
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): August 12, 2026

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(s)</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.

On August 12, 2026, AvalonBay Communities, Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”). At the close of business on July 9, 2026, the record date for the Special Meeting, there were 141,875,623 issued and outstanding shares of the Company’s common stock, par value \$0.01 per share (“common stock”), entitled to vote. A total of 127,281,794 of such shares were present virtually or by proxy at the Special Meeting. The following are the final voting results on proposals considered and voted upon at the Special Meeting, each of which is described in greater detail in the Company’s definitive joint proxy statement/prospectus filed with the Securities and Exchange Commission (the “SEC”) on July 13, 2026, (as amended and supplemented by the Company in its Current Report on Form 8-K filed with the SEC on July 31, 2026).

At the Special Meeting, holders of the Company’s common stock were asked to consider and vote upon (1) the approval of the merger of the Company with and into Canopy Merger Sub LLC (“Merger Sub”), a direct, wholly owned subsidiary of Equity Residential, and the other transactions contemplated by the agreement and plan of merger (the “Merger Agreement”) by and among the Company, Equity Residential, ERP Operating Limited Partnership and Merger Sub, dated May 20, 2026 (the “Merger Proposal”); (2) the approval, on a non-binding, advisory basis, of the compensation that may be paid or become payable to the named executive officers of the Company in connection with the transactions contemplated by the Merger Agreement (the “Merger-Related Compensation Proposal”); and (3) the adjournment of the Special Meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve the Merger Proposal (the “Adjournment Proposal”).

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 – The Merger Proposal

Stockholders approved the Merger Proposal. The voting results with respect to the Merger Proposal are as follows:

For	Against	Abstain
126,457,745	51,666	772,383

Proposal 2 – The Merger-Related Compensation Proposal

Stockholders approved the Merger-Related Compensation Proposal. The voting results with respect to the Merger-Related Compensation Proposal are as follows:

For	Against	Abstain
125,634,602	938,901	708,291

Proposal 3 – The Adjournment Proposal

Stockholders approved the Adjournment Proposal. The voting results with respect to the Adjournment Proposal are as follows:

For	Against	Abstain
116,027,319	10,475,534	778,941

Item 8.01 Other Events.

On August 12, 2026, the Company and Equity Residential issued a joint press release announcing the results of the Special Meeting and the results of the special meeting of Equity Residential's shareholders also held on August 12, 2026. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Joint Press Release, dated August 12, 2026.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: August 12, 2026

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

NEWS RELEASE - FOR IMMEDIATE RELEASE

August 12, 2026

Equity Residential and AvalonBay Communities Announce Shareholder Approvals for Merger to Create Vivmark Residential*Merger expected to close on August 17, 2026*

ARLINGTON, Va. and CHICAGO, ILL./BUSINESS WIRE/ — AvalonBay Communities, Inc. (“AvalonBay”) (NYSE: AVB) and Equity Residential (NYSE: EQR) today announced that at their respective special meetings, AvalonBay stockholders and Equity Residential shareholders overwhelmingly approved all of the proposals necessary to close the pending merger of equals between AvalonBay and Equity Residential (the “merger”). More than 99% of the votes cast at the AvalonBay special meeting voted to approve the merger, which represented approximately 90% of the outstanding shares of AvalonBay common stock, as of the record date, and more than 99% of the votes cast at Equity Residential’s special meeting voted to approve the issuance of Equity Residential common shares to AvalonBay stockholders as consideration in the merger, which represented approximately 90% of the outstanding Equity Residential common shares, as of the record date.

The final voting results on the proposals voted on at the special meetings will be set forth on Form 8-Ks to be filed by each company with the U.S. Securities and Exchange Commission.

The merger is expected to close on Monday, August 17, 2026, subject to the satisfaction or waiver of customary closing conditions. If the merger is completed, each share of AvalonBay common stock outstanding immediately prior to the merger will convert into the right to receive 2.793 Equity Residential common shares.

Following the completion of the merger, the combined company will be renamed “Vivmark Residential,” with its common shares expected to trade on the New York Stock Exchange under the ticker symbol “VMRK” beginning at the open of trading on August 18, 2026.

About AvalonBay Communities, Inc.

AvalonBay Communities, Inc., a member of the S&P 500, is an equity REIT that develops, redevelops, acquires and manages apartment communities in leading metropolitan areas in Boston, Massachusetts, the New York/New Jersey Metro area, the Mid-Atlantic, Seattle, Washington, and Northern and Southern California, as well as in the Company's expansion regions of Raleigh-Durham and Charlotte, North Carolina, Southeast Florida, Dallas and Austin, Texas, and Denver, Colorado. As of June 30, 2026, the Company owned or held a direct or indirect ownership interest in 322 apartment communities containing 99,072 apartment homes in 11 states and the District of Columbia, of which 27 communities were under development and one community was under redevelopment. More information may be found on the Company’s website at <https://www.avalonbay.com>.

About Equity Residential

Equity Residential is committed to creating communities where people thrive. The Company, a member of the S&P 500, owns and manages 312 rental properties consisting of 85,520 apartment units in dynamic metro areas across the U.S. with a primary concentration in major coastal markets, diversified by a targeted presence in the high-growth metro areas of Atlanta, Dallas/Austin and Denver. For more information on Equity Residential, please visit our website at www.equityapartments.com.

