

American Homes 4 Rent
Form S-11/A
December 11, 2013
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As filed with the Securities and Exchange Commission on December 11, 2013

Registration No. 333-192592

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Amendment No. 1

to

FORM S-11

FOR REGISTRATION UNDER

THE SECURITIES ACT OF 1933 OF SECURITIES

OF CERTAIN REAL ESTATE COMPANIES

AMERICAN HOMES 4 RENT

(Exact name of registrant as specified in governing instruments)

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Agoura Hills, California 91301

(805) 413-5300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer " "
Non-accelerated filer (do not check if a smaller reporting company)

Accelerated filer " "
Smaller reporting company " "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated December 11, 2013

PROSPECTUS

4,000,000 SHARES

5.000% SERIES B PARTICIPATING PREFERRED SHARES

American Homes 4 Rent is an internally managed Maryland real estate investment trust, or REIT, focused on acquiring, renovating, leasing and operating single-family homes as rental properties. We are selling 4,000,000 shares of our 5.000% Series B participating preferred shares of beneficial interest, \$0.01 par value per share, or our Series B Participating Preferred Shares, in this offering. This is the original issuance of our Series B Participating Preferred Shares. The following is a summary of key terms of our Series B Participating Preferred Shares:

Liquidation Preference and Home Price Appreciation Amount. The Series B Participating Preferred Shares have an initial liquidation preference of \$25.00 per share, or the initial liquidation preference, that may be increased by an additional Home Price Appreciation Amount, or the HPA Amount, that takes into account the cumulative change in value from September 30, 2013 of an index tracking the purchase prices of single-family homes located in our top 20 markets, by estimated total investment, as of September 30, 2013 and a constant investor participation percentage of 50%. The HPA Amount will be subject to a cap as described below and will become fixed and cease to accrue on and after December 31, 2020.

Dividends. We will pay quarterly cumulative dividends, in arrears, on our Series B Participating Preferred Shares from and including the date of original issuance on the last day of each March, June, September and December. The first dividend is scheduled to be paid on March 31, 2014 to record holders as of March 15, 2014. The dividend rate of 5.000% per annum will be applied to the initial liquidation preference from the issue date to but excluding December 31, 2020. Thereafter, a dividend rate of 10.000% per annum will be applied to the initial liquidation preference plus the HPA Amount.

Redemption at Our Option. After December 31, 2017, we may redeem for cash all but not less than all of the Series B Participating Preferred Shares by paying the liquidation preference (including any HPA Amount), plus any accrued and unpaid dividends, to, but excluding, the redemption date.

Conversion at Our Option. After December 31, 2017, we may convert all but not less than all of the Series B Participating Preferred Shares into our Class A common shares of beneficial interest, \$0.01 par value per share, or our Class A common shares, using a conversion ratio per Series B Participating Preferred Share equal to (i) the sum of the initial liquidation preference and the HPA Amount, plus any accrued and unpaid dividends to, but excluding, the conversion date (to occur on the fourth business day following the notice of conversion), divided by (ii) the one-day volume-weighted average trading price, or the VWAP, of our Class A common shares on the New York Stock Exchange, or NYSE, as reported by Bloomberg, if available, on the date the notice of conversion is issued.

Cap. Until December 31, 2020, the amount payable upon any redemption, conversion or liquidation event will be subject to a cap such that the total internal rate of return when considering the initial liquidation preference, the HPA Amount and all dividends (whether paid or accrued) on the Series B Participating Preferred Shares will not exceed 9.0%.

Change of Control. If there is a Change of Control (as defined), holders of Series B Participating Preferred Shares will have certain conversion rights, subject to our right to redeem the Series B Participating Preferred Shares.

No current market exists for our Series B Participating Preferred Shares. We intend to apply to list the Series B Participating Preferred Shares on the NYSE under the symbol AMHPRB. If the listing application is approved, we expect trading of the Series B Participating Preferred Shares to commence within 30 days after initial delivery of the shares.

We are an emerging growth company under the U.S. federal securities laws and are subject to reduced public company reporting requirements. Investing in our Series B Participating Preferred Shares involves risks. See Risk Factors beginning on page 31 for factors you should consider before investing in our Series B Participating Preferred Shares.

	Per Share	Total
Public offering price	\$ 25.00	\$ 100,000,000
Underwriting discounts and commissions ⁽¹⁾	\$	\$
Proceeds, before expenses, to us	\$	\$

(1) We refer you to Underwriting beginning on page 221 of this prospectus for additional information regarding underwriter compensation. We have granted the underwriters an option to purchase up to an additional 600,000 Series B Participating Preferred Shares from us at the public offering price, less the underwriting discount, within 30 days after the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Series B Participating Preferred Shares through The Depository Trust Company on or about _____, 2013, which is the _____ business day following the pricing of this offering.

Raymond James

Jefferies
Keefe, Bruyette & Woods
A Stifel Company
Credit Suisse

Citigroup

Prospectus dated _____, 2013

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You should rely only on the information contained in this prospectus, any free writing prospectus prepared by us or other information to which we have referred you. We have not, and the underwriters have not, authorized anyone to provide you with different or additional information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information in this prospectus and any free writing prospectus is current only as of their respective dates or on the date or dates that such information is presented. Our business, financial condition, results of operations, and prospects may have changed since those dates.

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Market, Industry and Other Data

We have obtained certain market and industry data from publicly available industry publications. These sources generally state that the information they provide has been derived from sources believed to be reliable, but that the accuracy and completeness of the information are not guaranteed. We believe that this data is generally reliable, but we have not independently verified this information.

Certain Terms Used in This Prospectus

Unless the context otherwise requires or indicates, we define certain terms in this prospectus as follows:

We, our company, the Company, the REIT, our and us refer to American Homes 4 Rent, a Maryland real estate investment trust, and its subsidiaries taken as a whole (including our operating partnership and its subsidiaries).

Our operating partnership refers to American Homes 4 Rent, L.P., a Delaware limited partnership, and its subsidiaries taken as a whole.

AH LLC refers to American Homes 4 Rent, LLC, a Delaware limited liability company formed by B. Wayne Hughes, our founder and chairman of our board of trustees.

Alaska Joint Venture refers to an investment vehicle between AH LLC and the Alaska Permanent Fund Corporation, acting for and on behalf of the funds that the Alaska Permanent Fund Corporation is designated by Alaska Statutes 37.13 to manage and invest, or APFC.

Alaska Joint Venture Acquisition refers to our operating partnership's acquisition of the Alaska Joint Venture on June 11, 2013. Unless the context otherwise requires or indicates, all references to our business, our portfolio and our acquisition and management activities reflect the completion of the Alaska Joint Venture Acquisition. See Certain Relationships and Related Party Transactions for more information on the Alaska Joint Venture Acquisition.

Our former manager refers to our former external manager and advisor, American Homes 4 Rent Advisor, LLC, a Delaware limited liability company previously wholly owned by AH LLC, that became wholly owned by us following the Management Internalization.

Our former property manager refers to American Homes 4 Rent Management Holdings, LLC, a Delaware limited liability company previously wholly owned by AH LLC, that became wholly owned by us following the Management Internalization.

AH LLC Portfolio refers to the 2,770 single-family homes that we purchased from AH LLC on February 28, 2013.

Acquisition cost means:

with respect to single-family homes in the AH LLC Portfolio, AH LLC's actual purchase price of the property (including closing and other title or escrow costs), without giving effect to the \$491.7 million maximum agreed upon valuation of the AH LLC Portfolio under the terms of the contribution agreement pursuant to which we acquired the portfolio.

with respect to all other single-family homes, the actual purchase price of the property (including broker commissions and closing costs) plus a 5% acquisition fee.

Concurrent private placements refer to AH LLC's purchase of 3,125,000 of our Class A common shares and APFC's purchase of 1,562,500 of our Class A common shares in private placements. The concurrent private placements closed on the same day as our initial public offering.

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Estimated renovation costs refer to the costs incurred or expected to be incurred in preparing the property for rent plus a 5% renovation fee payable to AH LLC. Estimated renovation costs represent the total costs to renovate a property to prepare it for rental. These costs typically include paint, flooring, appliances, blinds and landscaping.

Estimated total investment means the sum of the property's acquisition cost plus its estimated renovation costs payable to AH LLC.

Management Internalization refers to our operating partnership's acquisition of our former manager and our former property manager from AH LLC on June 10, 2013, at which time all administrative, financial, property management and marketing and leasing personnel, including executive management became our fully dedicated personnel. Acquisition and renovation personnel remain personnel of AH LLC but are exclusively dedicated to us until December 10, 2014. Unless the context otherwise requires or indicates, all references to our business, our portfolio and our acquisition and management activities reflect the completion of the Management Internalization and include the acquisition and management activities of AH LLC, our former manager and our former property manager. See Certain Relationships and Related Party Transactions for more information on the Management Internalization.

