs and expenses associated with any undisclosed or potential liabilities;
- that the properties acquired in the Acquisition may not perform as well as anticipated; and
- that unforeseen difficulties may arise in integrating the properties acquired in the Acquisition into our portfolio.

Table of Contents

As a result of the foregoing, we cannot assure you that the Acquisition will be accretive to us in the near term or at all. Furthermore, if we fail to realize the intended benefits of the properties acquired in the Acquisition, the market price of our common stock could decline to the extent that the market price reflects those benefits.

This offering and the issuance of the Acquisition Securities and the PIPE Securities in connection with the Acquisition is expected to be dilutive, which may adversely affect the market price of our common stock.

Giving effect to the issuance of shares of common stock in this offering and in connection with the Acquisition, the receipt of the expected net proceeds and the use of those proceeds, we expect that this offering and the issuance of the Acquisition Securities and the PIPE Securities in connection with the Acquisition will have a dilutive effect on our earnings per share and funds from operations per share for the year ending December 31, 2014. The actual amount of dilution cannot be determined at this time and will be based on numerous factors.

Future sales or issuances of our common stock or other securities, including the Acquisition Securities and the PIPE Securities to be issued in connection with the Acquisition, may cause the market price of our common stock to decline.

The sale and/or issuance of substantial amounts of our common stock, including the Acquisition Securities and the PIPE Securities to be issued in connection with the Acquisition, whether directly by us or in the secondary market, the perception that such sales could occur or the availability of future issuances of shares of our common stock, OP Units or other securities convertible into or exchangeable or exercisable for our capital stock, could materially and adversely affect the market price of our common stock and our ability to raise capital through future offerings of equity or equity-related securities. In addition, we may issue capital stock that is senior to our common stock in the future for a number of reasons, including to finance our operations and business strategy, to adjust our ratio of debt to equity or for other reasons.

Our business operations may not generate the cash needed to make distributions on our capital stock or to service our indebtedness, and we may adjust our common stock distribution policy.

Our ability to make distributions on our common stock and payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to make distributions on our common stock, to pay our indebtedness or to fund our other liquidity needs.

The decision to declare and pay distributions on shares of our common stock in the future, as well as the timing, amount and composition of any such future distributions, will be at the sole discretion of our board of directors in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and general overall economic conditions and other factors. Any change in our distribution policy could have a material adverse effect on the market price of our common stock.

Our share price could be volatile and could decline, resulting in a substantial or complete loss on your investment.

The stock markets, including the NYSE, on which we list our common stock, have experienced significant price and volume fluctuations. As a result, the market price of our common stock could be similarly volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. The price of our common stock could be subject to wide fluctuations in response to a number of factors, including:

- our operating performance and the performance of other similar companies;
- our ability to maintain compliance with covenants contained in our debt facilities;

Table of Contents

- actual or anticipated variations in our operating results, funds from operations, cash flows or liquidity;
- changes in expectations of future financial performance or changes in our earnings estimates or those of analysts;
- changes in our distribution policy;
- the market for similar securities;
- issuances of other equity securities in the future, including series or classes of preferred stock and the Acquisition Securities and the PIPE Securities to be issued in connection with the Acquisition;
- publication of research reports about us or the real estate industry generally;
- increases in market interest rates that lead purchasers of our common stock to demand a higher dividend yield;
- changes in market valuations of similar companies;
- adverse market reaction to the amount of our debt outstanding at any time, the amount of our debt maturing in the near- and medium-term and our ability to refinance our debt, or our plans to incur additional debt in the future;
- additions or departures of key management personnel;
- speculation in the press or investment community;
- actions by institutional stockholders;
- equity issuances by us, or share resales by our stockholders, or the perception that such issuances or resales may occur;
- the realization of any of the other risk factors included or incorporated by reference in this prospectus supplement and the accompanying prospectus; and
- general market, economic and political conditions.

Many of the factors listed above are beyond our control. Those factors may cause the market price of our common stock to decline significantly, regardless of our financial condition, results of operations and prospects. It is impossible to provide any assurance that the market price of our common stock will not fall in the future, and it may be difficult for holders to resell shares of our common stock at prices they find attractive, or at all. In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management s attention and resources.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein contain various forward-looking statements within the meaning of the Securities Act of 1933, as amended, or the Securities Act, and the Exchange Act, and we intend that such forward-looking statements will be subject to the safe harbors created thereby. For this purpose, any statements contained in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein that relate to expectations, beliefs, projections, future plans and strategies, trends or prospective events or developments and similar expressions concerning matters that are not historical facts are deemed to be forward-looking statements. Words such as forecasts, intends, intend, intended, goal, estimate, estimates, expects, expect, expected, project, projected, projections, plans, predicts, potential, seeks, anticipa could, may, will, designed to, foreseeable future, believe, believes, scheduled , guidance and similar expressions are intended to i forward-looking statements, although not all forward-looking statements contain these words. These forward-looking statements reflect our current views with respect to future events and financial performance, but involve known and unknown risks and uncertainties, both general and specific to the matters discussed in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. These risks and uncertainties may cause our actual results to be materially different from any future results expressed or implied by such forward-looking statements. In addition to the risks disclosed under Risk Factors above and in our Annual Report on Form 10-K for the year ended December 31, 2013, such risks and uncertainties include:

- changes in general economic conditions, the real estate industry and the markets in which we operate;
- difficulties in our ability to evaluate, finance, complete and integrate acquisitions, including the Acquisition, developments and expansions successfully;
- our liquidity and refinancing demands;
- our ability to obtain or refinance maturing debt;
- our ability to maintain compliance with covenants contained in our debt facilities;
- availability of capital;
- our ability to maintain rental rates and occupancy levels;
- our failure to maintain effective internal control over financial reporting and disclosure controls and procedures;
- increases in interest rates and operating costs, including insurance premiums and real property taxes;
- risks related to natural disasters;
- general volatility of the capital markets and the market price of shares of our capital stock;

our failure to maintain our status as a REIT;

changes in real estate and zoning laws and regulations;

legislative or regulatory changes, including changes to laws governing the taxation of REITs;

litigation, judgments or settlements;

competitive market forces; and

the ability of manufactured home buyers to obtain financing and the level of repossessions by manufactured home lenders.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. We undertake no obligation to publicly update or revise any forward-looking

Table of Contents

statements included or incorporated by reference into this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, whether as a result of new information, future events, changes in our expectations or otherwise, except as required by law.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. All written and oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by these cautionary statements.

Table of Contents

USE OF PROCEEDS

We expect that the net proceeds of this offering will be approximately $303.1 million, after deducting estimated offering expenses payable by us of approximately $500,000 (or, if the underwriter exercises its option to purchase 900,000 additional shares of our common stock in full, approximately $348.6 million after deducting estimated offering expenses payable by us of approximately $500,000).

We intend to use the net proceeds of this offering to fund a portion of the purchase price for the Acquisition. We expect to acquire 34 of the Projects no later than December 31, 2014, and the remaining 25 Projects by January 6, 2015. The aggregate purchase price for the Projects is approximately $1.32 billion, including the assumption of up to approximately $560 million of debt. We intend to fund the remainder of the Cash Consideration from our senior credit facility. See Summary Recent Developments Potential Acquisition.

If for any reason the Acquisition is not consummated, we intend to use the net proceeds of this offering to repay borrowings outstanding under our senior credit facility, fund possible future acquisitions of properties and for working capital and general corporate purposes. As of September 17, 2014, we had $87.7 million outstanding under the senior credit facility. The senior credit facility has a four-year term ending May 15, 2017, and at the Operating Partnership s option the maturity date may be extended for an additional year, subject to the satisfaction of certain conditions. Indebtedness under the senior credit facility bears interest at a floating rate, which can range from 1.65% to 2.90%, based on the Eurodollar rate plus a margin that is determined based on our leverage ratio. The aggregate interest rate as of September 17, 2014 was 1.86%. We used the proceeds of the senior credit facility to repay in full our prior $150.0 million revolving line of credit, which was scheduled to mature on October 1, 2014, and for working capital and other general corporate purposes. An affiliate of Citigroup Global Markets Inc., the underwriter of this offering, has a participation percentage of 15% as a lender under the senior credit facility.

Pending the uses described above, we may invest the net proceeds in short-term interest-bearing investment grade instruments.

Table of Contents

CAPITALIZATION

The following table sets forth our capitalization as of June 30, 2014:

(a) on an actual basis;

(b) on an as adjusted basis to give effect to the Acquisition and the PIPE Transaction; and

(c) as further adjusted to give effect to the offering and sale of 6,000,000 shares of our common stock in this offering at a price of $50.60 per share to the underwriter, after deducting our estimated offering expenses, and the application of the net proceeds of this offering as described under Use of Proceeds.

The following table does not reflect (i) the issuance of 3,500 shares of our common stock to employees and non-employee directors under our equity incentive plans from July 1, 2014 through the date hereof, or (ii) other borrowings and other repayments under our debt facilities from July 1, 2014 through the date hereof.

The information set forth below should be read in conjunction with our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2013, as updated by our subsequent filings under the Exchange Act, including the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations included in our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2014, incorporated by reference into this prospectus supplement and the accompanying prospectus.

	As of June 30, 2014		
(Dollars in thousands)	**Actual (unaudited)**	**As adjusted (Acquisition and PIPE Transaction)**	**As further adjusted (Offering)**
Cash and cash equivalents	$ 7,620	$ 7,620	$ 110,839
DEBT:			
Debt[(1)]	$ 1,407,317	$ 2,175,006	$ 2,175,006
Lines of credit	38,461	199,881	
Other liabilities	126,598	192,728	192,728
EQUITY:			
Preferred stock, $0.01 par value (10,000,000 shares authorized)			
Series A preferred stock, $0.01 par value per share (liquidation preference $25.00 per share), 3,400,000 shares issued and outstanding at June 30, 2014	$ 34	$ 34	$ 34
Series A-4 preferred stock, $0.01 par value per share (liquidation preference $25.00 per share), no shares issued and outstanding at June 30, 2014, no shares issued and outstanding as adjusted to give effect to the Acquisition and PIPE Transaction[(2)]			
Common stock, $0.01 par value, 90,000,000 shares authorized, 41,107,511 shares issued and outstanding at June 30, 2014, 46,497,511 shares issued and outstanding as adjusted to give effect to the Acquisition and PIPE Transaction, 52,497,511 shares issued and outstanding as further adjusted to give effect to this offering[(3)(4)(5)(6)]			