

Edgar Filing: HOME PROPERTIES INC - Form 8-K

HOME PROPERTIES INC  
Form 8-K  
May 10, 2006

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 9, 2006

HOME PROPERTIES, INC.  
(Exact name of Registrant as specified in its Charter)

MARYLAND	1-13136	16-1455126
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

850 Clinton Square, Rochester, New York 14604  
www.homeproperties.com  
Address of principal executive offices and internet site)

(585) 546-4900  
(Registrant's telephone number, including area code)

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))

ITEM 8.01. OTHER EVENTS

On May 9, 2006, the Registrant entered into an underwriting agreement with UBS Securities LLC and certain selling shareholders named therein relating to the sale by the selling shareholders of an of an aggregate of 2,969,914 shares of common stock (the "Shares"), \$.01 par value per share, of the Registrant (the "Underwriting Agreement"). The sales have been made under the Registrant's shelf registration statement on Form S-3 (File No. 333-133933) (the Registration Statement).

The Registrant entered into the Underwriting Agreement pursuant to a Registration Rights Agreement, dated October 29, 1997, between the Registrant and the selling shareholders, entered into at the time the Registrant purchased

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certain apartment properties in Detroit, Michigan from the selling shareholders. In consideration of that purchase, Home Properties, L.P. issued units of limited partnership to the selling shareholders, which were exchanged for the Shares immediately prior to the offering.

In the Underwriting Agreement, the Registrant made various representations and warranties to the other parties thereto and generally agreed to indemnify, subject to the exceptions in the Underwriting Agreement, UBS Securities LLC and its affiliates and their respective successors and assigns from losses arising from any untrue or allegedly untrue statement of a material fact, or omission to a state material fact, in the Registration Statement or in any prospectus related thereto. This Current Report on Form 8-K is filed to incorporate the Underwriting Agreement into that Registration Statement.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

#### c. Exhibits

Exhibit 1. Underwriting Agreement, dated May 9, 2006, between Home Properties, Inc., UBS Securities LLC and the selling shareholders named therein.

### SIGNATURES

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 thereunto duly authorized.

Dated: May 10, 2006

HOME PROPERTIES, INC.  
(Registrant)

By /s/ Ann M. McCormick

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Ann M. McCormick, Executive Vice President  
General Counsel and Secretary