RJ joint ventures refers to two investment vehicles with accredited investors identified by Raymond James & Associates, Inc. in which we own an approximately one-third interest.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus, but it does not contain all of the information that you may consider important in making your investment decision. Therefore, you should read the entire prospectus carefully, including, in particular, the Risk Factors section beginning on page 31 of this prospectus, as well as the financial statements and related notes included elsewhere in this prospectus.

Overview

We are an internally managed Maryland real estate investment trust, or REIT, focused on acquiring, renovating, leasing and operating single-family homes as rental properties. We commenced operations in November 2012 to continue the investment activities of AH LLC, which was founded by our chairman, B. Wayne Hughes, in 2011 to take advantage of the dislocation in the single-family home market. Mr. Hughes has over 40 years of experience in the real estate business and a successful track record as co-founder and former chairman and chief executive officer of Public Storage, a REIT listed on the New York Stock Exchange, or the NYSE. We have an integrated operating platform that consists of approximately 401 personnel dedicated to property management, marketing, leasing, financial and administrative functions. Our acquisition and renovation functions are performed by AH LLC, to whom we will continue to pay an acquisition and renovation fee through December 2014.

As of September 30, 2013, we owned 21,267 single-family properties for an estimated total investment of approximately \$3.6 billion and had an additional 416 properties in escrow that we expected to acquire, subject to customary closing conditions, for an estimated total investment of approximately \$67.1 million. As of September 30, 2013, we owned properties in selected sub-markets of metropolitan statistical areas, or MSAs, in 22 states, and we continually evaluate potential new target markets that fit our underwriting criteria and are located where we believe we can achieve sufficient scale for internalized property management.

We intend to become a leader in the single-family home rental industry by aggregating a geographically diversified portfolio of high quality single-family homes and developing American Homes 4 Rent into a nationally recognized brand that is well-known for quality, value and tenant satisfaction and is well respected in our communities. Our objective is to generate attractive, risk-adjusted returns for our shareholders through dividends and capital appreciation.

We intend to use the net proceeds of this offering to continue to acquire and renovate single-family properties, including certain escrow properties, and to repay indebtedness we have incurred or expect to incur under our credit facility. In addition to single-family properties, we also may seek to invest in condominium units, townhouses and real estate-related debt investments. Our investments may be made directly or through investment vehicles with third-party investors. In addition to individual property purchases, we may pursue bulk acquisitions from financial institutions, government agencies and competitors.

We have been organized and operated in conformity with the requirements for qualification and taxation as a REIT under U.S. federal income tax laws, commencing with our taxable year ended December 31, 2012, and we expect to satisfy the requirements for qualification and taxation as a REIT under the U.S. federal income tax laws for our taxable year ending December 31, 2013, and subsequent taxable years.

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The table below summarizes certain information with respect to our properties as of September 30, 2013.

Our Properties⁽¹⁾

Market	Properties Owned		Estimated Total Investment ^{(2) (3)}			Total Book Value ⁽⁴⁾			Averages per Property	
	Units	% of Total	\$ millions	% of Total	Avg. per Property	\$ millions	% of Total	Avg. per Property	Square Footage	Property Age (years)
Dallas-Fort Worth, TX	1,861	8.8%	\$ 297.1	8.2%	\$ 159,569	\$ 287.5	8.1%	\$ 154,462	2,200	10.2
Indianapolis, IN	1,845	8.7%	269.3	7.5%	145,956	\$ 267.4	7.6%	144,937	1,879	11.6
Greater Chicago area, IL and IN	1,443	6.8%	230.4	6.4%	159,650	\$ 211.4	6.0%	146,525	1,855	12.3
Atlanta, GA	1,341	6.3%	231.8	6.4%	172,742	\$ 216.7	6.1%	161,604	2,163	13.0
Houston, TX	1,094	5.1%	189.3	5.2%	173,050	\$ 189.4	5.4%	173,135	2,303	9.6
Cincinnati, OH	1,075	5.1%	184.7	5.1%	171,768	\$ 183.4	5.2%	170,564	1,845	11.9
Phoenix, AZ	962	4.5%	150.0	4.2%	155,881	\$ 143.5	4.1%	149,210	1,811	11.3
Charlotte, NC	961	4.5%	164.7	4.6%	171,386	\$ 162.8	4.6%	169,379	1,947	10.7
Nashville, TN	905	4.3%	188.4	5.2%	208,137	\$ 181.1	5.1%	200,107	2,190	9.5
Jacksonville, FL	893	4.2%	134.6	3.7%	150,505	\$ 129.4	3.7%	144,870	1,926	9.6
All Other ⁽⁵⁾	8,887	41.7%	1,573.0	43.5%	177,058	\$ 1,557.5	44.1%	175,312	1,904	10.9
Total / Average	21,267	100.0%	\$ 3,613.1	100.0%	\$ 169,893	\$ 3,530.1	100.0%	\$ 165,985	1,969	11.0

- (1) Includes 377 properties owned by the RJ joint ventures in which we hold an approximate one-third interest.
- (2) For properties that we acquired directly, Estimated Total Investment represents our actual purchase price (including closing costs) and estimated renovation costs plus a 5% acquisition and renovation fee, if applicable. Estimated renovation costs represent the total costs we have incurred or expect to incur to renovate a property to prepare it for rental. These costs typically include paint, flooring, appliances, blinds and landscaping. Estimated Total Investment differs from Total Book Value only with respect to the properties contributed by AH LLC. For properties contributed by AH LLC, Total Book Value represents the net book value of AH LLC as of the date of contribution. See note 3 below. GAAP means U.S. generally accepted accounting principles.
- (3) Estimated Total Investment includes estimated renovation costs in the aggregate of approximately \$224 million, approximately \$198 million of which represents actual renovation costs incurred through September 30, 2013 and approximately \$26 million of which represents estimated remaining costs we expect to incur as of that date to prepare these properties for rental. Estimated renovation costs typically include paint, flooring, appliances, blinds and landscaping.
- (4) Total Book Value represents the book value on a GAAP basis of all properties. In the case of AH LLC's contribution of properties to us, for GAAP purposes these transactions are considered to be transactions between entities under common control under the provisions of the Accounting Standards Codification, or ASC, 805, *Business Combinations*. As a result, these properties have been reflected at the net carrying cost of AH LLC. For the properties acquired from the Alaska Joint Venture, the \$904.5 million purchase price has been allocated among the properties in accordance with GAAP.
- (5) Represents 32 markets in 19 states.

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The table below summarizes certain information with respect to properties in escrow as of September 30, 2013.

Properties in Escrow⁽¹⁾

Market	Units	Properties in Escrow			Estimated Total Investment ⁽²⁾	
		% of Total	Avg. Sq.Ft.	Avg. Age (years)	\$ millions	Avg. per Property
Columbus, OH	77	18.5%	1,936	12.3	\$ 10.8	\$ 140,140
Cincinnati, OH	77	18.5%	1,989	11.9	\$ 12.1	157,524
Charlotte, NC	38	9.1%	2,146	9.3	\$ 6.1	160,487
Raleigh, NC	29	7.0%	1,869	9.0	\$ 4.9	169,074
Indianapolis, IN	28	6.7%	1,952	11.7	\$ 4.1	147,287
Nashville, TN	24	5.8%	2,401	6.3	\$ 5.2	215,999
Winston-Salem, NC	18	4.3%	2,160	11.0	\$ 2.8	155,231
Greensboro, NC	14	3.4%	1,869	10.0	\$ 2.1	152,981
Jacksonville, FL	13	3.1%	1,852	6.8	\$ 1.8	135,481
Dallas-Fort Worth, TX	12	2.9%	2,949	10.8	\$ 1.9	161,547
All Other ⁽³⁾	86	20.7%	1,989	10.4	\$ 15.3	177,239
Total / Average	416	100.0%	2,033	10.6	\$ 67.1	\$ 161,318

- (1) Includes properties in escrow subject to customary closing conditions. Does not include properties in escrow subject to lender approval. Properties in escrow are typically not occupied at the closing date.
- (2) Estimated Total Investment represents our actual purchase price (including closing costs) and estimated renovation costs plus a 5% acquisition and renovation fee. Estimated renovation costs represent the total costs we expect to incur to renovate a property to prepare it for rental. These costs typically include paint, flooring, appliances, blinds and landscaping.
- (3) Represents 19 markets in 11 states.

In October 2013, we acquired approximately 583 properties with an estimated total investment of \$86.0 million. Additionally, between October 31, 2013 and November 15, 2013 (the latest practicable date before the commencement of this offering), we acquired approximately 397 properties with an estimated total investment of \$58.4 million. Approximately 62% of these properties acquired between September 30, 2013 and November 15, 2013 were purchased in foreclosure auctions and the balance through other acquisition channels. At November 15, 2013, we had approximately 573 properties in escrow with an estimated total investment of \$96.5 million. The level of purchases for the entire month of November 2013 should not be extrapolated from this partial month information as acquisition activity tends to be higher at the beginning of a month.

