

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 16, 2024

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

Maryland
(State or other jurisdiction of incorporation or
organization)

1-12672
(Commission
File Number)

77-0404318
(I.R.S. Employer
Identification No.)

4040 Wilson Blvd., Suite 1000
Arlington, Virginia 22203
(Address of principal executive offices)(Zip code)

(703) 329-6300
(Registrant's telephone number, including area code)

(Former name or former address, 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))

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

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

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 5.07 Submission of Matters to a Vote of Security Holders.

AvalonBay Communities, Inc. (the “Company”) held its Annual Meeting of Stockholders on May 16, 2024. Proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. At the meeting, holders of the Company’s stock were asked (1) to elect eleven directors to serve until the 2025 Annual Meeting of Stockholders and until their successors are elected and qualified, (2) to cast a non-binding, advisory vote upon the compensation of executive officers of the Company, as described in the Company’s proxy statement, and (3) to ratify the appointment of Ernst & Young LLP as the Company’s independent auditors for the fiscal year ending December 31, 2024.

Each share of common stock was entitled to one vote with respect to matters submitted to a vote of the Company’s stockholders, and the voting results reported below are final.

Proposal 1

Each of the Company’s nominees for director as listed in the proxy statement was re-elected as shown in the table below.

Nominee:	For	Against	Abstain	Broker Non-votes
Glyn F. Aeppel	122,220,076	4,271,273	481,440	4,315,629
Terry S. Brown	120,718,628	5,693,367	560,794	4,315,629
Ronald L. Havner, Jr.	126,177,378	313,925	481,486	4,315,629
Stephen P. Hills	126,360,531	131,244	481,014	4,315,629
Christopher B. Howard	121,603,133	4,808,921	560,735	4,315,629
Richard J. Lieb	124,072,817	2,418,684	481,288	4,315,629
Nnenna Lynch	126,349,895	142,437	480,457	4,315,629
Charles E. Mueller, Jr.	126,374,181	118,153	480,455	4,315,629
Timothy J. Naughton	121,928,743	4,562,526	481,520	4,315,629
Benjamin W. Schall	126,401,670	89,603	481,516	4,315,629
Susan Swanezy	108,332,414	18,131,543	508,832	4,315,629

Proposal 2

Stockholders approved the compensation paid to the Company’s named executive officers as disclosed pursuant to Item 402 of Regulation S-K. 120,668,161 votes were cast in favor of approval of such compensation, 5,640,027 votes were cast against, and there were 664,601 abstentions. There were 4,315,629 broker non-votes with respect to Proposal 2.

Proposal 3

Stockholders ratified the selection of Ernst & Young LLP as the Company’s independent auditors for fiscal year 2024. 124,472,277 votes were cast in favor of ratifying the selection of Ernst & Young LLP, 6,721,929 votes were cast against, and there were 94,212 abstentions. There were no broker non-votes with respect to Proposal 3.

SIGNATURE

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.

AVALONBAY COMMUNITIES, INC.

Dated: May 17, 2024

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