

APARTMENT INVESTMENT & MANAGEMENT CO  
Form 8-K  
January 28, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) January 26, 2016

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
(Exact name of registrant as specified in its charter)

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| MARYLAND<br>(State or other jurisdiction<br>of incorporation or organization)<br>4582 SOUTH ULSTER STREET<br>SUITE 1100, DENVER, CO 80237 | 1-13232<br>(Commission<br>File Number) | 84-1259577<br>(I.R.S. Employer<br>Identification No.) |
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(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (303) 757-8101

NOT APPLICABLE  
(Former name or Former Address, if Changed Since Last Report)

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On January 26, 2016, the Board of Directors (the “Board”) of Apartment Investment and Management Company (the “Company”) amended and restated the Company’s By-Laws (as so amended and restated, the “By-Laws”) primarily to implement “proxy access.” Article I, Section 1.13 has been added to the By-Laws to permit a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s proxy materials director candidates constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws. Proxy access will first be available to stockholders in connection with the Company’s 2017 annual meeting of stockholders.

The By-Laws were also amended to make clarifications, updates and refinements to the advance notice by-laws now contained in Article I, Sections 1.11 and 1.12 and to add a requirement that all nominees for director submit certain information, representations and agreements to the Company in order to be eligible for election.

The description of the amendments to the By-Laws is qualified in its entirety by reference to the full text of the By-Laws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Amended and Restated By-Laws of Apartment Investment and Management Company, as of January 26, 2016

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: January 28, 2016

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

/s/ Lisa R. Cohn

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Lisa R. Cohn  
Executive Vice President, General Council and Secretary