

Edgar Filing: American Homes 4 Rent - Form FWP

American Homes 4 Rent
Form FWP
September 12, 2018

Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration Statement No. 333-219720

American Homes 4 Rent
6.25% Series H Cumulative Redeemable Perpetual Preferred Shares

Issuer: American Homes 4 Rent (NYSE: AMH) (the “Issuer”)

Securities Offered: 6.25% Series H Cumulative Redeemable Perpetual Preferred Shares (“Series H Preferred Shares”)

Size: \$100,000,000 (4,000,000 shares)

Over-allotment Amount: \$15,000,000 (600,000 shares)

Dividend Payments: Dividends on the Series H Preferred Shares, when, as and if declared by the Board of Trustees (or a duly authorized committee of the Board of Trustees), will accrue or be payable on the liquidation preference amount from the original issue date, on a cumulative basis, quarterly in arrears on the last day of March, June, September and December of each year, commencing on December 31, 2018.

Offering Price / Liquidation Preference: \$25.00

Expected Rating (Moody’s / S&P)*: Ba1 / BB

Maturity: Perpetual (unless the Series H Preferred Shares are redeemed by the Issuer or converted upon a change of control by the holders)

Use of Proceeds: The Issuer will contribute the net proceeds it receives from the offering to its operating partnership in exchange for 6.25% Series H cumulative redeemable perpetual preferred operating partnership units. The operating partnership intends to use the net proceeds from the offering along with available cash to fund the exchange for cash of the \$115.0 million face value of its outstanding 3.25% exchangeable senior notes due November 15, 2018.

Optional Redemption: The Issuer may, at its option, redeem the Series H Preferred Shares in whole or in part, from time to time, at any time on or after September 19, 2023 at a redemption price equal to \$25.00 per share, plus any accumulated and unpaid dividends to, but excluding, the date fixed for redemption. The Issuer may also redeem the Series H Preferred Shares in limited circumstances relating to maintaining its qualification as a REIT, as described in the preliminary prospectus supplement.

Edgar Filing: American Homes 4 Rent - Form FWP

Special Redemption Option upon a Change of Control: Upon the occurrence of a Change of Control (as defined in the preliminary prospectus supplement), the Issuer may redeem for cash, in whole or in part, the Series H Preferred Shares within 120 days after the date on which such Change of Control occurred, by paying \$25.00 per share, plus any accumulated and unpaid dividends to, but excluding, the date fixed for redemption.

Upon the occurrence of a Change of Control, each holder of Series H Preferred Shares will have the right (unless, prior to the Change of Control Conversion Date, the Issuer has provided or provides notice of its election to redeem the Series H Preferred Shares in whole or in part) to convert some or all of the Series H Preferred Shares held by such holder on the Change of Control Conversion Date into a number of the Issuer's Class A common shares per Series H Preferred Share to be converted equal to the lesser of:

Conversion Rights: (1) the quotient obtained by dividing (i) the sum of (x) the liquidation preference amount of \$25.00 per Series H Preferred Share, plus (y) any accrued and unpaid dividends (whether or not declared) to, but excluding, the Change of Control Conversion Date by (ii) the Class A Share Price (as defined in the preliminary prospectus supplement); and

(2) 2.2173 shares, subject to certain adjustments;

subject, in each case, to provisions for the receipt of alternative consideration as described in the preliminary prospectus supplement.

Edgar Filing: American Homes 4 Rent - Form FWP

| | |
|------------------------------|---|
| Voting Rights: | The Series H Preferred Shares will not have voting rights, except as set forth in the preliminary prospectus supplement. |
| Expected Listing: | The Issuer intends to apply to list the Series H Preferred Shares on the New York Stock Exchange under the symbol "AMHPRH." If the listing application is approved, the Issuer expects trading of the Series H Preferred Shares to commence within 30 days after initial delivery of the Series H Preferred Shares. |
| CUSIP / ISIN | 02665T 868 / US02665T8687 |
| Trade Date: | September 12, 2018 |
| Settlement: | September 19, 2018 (T + 5) |
| Public Offering Price: | \$25.00 per share; \$100,000,000 total (or \$115,000,000 total if the underwriters exercise their over-allotment option in full) |
| Gross Spread: | 3.15% |
| Selling Concession: | 2.00% |
| Joint Book-Running Managers: | Wells Fargo Securities, LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC |
| Lead Managers: | J.P. Morgan Securities LLC Raymond James & Associates, Inc. |
| Co-Managers: | Jefferies LLC Citigroup Global Markets Inc. Goldman Sachs & Co. LLC U.S. Bancorp Investments, Inc. Samuel A. Ramirez & Company, Inc. |

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.

The issuer has filed a registration statement (including a prospectus with the SEC) and preliminary prospectus supplement for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling (i) Wells Fargo Securities, LLC toll-free 1-800-645-3751; (ii) Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free 1-800-294-1322; or (iii) Morgan Stanley & Co. LLC toll-free 1-866-718-1649.

Edgar Filing: American Homes 4 Rent - Form FWP

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.