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Our Competitive Strengths

We believe that the following strengths enable us to implement our business and growth strategies and compete effectively in the single-family home rental market. For more information, see [Our Business and Properties](#) [Our Competitive Strengths](#).

Experienced and tenured management team. We believe the significant experience, expertise and relationships of our executive team drive our business and growth. Our executive team, headed by Mr. Hughes, our Chairman, David Singelyn, our Chief Executive Officer, Jack Corrigan, our Chief Operating Officer, and Peter Nelson, our Chief Financial Officer, each of whom is a former executive of Public Storage, has a successful track record of managing and growing a publicly traded REIT through all stages of the real estate investment cycle. Among other executive positions they have held, Mr. Singelyn was treasurer of Public Storage and was chief executive officer of Public Storage Canadian Properties, or Public Storage Canada, a real estate company previously listed on the Toronto Stock Exchange, and American Commercial Equities, LLC, or ACE; Mr. Corrigan was the chief financial officer of PS Business Parks, a NYSE-listed REIT; and Mr. Nelson was the chief financial officer of Lennar Partners, Inc. and Alexandria Real Estate Equities, Inc., a NYSE-listed REIT.

Large, diversified portfolio of high-quality properties. As of September 30, 2013, we owned 21,267 single-family properties concentrated in select sub-markets of MSAs within 22 states. These homes are located in neighborhoods of cities that we believe remain desirable places to live, despite significantly impacted home prices. In addition, we continually evaluate potential new markets across the country. We are focused on acquiring homes with a number of key property characteristics, including: (i) construction after 1990; (ii) three or more bedrooms; (iii) two or more bathrooms; (iv) a range of \$70,000 estimated minimum valuation to \$400,000 maximum bid price; and (v) estimated renovation costs not in excess of 25% of estimated value. We target areas with above average median household incomes, well-regarded school districts and access to desirable lifestyle amenities. We believe that homes in these areas will attract tenants with strong credit profiles, produce high occupancy and rental rates and generate long-term property appreciation. Not all of the homes that we may acquire will meet all of these criteria, especially if acquired as part of a bulk purchase.

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Quarterly Acquisition, Renovation and Leasing Rates

(As of September 30, 2013)

Demonstrated property acquisition track record and processes. Since its inception in June 2011, AH LLC has developed an effective acquisition process, supported by analytics and dedicated personnel within our target markets, that is capable of efficiently deploying large amounts of capital. The level of our acquisition activity will fluctuate because it depends on the number of suitable investments, as well as on the level of funds available for investment.

Substantial Renovation Capabilities. AH LLC has an in-house team of approximately 109 dedicated personnel to oversee the renovation process. This team focuses on renovating our homes to meet our quality standards prior to leasing. We estimate that AH LLC generally completes property renovations within approximately 90 days after a property is available for renovation. From January 1 to September 30, 2013, we completed renovations on 13,754 properties.

Institutional quality management platform and systems. Our management platform and systems are fully integrated with AH LLC's acquisition and renovation platform to ensure oversight and coordination of our key functions, including acquisitions, renovations, leasing, property management and accounting. We have developed an extensive property management infrastructure with modern systems and technology, dedicated personnel and local offices in certain of our target markets. Our property management personnel maintain a disciplined focus on controlling costs, driving occupancy and maximizing rental rates through all phases of our properties lifecycles.

As of September 30, 2013, we had approximately 14,384 leased properties, including leases on properties for which we have completed renovations and leases existing at the date of acquisition. The following table summarizes our leasing experience as of September 30, 2013.

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	Number of Properties ⁽¹⁾				30+	90+	Average Annual Scheduled Rent Per Property
	Not Rent Ready	Leased ⁽²⁾	Available for Rent 30+ Days ⁽³⁾	Available for Rent 90+ Days ⁽⁴⁾	Days Occupancy % ⁽⁵⁾	Days Occupancy % ⁽⁶⁾	
Dallas-Fort Worth, TX	496	1,144	1,206	1,178	94.9%	97.1%	\$ 17,521
Indianapolis, IN	267	1,238	1,413	1,250	87.6%	99.0%	14,669
Greater Chicago area, IL and IN	604	574	671	602	85.5%	95.3%	19,171
Atlanta, GA	253	973	1,021	1,011	95.3%	96.2%	15,930
Houston, TX	297	613	639	622	95.9%	98.6%	18,193
Cincinnati, OH	227	664	717	676	92.6%	98.2%	16,760
Phoenix, AZ	52	756	832	809	90.9%	93.4%	13,219
Charlotte, NC	110	680	758	691	89.7%	98.4%	15,470
Nashville, TN	56	721	762	738	94.6%	97.7%	17,787
Jacksonville, FL	93	636	649	644	98.0%	98.8%	15,663
All Other ⁽⁷⁾	1,692	5,152	6,003	5,445	85.8%	94.6%	16,615
Total / Average	4,147	13,151	14,671	13,666	89.6%	96.2%	\$ 16,417

- (1) Includes single-family properties acquired in the Alaska Joint Venture Acquisition on June 11, 2013.
- (2) Includes leases on properties for which we have completed renovations and excludes 1,233 leases with tenants existing at the date of acquisition.
- (3) Available for Rent 30+ Days represents the number of properties that have been leased after we have completed renovations or are available for rent (i.e., rent-ready) for a period of greater than 30 days.
- (4) Available for Rent 90+ Days represents the number of properties that have been leased after we have completed renovations or are available for rent (i.e., rent-ready) for a period of greater than 90 days.
- (5) Occupancy percentage is computed by dividing the number of leased properties by the number of properties available for rent 30+ days.
- (6) Occupancy percentage is computed by dividing the number of leased properties by the number of properties available for rent 90+ days.
- (7) Represents 32 markets in 19 states.

Substantial alignment of interests of AH LLC and management with our shareholders. Through the Management Internalization, our operating partnership acquired our former manager and former property manager from AH LLC, and we became an internally managed REIT with an integrated operating platform, other than the acquisition and renovation services that AH LLC continues to provide us, on an exclusive basis, until December 10, 2014. In connection with the Management Internalization, AH LLC also received convertible equity securities in our operating partnership that are linked to favorable financial metrics and share appreciation. As of September 30, 2013, AH LLC owned approximately 25% of our Class A common shares assuming that all of its Class B common shares and OP units are converted into, or redeemed for, Class A common shares. As a result, we believe that the economic interests of AH LLC and management are substantially aligned with those of our shareholders.

Successful track record raising capital and strong balance sheet. We have a proven ability to raise significant amounts of debt and equity capital. Since November 2012, we have raised net proceeds of approximately \$2.2 billion through two private placements of our Class A common shares, our initial public offering, the concurrent private placements to AH LLC and APFC and our issuance of Series A Participating Preferred Shares. In addition, in March 2013, we entered into a \$500 million credit facility with Wells Fargo Bank, National Association, or Wells Fargo. On September 30, 2013, we amended our credit facility to add J.P. Morgan Chase Bank as a lender, expand our borrowing capacity under the credit facility to \$800 million and extend the repayment period to September 30, 2018,

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among other things. At October 31, 2013, we had \$220 million of borrowings outstanding under our credit facility and cash and cash equivalents on hand of approximately \$128 million. At September 30, 2013, we had approximately \$3.9 billion in assets.

Our Business and Growth Strategies

Our primary objective is to generate attractive risk-adjusted returns for our shareholders through dividends and capital appreciation. We believe we can achieve this objective by pursuing the following strategies. For more information, see [Our Business and Properties](#) [Our Business and Growth Strategies](#).

Secure early-mover advantage and position as a dominant owner/operator of single-family rental properties. Historically, the single-family home rental market has been extremely fragmented, comprised primarily of private and individual property investors in local markets. Until recently, there have been no large-scale, national market owners/operators due primarily to the challenge of efficiently scaling the acquisition and management of many individual homes. With an unprecedented opportunity to acquire a large number of homes at attractive prices, we intend to continue to leverage our expertise and experience in rapidly building an institutional-quality, professionally managed business.

Employ a robust and disciplined property acquisition process. We have exclusive access to AH LLC's established acquisition and renovation platform to acquire high quality single-family homes. AH LLC has approximately 145 full-time personnel dedicated to identifying, evaluating, inspecting and acquiring homes. To date, AH LLC has primarily acquired properties at foreclosure auctions and through broker sales (primarily multiple listing service, or MLS, and short sales). AH LLC may source property acquisition opportunities through portfolio (or bulk) sales from government agencies, financial institutions and competitors.

Assemble a geographically diversified portfolio. We currently are focusing on acquiring single-family homes in selected sub-markets of MSAs within 22 states, with an emphasis on achieving critical mass within each target market. We continually evaluate potential new markets where we may invest and establish operations as opportunities emerge. We select our markets based on steady population growth, strong rental demand and a high level of distressed sales of homes that can be acquired below replacement cost, providing for attractive potential yields and capital appreciation.