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Cautionary Statement Regarding Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended, which are based on current expectations, estimates and projections about the industry and markets in which AvalonBay Communities, Inc. (“AvalonBay”) and Equity Residential operate, as well as beliefs and assumptions of AvalonBay and Equity Residential. Words such as “anticipate,” “become,” “believe,” “could,” “estimate,” “expect,” “forecast,” “intend,” “may,” “outlook,” “plan,” “potential,” “possible,” “predict,” “project,” “target,” “seek,” “shall,” “should,” “will,” or “would,” including variations of such words and similar expressions, are intended to identify forward-looking statements. All statements that address operating performance, events or developments that AvalonBay or Equity Residential expects or anticipates will occur in the future are forward-looking statements, including statements relating to any possible transaction between AvalonBay and Equity Residential, multifamily market conditions, development, redevelopment, acquisition or disposition activity, general conditions in the geographic areas where AvalonBay and Equity Residential operate and AvalonBay’s and Equity Residential’s respective debt, capital structure and financial position. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other factors that are difficult to predict and may cause the actual results to differ materially from future results expressed or implied by such forward-looking statements.

Important factors, risks and uncertainties that could cause actual results to differ materially from such plans, estimates or expectations include but are not limited to: (i) the parties' ability to complete the proposed transaction on the proposed terms or on the anticipated timeline, or at all, including risks and uncertainties related to AvalonBay's and Equity Residential's ability to satisfy the conditions to consummating the proposed transaction; (ii) the inability to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the proposed transaction; (iii) the risk that AvalonBay's and Equity Residential's businesses will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; (iv) significant transaction costs and/or unknown or inestimable liabilities; (v) potential litigation relating to the proposed transaction that could be instituted against AvalonBay, Equity Residential or their trustees, directors, managers or officers, including resulting expense or delay and the effects of any outcomes related thereto; (vi) the risk that disruptions from the proposed transaction, including diverting the attention of AvalonBay and Equity Residential management from ongoing business operations, will harm AvalonBay's and Equity Residential's businesses during the pendency of the proposed transaction or otherwise; (vii) certain restrictions during the pendency of the business combination that may impact AvalonBay's and Equity Residential's ability to pursue certain business opportunities or strategic transactions; (viii) the possibility that the business combination may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (ix) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, including in circumstances requiring AvalonBay or Equity Residential to pay a termination fee; (x) the effect of the announcement of the proposed transaction on the ability of AvalonBay and Equity Residential to operate their respective businesses and retain and hire key personnel, and to maintain favorable business relationships; (xi) risks related to the market value of Equity Residential common shares to be issued in the proposed transaction; (xii) other risks related to the completion of the proposed transaction and actions related thereto; (xiii) potential business uncertainty, including changes to existing business relationships, during the pendency of the business combination or otherwise that could affect AvalonBay's or Equity Residential's financial performance; (xiv) other risks related to the completion of the proposed transaction and actions related thereto; (xv) legislative, regulatory and economic developments, including the level of new multifamily communities construction and development, government regulations and competition; (xvi) unpredictability and severity of local, regional, national and international economic, political and catastrophic climates, conditions and events, including but not limited to acts of terrorism, outbreaks of war or hostilities or pandemics, as well as management's response to any of the aforementioned factors; (xvii) changes in global financial markets, interest rates and foreign currency exchange rates; (xviii) increased or unanticipated competition affecting AvalonBay's and Equity Residential's properties; (xix) risks associated with acquisitions, dispositions, development and redevelopment of properties; (xx) increased costs of labor and construction material; (xxi) maintenance of real estate investment trust status, tax structuring and changes in income tax laws and rates; (xxii) environmental uncertainties, including risks of natural disasters; (xxiii) those risks and uncertainties set forth in AvalonBay's and Equity Residential's Annual Reports on Form 10-K for the year ended December 31, 2025 under the headings "Forward-Looking Statements" and "Risk Factors," as such risk factors may be amended, supplemented or superseded from time to time by other reports filed by AvalonBay or Equity Residential, as the case may be, with the Securities and Exchange Commission (the "SEC") from time to time, which are available via the SEC's website at www.sec.gov; and (xxiv) those risks that are described in the Registration Statement and Definitive Joint Proxy Statement/Prospectus (each as defined below) that have been filed with the SEC in connection with the proposed transaction and are available from the sources indicated below. There can be no assurance that the proposed transaction will be completed, or if it is completed, that it will close within the anticipated time period. These factors should not be construed as exhaustive and should be read in conjunction with the other forward-looking statements. Forward-looking statements relate only to events as of the date on which the statements are made. Neither AvalonBay nor Equity Residential undertakes any obligation to publicly update or review any forward-looking statement except as required by law, whether as a result of new information, future developments or otherwise. If one or more of these or other risks or uncertainties materialize, or if AvalonBay's and Equity Residential's underlying assumptions prove to be incorrect, AvalonBay's, Equity Residential's and the combined company's actual results may vary materially from what AvalonBay or Equity Residential may have expressed or implied by these forward-looking statements. AvalonBay and Equity Residential caution not to place undue reliance on any of AvalonBay's or Equity Residential's forward-looking statements. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect AvalonBay or Equity Residential.
