
**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 22, 2023

APARTMENT INCOME REIT CORP.

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-39686
(Commission File Number)

84-1299717
(IRS Employer
Identification No.)

**4582 South Ulster Street
Suite 1700
Denver, Colorado**
(Address of Principal Executive Offices)

80237
(Zip Code)

Registrant's Telephone Number, Including Area Code: (303) 757-8101

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Apartment Income REIT Corp. Class A Common Stock	AIRC	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 22, 2023, the Board of Directors (the “**Board**”) adopted and approved Amended and Restated Bylaws (“**A&R Bylaws**”) of Apartment Income REIT Corp. (the “**Company**”) in furtherance of the Company’s previously announced commitment to implement governance enhancements to become effective in connection with the Company’s 2023 annual meeting of stockholders (“**2023 Annual Meeting**”).

The A&R Bylaws reflect the following revisions relative to the previously effective Bylaws of the Company, which have been approved and adopted by the Board, and require no further approval by the Company’s stockholders:

- i. Certain technical updates to the requirements for stockholder nominations of directors, including requiring that the nominating stockholder comply with the applicable universal proxy card rules.
- ii. The window for notices of proxy access nominations in connection with the Company’s 2023 Annual Meeting is May 29, 2023 through June 28, 2023.

The following additional revisions have been approved by the Board and are reflected in footnotes to the A&R Bylaws, but are not yet effective as they are subject to receipt of the requisite approval of Company stockholders, who are expected to consider and vote on such proposals at the 2023 Annual Meeting:

- i. Effective as of immediately after the Company’s 2023 Annual Meeting, directors may be removed at a special meeting of the Company’s stockholders called for such purpose, with or without cause, by the affirmative vote of a majority of shares then entitled to vote generally in an election of directors.
- ii. Effective as of immediately after the Company’s 2023 Annual Meeting, the Company’s stockholders may amend the Bylaws, at an annual or special meeting called for such purpose, by the affirmative vote of a majority of shares then entitled to vote generally in an election of directors.

The foregoing description is only a summary of the Amendments and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached as Exhibit 3.1 and incorporated by reference herein.

Item 5.08 Stockholder Director Nominations.

The Board has established September 15, 2023 as the date of the Company’s 2023 Annual Meeting. Because the date of the Annual Meeting differs by more than 30 days from the anniversary date of the previous annual meeting of stockholders, previously announced deadlines for any stockholder proposals pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) or otherwise, are no longer applicable.

To be considered for inclusion in this year’s proxy materials for the Annual Meeting pursuant to Rule 14a-8 under the Exchange Act, stockholders who intend to present proposals for action at the Annual Meeting must ensure that such proposals are received by the Company’s Secretary at 4582 South Ulster Street, Suite 1700, Denver, Colorado 80237 on or before the close of business on June 28, 2023, which the Corporation has determined to be a reasonable time before it expects to begin to print and send its proxy materials. In addition to complying with this deadline, stockholder proposals must comply with all applicable U.S. Securities and Exchange Commission rules, including Rule 14a-8, and the requirements set forth in the Corporation’s Amended and Restated Bylaws, and applicable law.

Item 7.01 Regulation FD Disclosure.

On May 22, 2023, the Company issued a press release related to the foregoing matters, a copy of which is attached as Exhibit 99.1.

The information under this Item 7.01 and Exhibit 99.1 is furnished by the Company in accordance with the rules of the Securities and Exchange Commission. This information shall not be deemed “**filed**” for purposes of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this report:

Exhibit No.	Description
3.1	Amended & Restated Bylaws dated May 22, 2023
99.1	Press Release dated May 22, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

APARTMENT INCOME REIT CORP.

Date: May 22, 2023

By: /s/ Paul Beldin
Paul Beldin
Executive Vice President and Chief Financial Officer