Efficiently manage and operate properties. Building on the experience of our executive team at Public Storage and our significant in-house property management capabilities, we strive to create a leading, comprehensive single-family home property management business. As was the case with the self-storage industry, we believe the key to efficiently managing a large number of relatively low-cost properties is to strike the appropriate balance between centralization and decentralization. We utilize local, in-house property management for our properties in all markets where we believe it is economical to do so.

Establish a nationally recognized brand. We are striving to establish [American Homes 4 Rent](#) as a nationally recognized brand because we believe that establishing a brand well-known for quality, value and tenant satisfaction will help attract and retain tenants and qualified personnel, as well as support higher rental rates. We believe our brand is gaining recognition within a number of our markets.

Optimize capital structure. We may use leverage to increase potential returns to our shareholders, but we will seek to maintain a conservative and flexible balance sheet. We may also access additional sources of financing. Based in part on our executive team's experience at Public Storage, we believe that preferred shares provide an attractive source of permanent capital.

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Recent Developments

Series A Participating Preferred Shares Offering

In October and November 2013, we issued a total of 5,060,000 5.000% Series A Participating Preferred Shares, or Series A Participating Preferred Shares, at a price of \$25.00 per share (including the exercise in full of the underwriters' option to purchase additional shares), for gross proceeds of approximately \$126.5 million before underwriting discounts and offering costs.

Declaration of Distributions

On November 7, 2013, our board of trustees declared our initial quarterly distribution of \$0.05 per Class A common share payable on January 10, 2014 to shareholders of record on December 15, 2013. Additionally, our board of trustees also declared the initial pro-rated quarterly dividend of \$0.229167 per share on our Series A Participating Preferred Shares payable on December 31, 2013 to shareholders of record on December 15, 2013.

Securitization Transaction

On November 8, 2013, we announced that we had engaged advisors to assist in structuring and negotiating a securitization transaction secured by a portion of our portfolio of single-family properties. The transaction was approved by our board of trustees. We intend to go to market with the transaction during the first quarter of 2014, subject to, among other matters, conditions in the capital markets, rating agency review and customary closing conditions, and expect that the transaction will be exempt from registration under the Securities Act. There can be no assurances that the contemplated transaction will be completed.

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Our Structure

We were formed as a Maryland REIT on October 19, 2012. The following chart illustrates our current organizational structure:

- ¹ Our trustees, our executive officers, our dedicated personnel and others have been granted options to purchase an aggregate 1,190,000 of our Class A common shares under the American Homes 4 Rent 2012 Equity Incentive Plan, or the 2012 Incentive Plan.
- ² Consists of 6,860,783 Class A common shares and 635,075 Class B common shares.
- ³ Consists of 13,787,292 Class A units, 31,085,974 Series C convertible units, 4,375,000 Series D units and 4,375,000 Series E units.

Securities Outstanding

Class A and Class B Common Shares of the Company

We have two classes of common shares, Class A common shares, and Class B common shares. Each outstanding Class B common share entitles the holder to 50 votes on all matters on which the holders of Class A common shares are entitled to vote, including the election of trustees, and holders of Class A common shares and Class B common shares will vote together as a single class. Each Class B common share has the same economic interest as a Class A common share, and one Class B common share and 49 units of limited partnership in our

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operating partnership, or OP units, together represent a similar economic value as 50 Class A common shares. Subject to the rights of holders of Series C convertible units of limited partnership in our operating partnership, or Series C units, Series D units and Series E units, holders of OP units and shareholders of our company will have the same rights to distributions. For a description of voting limitations pertaining to certain shareholders, see [Description of Equity Shares - Common Shares](#).

Series A Participating Preferred Shares of the Company

For a description of the terms of our Series A Participating Preferred Shares, see [Description of Equity Shares - Series A Participating Preferred Shares](#).

Class A Units of our Operating Partnership

In general, beginning 12 months after the date of issuance, Class A units are redeemable by limited partners of our operating partnership (other than us) for cash or, at our election, exchangeable for our Class A common shares on a one-for-one basis. The partnership agreement requires that our operating partnership distribute available cash to its partners on at least a quarterly basis in accordance with their relative percentage interests or specified preferences, if any.

Series A Participating Preferred Units of our Operating Partnership

Our operating partnership issued Series A Participating Preferred Units to us in exchange for the net proceeds from our public offering of Series A Participating Preferred Shares. For a description of the terms of our Series A Participating Preferred Units, see [Operating Partnership and the Partnership Agreement - Series A Participating Preferred Units](#).

Series C Convertible Units of our Operating Partnership

On February 28, 2013, we issued to AH LLC 634,408 of our Class B common shares and our operating partnership issued 31,085,974 Series C units in exchange for the AH LLC Portfolio. Holders of the Series C units will be entitled to distributions equal to the actual net cash flow of the properties in the AH LLC Portfolio up to a maximum of 3.9% per unit per year based on a price per unit of \$15.50, but will not be entitled to any distributions of income generated by any other properties or operations of our company or any liquidating distributions. Holders of Class A units, including our company and AH LLC, will be entitled to any net cash flow from the AH LLC Portfolio above the maximum yield on the Series C units, as well as distributions of all other cash available for distribution from our operating partnership. At any time, at the option of the holders, the Series C units may be converted into Class A units. If holders of the Series C units have not exercised their right to convert the Series C units into Class A units by the earlier of (i) the third anniversary of the date of original issuance of the Series C units or (ii) the date of commencement of the dissolution, liquidation or winding up of our operating partnership, then the Series C units will automatically convert into Class A units. Holders of Series C units will vote on all operating partnership matters with holders of Class A units.

Series D Convertible Units and Series E Convertible Units of our Operating Partnership

The Series D units are convertible into Class A units, and the Series E units are convertible into Series D units, or if the Series D units have previously converted into Class A units, into Class A units, as described below.

The Series D units do not participate in distributions for 30 months from the date of issuance and do not have liquidating distributions or any voting rights. The Series D units are automatically convertible into Class A units on a one-for-one basis only effective as of the later of (1) 30 months from the date of issuance and (2) the earlier of (i) the date on which adjusted funds from operations, or adjusted FFO, per Class A common share aggregates or exceeds \$0.80 over four consecutive quarters following the closing date of the Management

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Internalization or (ii) the date on which the daily closing price of our Class A common shares on the NYSE averages \$18.00 or greater for two consecutive quarters following the closing date of the Management Internalization. After 30 months, the Series D units will participate in distributions (other than liquidating distributions) at a rate of 70% of the per unit distributions on the Class A units.

The Series E units do not participate in distributions and do not have any voting rights. The Series E units will automatically convert into Series D units, or if the Series D units have previously converted into Class A units, into Class A units, on February 29, 2016, if certain conditions are satisfied. See Operating Partnership and the Partnership Agreement Series D Convertible Units and Series E Convertible Units.

The tables below set forth the outstanding securities of our company and of our operating partnership, as of November 15, 2013, without giving effect to this offering. For a description of the terms of these securities, see Description of Equity Shares Common Shares and Operating Partnership and the Partnership Agreement.

Securities of Our Company	Shares
Class A common shares	184,869,219
Class B common shares	635,075 ⁽¹⁾
Series A Participating Preferred Shares	5,060,000 ⁽²⁾

Securities of Our Operating Partnership⁽³⁾	Units
Class A units	13,787,292 ⁽⁴⁾
Series C units	31,085,974 ⁽⁵⁾
Series D units	4,375,000 ⁽⁵⁾
Series E units	4,375,000 ⁽⁵⁾

- (1) Convertible into Class A common shares on a one-for-one basis.
- (2) At our option, the Series A Participating Preferred Shares are redeemable for cash or convertible into Class A common shares, beginning after September 30, 2017. See Description of Equity Shares Series A Participating Preferred Shares.
- (3) Excludes securities issued to our company.
- (4) Redeemable for cash or, at our option, exchangeable for our Class A common shares on a one-for-one basis, beginning one year after the initial date of issuance.
- (5) Convertible into Class A units on a one-for-one basis if certain conditions are satisfied. See Operating Partnership and the Partnership Agreement Series C Convertible Units and Operating Partnership and the Partnership Agreement Series D Convertible Units and Series E Convertible Units.

Our Tax Status

We have elected to be taxed as a REIT, commencing with our first taxable year ended December 31, 2012. Our qualification as a REIT, and maintenance of such qualification, will depend upon our ability to meet, on a continuing basis, various complex requirements under the Internal Revenue Code of 1986, or the Code, relating to, among other things, the sources of our gross income, the composition and values of our assets, our distributions to our shareholders and the concentration of ownership of our equity shares. We believe that, commencing with our initial taxable year ended December 31, 2012, we have been organized in conformity with the requirements for qualification and taxation as a REIT under the Code, and we intend to continue to operate in a manner that will enable us to meet the requirements for qualification and taxation as a REIT. In connection with this offering of our Series B Participating Preferred Shares, we have received an opinion from Hogan Lovells US LLP to the effect that we have been organized and have operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and that our current organization and proposed method of operation will enable us to continue to meet the requirements for qualification and taxation as a REIT.

