
**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 (Date of earliest event reported): **May 6, 2019**

AVALONBAY COMMUNITIES, INC.

(Exact name of registrant as specified in its charter)

Commission file number **1-12672**

Maryland

(State or other jurisdiction of
incorporation or organization)

77-0404318

(I.R.S. Employer
Identification No.)

Ballston Tower

671 N. Glebe Rd, Suite 800

Arlington, Virginia 22203

(Address of principal executive offices)(Zip code)

(703) 329-6300

(Registrant's telephone number, including area code)

(Former name, if changed since last report)

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	AVB	New York Stock Exchange

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

On May 6, 2019, the Board of Directors of AvalonBay Communities, Inc. approved an amendment to Section 10.03 of the Company's Amended and Restated Bylaws, as amended (the "Bylaws"), to remove the previous requirement that only stockholders who meet certain ownership thresholds are permitted to submit a proposal to amend the Bylaws. As amended, Section 10.03 of the Bylaws now permits any stockholder to submit a proposal, subject to and in accordance with the Bylaws, to amend the Bylaws by the affirmative vote of a majority of the outstanding shares of Common Stock, par value \$.01 per share. The description of the amendment is qualified by reference to the full text of the amendment to the Bylaws, which is attached as an exhibit to this report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.2 [Third Amendment to Amended and Restated Bylaws of AvalonBay Communities, Inc., dated May 6, 2019.](#)

[Remainder of page left blank intentionally]

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

AVALONBAY COMMUNITIES, INC.

Dated: May 7, 2019

By: /s/ Kevin P. O'Shea
Kevin P. O'Shea
Chief Financial Officer

AVALONBAY COMMUNITIES, INC.

Secretary's Certificate

Amendment to Bylaws

On May 6, 2019, pursuant to a unanimous written consent of the Board of Directors of AvalonBay Communities, Inc. (the "Company"), the Board adopted the following amendment to the Company's Bylaws:

AVALONBAY COMMUNITIES, INC.

**THIRD AMENDMENT
TO AMENDED AND RESTATED BYLAWS**

1. The Amended and Restated Bylaws dated November 12, 2015, as heretofore amended (the "Bylaws"), of AvalonBay Communities, Inc., a Maryland corporation, are hereby amended by deleting therefrom Section 10.03 of Article X in its entirety and inserting in lieu thereof a new Section 10.03 of Article X as follows:

10.03 BY STOCKHOLDERS WITHOUT ACTION OF THE BOARD OF DIRECTORS. At any annual meeting (subject to the requirements of Section 1.03) or any special meeting (subject to the requirements of Section 1.04), the Stockholders shall have the power, by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock, to alter or repeal any Bylaws of the Corporation and to make new Bylaws, except that the Stockholders shall not alter or repeal (x) Section 7.01 without the consent of any Indemnified Persons adversely affected by such proposed alteration or repeal or (y) this Article X without the approval of the Board of Directors.

2. Except as set forth herein, the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has signed this certificate as of May 6th, 2019.

AVALONBAY COMMUNITIES, INC.

/s/ Edward M. Schulman

Name: Edward M. Schulman

Title: Secretary