

ASSOCIATED ESTATES REALTY CORP  
Form 8-A12G  
December 30, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A/A**  
**Amendment No. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**ASSOCIATED ESTATES REALTY CORPORATION**  
*(Exact name of registrant as specified in its charter)*

Ohio  
(State or other jurisdiction of  
incorporation or organization)

34-1747603  
(I.R.S. Employer  
Identification Number)

**1 AEC PARKWAY, RICHMOND HEIGHTS, OHIO 44143-1467**  
*(Address of principal executive offices)*

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

| <b>Title of each class to be so registered</b> | <b>Name of each exchange on<br/>which each class is to be registered</b> |
|------------------------------------------------|--------------------------------------------------------------------------|
| <b>None</b>                                    | <b>None</b>                                                              |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [x]

Securities Act registration statement file number to which this form relates (if applicable): Not applicable.

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

**Preferred Share Purchase Rights**  
(Title of class)



**AMENDMENT NO. 1 ON FORM 8-A/A TO  
REGISTRATION STATEMENT ON FORM 8-A**

On January 6, 1999, the Board of Directors of Associated Estates Realty Corporation, an Oh

On December 30, 2008, the Company and the Rights Agent entered into the Amended and Restat

The following summary of the principal terms of the Restated Rights Agreement is a genera

The Rights are not exercisable until the Distribution Date (defined below) and are attac

Until the Distribution Date (or the earlier redemption, exchange or expiration of the Ri

The Rights are not exercisable until the Distribution Date and will expire at the close

As soon as practicable after the Distribution Date, Right Certificates will be mailed to

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If a Share Acquisition Date occurs, proper provision will be made so that each holder of

At any time after a Share Acquisition Date occurs, the Board of Directors may, at its op

The Exercise Price payable, and the number of Units or other securities or property issu

With certain exceptions, no adjustment in the Exercise Price will be required until cumu

The Rights may be redeemed in whole, but not in part, at a price of \$0.01 per Right (pay

The Restated Rights Agreement may be amended by the Board of Directors in its sole discr

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Until a Right is exercised, the holder will have no rights as a shareholder of the Company.

The Rights have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group that attempts to acquire the Company in a transaction not approved by the Board of Directors of the Company. The Rights should not interfere with any merger or other business combination approved by the Board of Directors of the Company, since the Restated Rights Agreement may be amended prior to the Distribution Date, as described above, and the Rights may be redeemed until the calendar day after a Share Acquisition Date, as described above.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1                | Amended and Restated Share Rights Agreement, dated as of December 30, 2008, by and between Associated Estates Realty Corporation and National City Bank, including the form of Certificate of Amendment to the Company's Second Amended and Restated Articles of Incorporation, the form of Right Certificate and the Summary of Rights to Purchase Preferred Shares attached thereto as Exhibits A, B and C, respectively. (1) |
| (1)                | Incorporated by reference to the corresponding exhibit to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 30, 2008.                                                                                                                                                                                                                                                     |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Associated Estates Realty Corporation**

By: /s/ Lou Fatica

Lou Fatica,

Vice President, Chief Financial Officer and Treasurer

Date: December 30, 2008

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