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As a REIT, we generally will not be subject to U.S. federal income tax on the REIT taxable income that we currently distribute to our shareholders, but taxable income generated by any taxable REIT subsidiary that we may form or acquire will be subject to federal, state and local income tax. Under the Code, REITs are subject to numerous organizational and operational requirements, including a requirement that they distribute annually at least 90% of their REIT taxable income to their shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, our income would be subject to U.S. federal income tax, and we would likely be precluded from qualifying for treatment as a REIT until the fifth calendar year following the year in which we fail to qualify. Even if we qualify as a REIT, we may still be subject to certain U.S. federal, state and local taxes on our income and assets and to U.S. federal income and excise taxes on our undistributed income.

Our Distribution Policy

To qualify as a REIT, we must distribute annually to our shareholders an amount at least equal to 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. We will be subject to income tax on our taxable income that is not distributed and to an excise tax to the extent that certain percentages of our taxable income are not distributed by specified dates. See Material U.S. Federal Income Tax Considerations. Income as computed for purposes of the foregoing tax rules will not necessarily correspond to our income as determined for financial reporting purposes. We intend to distribute our taxable income to our shareholders and retain the balance of our cash available for distribution for reinvestment in properties. However, our cash available for distribution may be less than the amount required to meet the distribution requirements for REITs under the Code, and we may be required to borrow money, sell assets or make taxable distributions of our equity shares or debt securities to satisfy the distribution requirements. Additionally, we may pay future distributions from the proceeds from this offering or other securities offerings and thus all or a portion of such distributions may constitute a return of capital for federal income tax purposes.

The timing and frequency of distributions authorized by our board of trustees in its sole discretion and declared by us will be based upon a variety of factors deemed relevant by our board of trustees, which may include among others: our actual and projected results of operations; our liquidity, cash flows and financial condition; revenue from our properties; our operating expenses; economic conditions; debt service requirements; limitations under our financing arrangements; applicable law; capital requirements and the REIT requirements of the Code. We cannot guarantee whether or when we will be able to make distributions or that any distributions will be sustained over time. Distributions to our shareholders generally will be taxable to our shareholders as ordinary income, although a portion of such distributions may be designated by us as capital gain dividends or qualified dividend income, or may constitute a return of capital. We will furnish annually to each of our shareholders a statement setting forth distributions paid during the preceding year and their federal income tax treatment. For a discussion of the federal income tax treatment of our distributions, see Material U.S. Federal Income Tax Considerations.

Restrictions on Ownership

Due to limitations on the concentration of ownership of REIT shares imposed by the Code, subject to certain exceptions, our declaration of trust provides that no person may beneficially own more than 8.0% (in value or in number of shares, whichever is more restrictive) of our outstanding common shares or more than 9.9% (in value or in number of shares, whichever is more restrictive) of any class or series of our outstanding preferred shares. Our declaration of trust also prohibits any person from, among other matters, beneficially owning equity shares if such ownership would result in our being closely held within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a year) effective upon the completion of our initial public offering; transferring equity shares if such transfer would result in our equity shares being owned by less than 100 persons, effective beginning on the date on which we first have 100 shareholders; and beneficially owning equity shares if such beneficial ownership would otherwise cause us to fail

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to qualify as a REIT under the Code. Our board of trustees may exempt a person from the ownership limits if such person submits to the board of trustees certain information satisfactory to the board of trustees. See [Description of Equity Shares](#) [Restrictions on Ownership and Transfer](#).

Emerging Growth Company Status

We currently qualify as an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, and are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We have not made a decision whether to take advantage of certain of these exemptions. If we do take advantage of any of these exemptions, we do not know if some investors will find our securities less attractive as a result. The result may be a less active trading market for our Class A common shares, our Series A Participating Preferred Shares and/or our Series B Participating Preferred Shares, and those share prices may be more volatile.

In addition, an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, or the Securities Act, for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we are choosing to opt out of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for all public companies which are not emerging growth companies. Our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

We could remain an emerging growth company for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a large accelerated filer as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, which would occur if the market value of our Class A common shares that are held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

Summary Risk Factors

An investment in our securities involves risks. You should consider carefully the risks discussed below and described more fully along with other risks under [Risk Factors](#) in this prospectus before investing in our securities.

We are employing a new and untested business model with no proven track record, which may make our business difficult to evaluate.

We are a recently organized REIT with a limited operating history, and we may not be able to successfully operate our business or generate sufficient operating cash flows to make or sustain distributions on our preferred and common shares.

We may not be able to effectively manage our growth, and any failure to do so may have an adverse effect on our business and operating results.

Because we have not yet identified any specific properties (other than properties held in escrow) to acquire with any net proceeds of this offering remaining after repayment of debt, you will be unable to

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evaluate the economic merits of our investments made with such net proceeds before making an investment decision to purchase our Series B Participating Preferred Shares.

We intend to continue to rapidly expand our scale of operations and make acquisitions even if the rental and housing markets are not as favorable as they have been in recent months, which could adversely impact anticipated yields.

Our future growth depends, in part, on the availability of additional debt or equity financing. If we cannot obtain additional financing on terms favorable or acceptable to us, our growth may be limited.

Our credit facility contains financial and operating covenants that could restrict our business and investment activities. Failure to satisfy these covenants could result in a default under our credit facility that could accelerate the maturity of our debt obligations, which would have a material adverse effect on our business, liquidity, results of operations and financial condition and our ability to make distributions on our preferred and common shares.

Our success depends, in part, upon our ability to hire and retain highly skilled managerial, investment, financial and operational personnel, and the past performance of our senior management may not be indicative of future results.

Our investments are and will continue to be concentrated in our target markets and the single-family properties sector of the real estate industry, which exposes us to downturns in our target markets or in the single-family properties sector.

We face significant competition for acquisitions of our target properties, which may limit our strategic opportunities and increase the cost to acquire those properties.

We face significant competition in the leasing market for quality tenants, which may limit our ability to rent our single-family homes on favorable terms or at all.

The large supply of single-family homes becoming available for purchase as a result of the heavy volume of foreclosures, combined with historically low residential mortgage rates, may cause some potential renters to seek to purchase residences rather than lease them and, as a result, cause a decline in the number and quality of potential tenants.

Our evaluation of properties involves a number of assumptions that may prove inaccurate, which could result in us paying too much for properties we acquire or overvaluing our properties or our properties failing to perform as we expect.

Single-family properties that are being sold through short sales or foreclosure sales are subject to risks of theft, mold, infestation, vandalism, deterioration or other damage that could require extensive renovation prior to renting and adversely impact our operating results.

If occupancy levels and rental rates in our target markets do not increase sufficiently to keep pace with rising costs of operations, our income and distributable cash will decline.

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We depend on our tenants and their willingness to renew their leases for substantially all of our revenues. Poor tenant selection and defaults and nonrenewals by our tenants may adversely affect our reputation, financial performance and ability to make distributions on our preferred and common shares.

Declining real estate values and impairment charges could adversely affect our earnings and financial condition.

We are self-insured against many potential losses, and uninsured or underinsured losses relating to properties may adversely affect our financial condition, operating results, cash flows and ability to make distributions on our preferred and common shares.

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Mortgage loan modification programs and future legislative action may adversely affect the number of available properties that meet our investment criteria.

Completion of the Management Internalization has exposed us to new and additional responsibilities, costs and risks.

The contribution agreement we entered into in connection with the Management Internalization was negotiated between a special committee of our board of trustees and AH LLC. Therefore, the terms of the agreement may not have been as favorable to us as if it had been negotiated with unaffiliated third parties.

Our board of trustees has approved a very broad investment policy, subject to management oversight, and does not review or approve each acquisition decision made by AH LLC.

We may be adversely affected by lawsuits alleging trademark infringement as such lawsuits could materially harm our brand name, reputation and results of operations.

Our fiduciary duties as the general partner of our operating partnership could create conflicts of interest, which may impede business decisions that could benefit our shareholders.

As long as AH LLC continues to perform acquisition and renovation services for us, we will depend on AH LLC for our external growth.

The Series B Participating Preferred Shares have not been rated.

The Series B Participating Preferred Shares are newly issued securities with no established trading market, which may negatively affect their market value and your ability to transfer or sell your shares. We intend to apply to list the Series B Participating Preferred Shares on the NYSE, but we cannot assure you that the listing will be approved or that a trading market will develop or be sustained.

The Series B Participating Preferred Shares are subordinate to our debt and other liabilities, and your interests could be diluted by the issuance of additional preferred shares and by other transactions.

There is no guarantee that any HPA Amount will accrue or be paid on the Series B Participating Preferred Shares.

Changes in home prices reflected in the POI may have little or no correlation with the actual appreciation or depreciation of homes in our portfolio, and the POI data for our top 20 markets that we will use to calculate the HPA Amount may have little or no correlation with the actual appreciation or depreciation of homes nationwide.

The cumulative change in HPA that occurs during the period measured for purposes of calculating the HPA Amount may differ from the cumulative change in HPA that occurs during the period for which the Series B Participating Preferred Shares are actually outstanding.

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The FHFA may no longer publish or may materially change the methodology used in calculating the POI, which could adversely affect the value of our Series B Participating Preferred Shares.

If you hold our Series B Participating Preferred Shares, you will not be entitled to any rights with respect to our common shares, but you will be subject to all changes made with respect to our common shares.

The Change of Control conversion feature of our Series B Participating Preferred Shares may not adequately compensate you and may make it more difficult for a third party to take over our company or discourage a third party from taking over our company.

The market price of Class A common shares received in a conversion of our Series B Participating Preferred Shares may decrease between the date received and the date the Class A common shares are sold.

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Our ability to pay dividends is limited by the requirements of Maryland law.

You should consider the United States federal income tax consequences of owning our Series B Participating Preferred Shares, including the potential for constructive distributions.

Future sales of our common shares or other equity-related securities in the public market could lower the market price of our common shares and adversely impact the value of the Series B Participating Preferred Shares.

Failure to qualify as a REIT, or failure to remain qualified as a REIT, would cause us to be taxed as a regular corporation, which would substantially reduce funds available for distribution to our shareholders.

Organizational Information

Our principal executive offices are located at 30601 Agoura Road, Suite 200, Agoura Hills, California 91301. Our main telephone number is (805) 413-5300. Our Internet website is <http://www.americanhomes4rent.com>. The contents of our website are not incorporated by reference in or otherwise a part of this prospectus.

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THE OFFERING

The offering terms are summarized below solely for your convenience. For a more complete description of the terms of the Series B Participating Preferred Shares, see Description of Series B Participating Preferred Shares.

Issuer	American Homes 4 Rent, a Maryland REIT
Securities Offered	4,000,000 5.000% Series B participating preferred shares of beneficial interest, \$0.01 par value per share, or Series B Participating Preferred Shares (plus up to an additional 600,000 Series B Participating Preferred Shares if the underwriters exercise their option to purchase additional shares in full). We reserve the right to reopen this series and issue additional Series B Participating Preferred Shares at any time either through public or private sales.
Ranking	<p>The Series B Participating Preferred Shares will rank, with respect to dividend rights and rights upon our liquidation, dissolution or winding up:</p> <p>senior to our common shares of beneficial interest, or our common shares, and to any other class or series of our equity shares expressly designated as ranking junior to the Series B Participating Preferred Shares;</p> <p>on parity with any existing or future class of preferred or convertible preferred securities, including our Series A participating preferred shares of beneficial interest, \$0.01 par value per share, or Series A Participating Preferred Shares; and</p> <p>junior to any debt securities and any equity shares expressly designated as ranking senior to the Series B Participating Preferred Shares</p> <p>See Description of Series B Participating Preferred Shares Ranking.</p>
Dividends	Holders of the Series B Participating Preferred Shares will be entitled to receive cumulative cash dividends when, as and if authorized by our board of trustees from and including the issue date, payable quarterly in arrears on the last day of March, June, September and December of each year, at the rate of 5.000% per annum of the initial liquidation preference per share (equivalent to the fixed annual rate of \$1.25 per share). The first dividend is scheduled to be paid on March 31, 2014 to holders of record as of March 15, 2014 and will be a pro rata dividend from and including the original issue date to but excluding March 31, 2014 in the amount of \$ per share. Dividends on the Series B Participating Preferred Shares will accumulate whether or not (i) we have earnings, (ii) there are funds legally available for the payment of such dividends and (iii) such dividends are authorized or declared. Prior to December 31, 2020, no dividends will accrue or be paid on any HPA Amount (as defined below).

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On and after December 31, 2020, in lieu of the prior dividend rate, a dividend rate of 10.000% per annum will be paid on the initial

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liquidation preference per Series B Participating Preferred Share plus the HPA Amount, if any.

Voting Rights

Holders of the Series B Participating Preferred Shares generally will have no voting rights. However, if we are in arrears on dividends, whether or not authorized or declared, on the Series B Participating Preferred Shares for six or more quarterly periods, whether or not consecutive, holders of Series B Participating Preferred Shares (voting separately as a class together with the holders of all other classes or series of preferred shares of beneficial interest, or preferred shares, ranking on parity with the Series B Participating Preferred Shares with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up, or parity preferred shares, and upon which like voting rights have been conferred and are exercisable) will be entitled to elect two additional trustees at a special meeting called upon the request of at least 10% of such holders or at our next annual meeting and each subsequent annual meeting of shareholders to serve on our board of trustees until all unpaid dividends with respect to the Series B Participating Preferred Shares and such other classes or series of preferred shares with like voting rights have been paid or declared and set aside for payment. In addition, the affirmative vote or written consent of the holders of at least two-thirds of the outstanding Series B Participating Preferred Shares and each other class or series of parity preferred shares with like voting rights (voting together as a single class) is required for us to authorize, create or increase any class or series of equity shares ranking senior to the Series B Participating Preferred Shares or to amend any provision of our declaration of trust so as to materially and adversely affect the terms of the Series B Participating Preferred Shares. If such amendment to our declaration of trust does not equally affect the terms of the Series B Participating Preferred Shares and the terms of one or more other classes or series of parity preferred shares, the affirmative vote or written consent of the holders of at least two-thirds of the shares outstanding at the time of Series B Participating Preferred Shares, voting separately as a class, is required. Holders of the Series B Participating Preferred Shares also will have the exclusive right to vote on any amendment to our declaration of trust on which holders of the Series B Participating Preferred Shares are otherwise entitled to vote and that would alter only the rights, as expressly set forth in our declaration of trust, of the Series B Participating Preferred Shares. Among other things, we may, without any vote of the holders of our Series B Participating Preferred Shares, issue additional shares of Series B Participating Preferred Shares and may authorize and issue additional classes or series of parity equity securities.

Restrictions on Ownership and Transfer

Due to limitations on the concentration of ownership of REIT shares imposed by the Internal Revenue Code of 1986, as amended, or the Code, subject to certain exceptions, our declaration of trust provides

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(and the Series B Participating Preferred Shares articles supplementary will provide) that no person may beneficially own more than 8.0% (in value or in number of shares, whichever is more restrictive) of our outstanding common shares or more than 9.9% (in value or in number of shares, whichever is more restrictive) of any class or series of our outstanding preferred shares. In addition, our declaration of trust prohibits (and the Series B Participating Preferred Shares articles supplementary will prohibit) any person from, among other matters, beneficially owning equity shares if such ownership would result in our being closely held within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a year); transferring equity shares if such transfer would result in our equity shares being owned by less than 100 persons; and beneficially owning equity shares if such beneficial ownership would otherwise cause us to fail to qualify as a REIT under the Code. Our board of trustees may exempt a person from the ownership limits if such person submits to the board of trustees certain information satisfactory to the board of trustees. See Description of Series B Participating Preferred Shares Restrictions on Ownership and Transfer.

Use of Proceeds

We estimate that the net proceeds to us from the sale of our Series B Participating Preferred Shares in this offering will be approximately \$ (or approximately \$ if the underwriters exercise their option to purchase additional Series B Participating Preferred Shares in full), after deducting underwriting discounts and estimated offering expenses. We will contribute the net proceeds we receive from this offering to our operating partnership in exchange for Series B participating preferred operating partnership units. Our operating partnership intends to use the net proceeds from this offering (i) to repay the indebtedness we have incurred or expect to incur under our credit facility, (ii) to acquire and renovate single-family properties in accordance with our business strategy described in this prospectus, and (iii) for general business purposes. See Use of Proceeds.

Liquidation Preference

If we liquidate, dissolve or wind up, holders of our Series B Participating Preferred Shares will have the right to receive (i) \$25.00 per share, plus (ii) the HPA Amount (if positive), plus (iii) accrued and unpaid dividends (whether or not authorized or declared) to but excluding the date of payment before any distribution or payment is made to holders of our common shares and any other class or series of our equity shares ranking junior to the Series B Participating Preferred Shares as to liquidation, dissolution or winding up. The rights of holders of Series B Participating Preferred Shares to receive this amount will be subject to the proportionate rights of any other class or series of our equity shares ranking on parity with the Series B Participating Preferred Shares as to rights upon liquidation, dissolution or winding up, and junior to the rights of any class or series of our equity shares expressly designated as ranking senior to the Series B Participating Preferred Shares.

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Home Price Appreciation Amount

The initial liquidation preference for the Series B Participating Preferred Shares may be increased by an additional amount, or the HPA Amount. The HPA Amount will equal the product of the \$25.00 initial liquidation preference and the Home Price Appreciation Factor, or HPA Factor, described below. However, the HPA Amount at any time after December 31, 2020 will be equal to the HPA Amount calculated with respect to the period ended September 30, 2020, and the HPA Amount will be subject to a cap as described below under the caption HPA Amount Cap.

The HPA Amount may be realized upon (i) exercise by us of our optional redemption right or conversion right after December 31, 2017, (ii) any conversion or redemption in connection with a Change of Control (as defined below) or (iii) liquidation, dissolution or winding up of the Company. In addition, on and after December 31, 2020, dividends will accrue on the HPA Amount, if any, added to the initial liquidation preference per Series B Participating Preferred Share.

Home Price Appreciation Factor

Home price appreciation, or HPA, represents the cumulative change in value from September 30, 2013 of an index based on the purchase prices of single-family homes located in our top 20 markets, by estimated total investment, as of September 30, 2013, as set forth in the table below. HPA is determined using a House Price Index of the Federal Housing Finance Agency, or FHFA, known as the Quarterly Purchase-Only Index, or POI, specifically the non-seasonally adjusted Purchase-Only Index for the 100 Largest Metropolitan Statistical Areas currently disclosed at the following URL: <http://www.fhfa.gov/weblink/hpicbsapo.txt>. The contents of the FHFA website are not incorporated by reference in or otherwise part of this prospectus. Other indices referenced in this prospectus will not be used in calculating the HPA Amount.

The POI is a weighted, repeat-sales index, meaning that it measures average price changes in repeat sales of the same single-family properties. This information is obtained by reviewing repeat transactions involving conforming, conventional mortgages purchased or securitized by Fannie Mae or Freddie Mac since January 1975. Only mortgage transactions involving single-family homes are included. Conforming refers to a mortgage that both meets the underwriting guidelines of Fannie Mae or Freddie Mac and that does not exceed the conforming loan limit that is currently \$625,000 for mortgages in the contiguous United States originated after September 30, 2011. Conventional mortgages are those that are neither insured nor guaranteed by the FHA, VA or other federal government entities. Mortgages on properties financed by government-insured loans, such as FHA or VA mortgages, are excluded from the POI, as are properties with mortgages that have a principal amount exceeding the conforming loan limit.

The POI will be measured from a base date of September 30, 2013. The index values are weighted by our relative estimated total

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investments in each of the 20 markets at September 30, 2013, and such weighting is fixed during the time the HPA Amount accrues.

Cumulative HPA represents the sum of the 20 products of the change in HPA for each market since September 30, 2013 and the relative weighting, expressed as a percentage.

HPA Factor represents the product of the Cumulative HPA, as defined herein, (expressed as a percentage) multiplied by a constant investor participation percentage of 50%. The HPA Amount, at any time it is measured, cannot be negative, so the liquidation preference per Series B Participating Preferred Share will always be at least \$25.00.

The FHFA historically has released the POI for a given quarter near the end of the second month after the end of that quarter. We will make available each quarter the quarterly measurement showing the aggregate HPA Amount per Series B Participating Preferred Share across quarters and weighted by markets based on the POI provided by the FHFA. We will also provide updates and maintain such information on the [For Investors](#) page of our corporate website.

If at any time prior to December 31, 2020, the FHFA no longer publishes the POI, or if the POI no longer covers one or more of our top 20 markets as of September 30, 2013, we will promptly make a good faith selection of a publicly available alternative index or indices after examining publicly available indices that are reasonably comparable to the POI to cover the market or markets no longer covered by the POI. If we select an alternative source or sources, we will disclose the new source for calculating the HPA Amount on the [For Investors](#) page of our corporate website and in a Current Report on Form 8-K filed with the Securities and Exchange Commission, or SEC. If a suitable public alternative source or sources is not available, we will, at our option, either redeem or convert the Series B Participating Preferred Shares within 135 days after the date that the POI was last published, as described in [Description of Series B Participating Preferred Shares Redemption](#) Redemption upon an Absence of Suitable Indices Event (in the case of a redemption) or as described in [Description of Series B Participating Preferred Shares Conversion](#) Conversion upon an Absence of Suitable Indices Event (in the case of a conversion). We refer to the absence of a suitable alternative source or sources herein as an Absence of Suitable Indices Event.

The following table summarizes our top 20 markets at September 30, 2013 by estimated total investment and assigns market weightings, which shall remain fixed while the Series B Participating Preferred Shares remain outstanding.

The following table also sets forth the historical percentage change in the HPA with respect to each of these markets for the period from September 30, 2012 to September 30, 2013 (which is the most recent four

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quarter period for which POI data is currently available) and the total weighted average percentage change in the HPA during that period. The table sets forth the methodology used to calculate the percentage change for each market and the total weighted average percentage change for all markets using the POI values for each market. In order to measure the percentage change from September 30, 2012, the actual POI value for each market as of September 30, 2012 has been set at a baseline value of 100.0. For the subsequent periods, the table sets forth the change in the POI value relative to the baseline value of 100.0. The information in this table is for illustrative purposes only, is historical, and is not intended to predict future HPA. See Risk Factors The various hypothetical figures and illustrations contained in this prospectus should not be taken as an indication or prediction of future investment results and Risk Factors There is no guarantee that any HPA Amount will accrue or be paid on the Series B Participating Preferred Shares.

Market	Relative Weighting Applied in Determining HPA ⁽¹⁾	FHFA POI Value (Relative to Sep 30, 2012) as of					Percentage Change in HPA from Sep 30, 2012 to Sep 30, 2013
		Sep 30, 2012 ⁽²⁾	Dec 31, 2012	Mar 31, 2013	Jun 30, 2013	Sep 30, 2013	
Dallas-Fort Worth, TX ⁽³⁾	9.860%	100.00	100.46	101.20	106.40	107.81	7.8%
Indianapolis, IN	8.937%	100.00	98.17	102.06	106.03	108.60	8.6%
Atlanta, GA	7.693%	100.00	100.34	104.18	111.73	114.90	14.9%
Greater Chicago Area, IL ⁽⁴⁾	7.645%	100.00	96.50	97.87	106.33	107.02	7.0%
Houston, TX	6.283%	100.00	101.44	103.75	108.28	110.31	10.3%
Nashville, TN	6.251%	100.00	99.83	101.78	107.19	107.80	7.8%
Cincinnati, OH	6.128%	100.00	96.54	96.67	102.21	104.73	4.7%
Charlotte, NC	5.466%	100.00	97.17	102.30	107.08	109.16	9.2%
Salt Lake City, UT	5.191%	100.00	102.02	106.07	111.13	112.50	12.5%
Tampa, FL	5.168%	100.00	100.27	100.50	108.92	111.21	11.2%
Phoenix, AZ	4.977%	100.00	104.11	106.61	114.90	119.44	19.4%
Jacksonville, FL	4.465%	100.00	97.37	104.98	106.75	110.76	10.8%
Raleigh, NC	4.176%	100.00	97.63	100.60	103.79	105.28	5.3%
Las Vegas, NV	4.156%	100.00	107.52	109.76	120.38	129.22	29.2%
Orlando, FL	3.337%	100.00	103.21	103.06	112.19	114.52	14.5%
Columbus, OH	3.221%	100.00	94.39	96.34	101.98	105.58	5.6%
Greenville, SC	1.882%	100.00	95.70	93.83	101.75	104.02	4.0%
Greensboro, NC	1.827%	100.00	97.66	100.34	102.23	103.29	3.3%
Tucson, AZ	1.760%	100.00	99.47	98.00	102.28	106.11	6.1%
Austin, TX	1.577%	100.00	99.65	100.97	108.35	110.14	10.1%
Total / Total Weighted Average	100.0%						10.3%⁽⁵⁾

- (1) Based on estimated total investment in each market as of September 30, 2013. These will be the weighting factors for measurement of HPA and will at no time change as it relates to the Series B Participating Preferred Shares.
- (2) For the illustrative purposes of this table, the HPA has been indexed as of September 30, 2012 and, as such, a baseline index value of 100.0 has been assigned to each market as of such date. The FHFA POI values with respect to the other periods presented are relative measures calculated in relation to the baseline index value. The actual HPA will be indexed as of September 30, 2013. See the table on the following page for an illustration of how the HPA will be indexed as of September 30, 2013.
- (3) Our Dallas-Fort Worth, TX market is comprised of the Dallas-Plano-Irving and Fort Worth-Arlington Metropolitan Divisions, with each division being given equal weighting for purposes of determining HPA.
- (4) The home price index for the Greater Chicago Area, IL market is Chicago-Naperville-Arlington Heights, IL.
- (5) Represents the total weighted average percentage change in the HPA for the period from September 30, 2012 to September 30, 2013, based on the market weighting percentages set forth above.

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The following table sets forth, for each of our top 20 markets, the actual POI value as of September 30, 2013, which is the most recent date for which POI data is available and the date from which HPA will be measured for purposes of calculating the HPA Amount. The table also sets forth the calculations performed in order to assign a baseline value of 100.0 for all markets as of September 30, 2013 for purposes of calculating the change in HPA for such markets relative to such date.

Market	Relative Weighting Applied in Determining HPA ⁽¹⁾	Actual POI Value as of Sep 30, 2013 ⁽²⁾	Multiplier Applied to Establish Baseline Value ⁽³⁾	Assigned Baseline Value ⁽⁴⁾
Dallas-Fort Worth, TX ⁽⁵⁾	9.860%	190.61	0.525	100.0
Indianapolis, IN	8.937%	169.38	0.590	100.0
Atlanta, GA	7.693%	179.60	0.557	100.0
Greater Chicago Area, IL ⁽⁶⁾	7.645%	184.21	0.543	100.0
Houston, TX	6.283%	245.48	0.407	100.0
Nashville, TN	6.251%	233.27	0.429	100.0
Cincinnati, OH	6.128%	170.81	0.585	100.0
Charlotte, NC	5.466%	191.68	0.522	100.0
Salt Lake City, UT	5.191%	327.40	0.305	100.0
Tampa, FL	5.168%	215.50	0.464	100.0
Phoenix, AZ	4.977%	243.04	0.411	100.0
Jacksonville, FL	4.465%	217.47	0.460	100.0
Raleigh, NC	4.176%	200.94	0.498	100.0
Las Vegas, NV	4.156%	143.69	0.696	100.0
Orlando, FL	3.337%	186.00	0.538	100.0
Columbus, OH	3.221%	186.28	0.537	100.0
Greenville, SC	1.882%	202.27	0.494	100.0
Greensboro, NC	1.827%	162.56	0.615	100.0
Tucson, AZ	1.760%	215.05	0.465	100.0
Austin, TX	1.577%	321.54	0.311	100.0

- (1) Based on estimated total investment in each market as of September 30, 2013. These will be the weighting factors for measurement of HPA and will at no time change as it relates to the Series B Participating Preferred Shares.
- (2) Represents the values as published in the POI for each market as of the date of this prospectus. Such values will remain constant for purposes of calculating the HPA Amount, notwithstanding any revisions by the FHFA in subsequent POI releases.
- (3) In order to index the POI value for each market as of September 30, 2013, which is the date from which the cumulative change in HPA will be measured for purposes of calculating the HPA Amount, the POI value for each market as of such date is being assigned a baseline index value of 100.0 by multiplying each by the multiplier indicated in the table above. The multipliers set forth above are presented solely for the purpose of indicating the numerical relationship between the actual POI value for each of the markets and the indexed baseline value of 100.0 for such markets. The multipliers will remain constant throughout the term of the Series B Participating Preferred Shares and will not be adjusted to reflect any revisions by the FHFA of the POI values for each market as of September 30, 2013 subsequent to the date of this prospectus.
- (4) Equals the product of the actual POI value for each market as of September 30, 2013, multiplied by the baseline multiplier for each market.
- (5) Our Dallas-Fort Worth, TX market is comprised of the Dallas-Plano-Irving and Fort Worth-Arlington Metropolitan Divisions, with each division being given equal weighting for purposes of determining HPA.
- (6) The home price index for the Greater Chicago Area, IL market is Chicago-Naperville-Arlington Heights, IL.

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The following table illustrates how HPA, as measured by the FHFA's POI, would be applied for purposes of determining the liquidation preference, dividend amounts and annual and total return for the Series B Participating Preferred Shares based on the following hypothetical assumptions:

That the Series B Participating Preferred Shares were issued on December 31, 2013.

Constant annual HPA of 5%.

Dividend rate per annum of 5.000% for the period from the date of issuance to but excluding December 31, 2020.

Dividend rate per annum of 10.000% for the period from and including December 31, 2020 until the Series B Participating Preferred Shares are no longer outstanding.

That during the period presented, there is no liquidation, dissolution or winding up of the Company and that the Company does not exercise its option to redeem or convert the Series B Participating Preferred Shares.

The information in this table is for illustrative purposes only and is not intended to predict future home price appreciation, liquidation preferences, dividend amounts or return on investment. See Risk Factors. The various hypothetical figures and illustrations contained in this prospectus should not be taken as an indication or prediction of future investment results and Risk Factors. There is no guarantee that any HPA Amount will accrue or be paid on the Series B Participating Preferred Shares.

Illustrative Effect of Hypothetical HPA on Series B Participating Preferred Shares

Year	Date	Cumulative Hypothetical HPA	Investor Participation Percentage	Hypothetical HPA Factor	Hypothetical Cumulative Net HPA Amount	Hypothetical Liquidation Preference	Hypothetical Dividend	Hypothetical Return %	
						(1)		Annual	Gross ⁽²⁾
Offering	December 31, 2013 ⁽³⁾					\$ 25.00			
Year 1 ⁽⁴⁾	December 31, 2014	5.0%	50%	2.5%	\$ 0.63	\$ 25.63	\$ 1.250	7.50	7.50
Year 2 ⁽⁴⁾	December 31, 2015	10.0%	50%	5.0%	\$ 1.25	\$ 26.25	\$ 1.250	7.50	15.00
Year 3 ⁽⁴⁾	December 31, 2016	15.0%	50%	7.5%	\$ 1.88	\$ 26.88	\$ 1.250	7.50	22.50
Year 4 ⁽⁴⁾	December 31, 2017	20.0%	50%	10.0%	\$ 2.50	\$ 27.50	\$ 1.250	7.50	30.00
Year 5 ⁽⁵⁾	December 31, 2018	25.0%	50%	12.5%	\$ 3.13	\$ 28.13	\$ 1.250	7.50	37.50
Year 6 ⁽⁵⁾	December 31, 2019	30.0%	50%	15.0%	\$ 3.75	\$ 28.75	\$ 1.250	7.50	45.00
Year 7 ⁽⁵⁾	December 31, 2020	35.0%	50%	17.5%	\$ 4.38	\$ 29.38	\$ 1.250	7.50	52.50
Year 8 ⁽⁶⁾	December 31, 2021	40.0%	N/A		\$ 4.38	\$ 29.38	\$ 2.938	11.750	64.25
Year 9 ⁽⁶⁾	December 31, 2022	45.0%	N/A		\$ 4.38	\$ 29.38	\$ 2.938	11.750	76.00
Year 10 ⁽⁶⁾	December 31, 2023	50.0%	N/A		\$ 4.38	\$ 29.38	\$ 2.938	11.750	87.75

(1)

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Reflects the initial liquidation preference as increased by the hypothetical HPA Amount. The HPA Amount is subject to a cap as described below in this section under -HPA Amount Cap. Such cap would apply (i) in the event of a liquidation, dissolution or winding up of the Company, (ii) if the Company exercises its option to redeem or convert the Series B Participating Preferred Shares prior to

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- December 31, 2020 or (iii) on December 31, 2020, which is the date on which the HPA Amount becomes fixed and the date on which dividends begin to accrue on the initial liquidation preference plus the HPA Amount (if any). Assuming a 5% dividend rate, the cap on the HPA Amount would limit the HPA Amount to approximately 4%. To illustrate the application of the cap, assuming a 10% rather than a 5% cumulative hypothetical HPA, and assuming that the company has not redeemed or converted the Series B Participating Preferred Shares or liquidated, on December 31, 2020, the Hypothetical HPA Amount would be fixed at \$8.84, reflecting a 9% internal rate of return.
- (2) Calculated as (A) cumulative dividends plus (i) hypothetical accrued HPA Amount (for periods prior to December 31, 2020) or (ii) the difference between the initial price of \$25.00 and the Adjusted Value (for periods after December 31, 2020) divided by (B) the \$25.00 issue price per Series B Participating Preferred Share.
 - (3) The actual measuring date for the index will be from September 30, 2013. The December 31, 2013 measuring date is for illustrative purposes only.
 - (4) Prior to January 1, 2018, the Series B Participating Preferred Shares are not convertible or redeemable.
 - (5) From and after January 1, 2018, the Series B Participating Preferred Shares are redeemable and convertible at our option. See Description of Series B Participating Preferred Shares Redemption Redemption at Our Option and Description of Series B Participating Preferred Shares Conversion Rights Conversion at Our Option.
 - (6) From and after December 31, 2020, the HPA Amount will equal the HPA Amount calculated with respect to the period ended September 30, 2020, and will thereafter remain fixed at that amount. From and after December 31, 2020, a dividend rate of 10.000% per annum will be applied to the sum of the initial liquidation preference and the HPA Amount calculated with respect to the period ended September 30, 2020.

HPA Amount Cap

Until December 31, 2020, the amount payable upon any conversion, redemption or liquidation event will be subject to a cap, such that the total internal rate of return, when considering the initial liquidation preference, the HPA Amount (if positive), plus dividends (whether paid or accrued) to, but excluding, the date of redemption, conversion or liquidation, will not exceed 9.0%. On December 31, 2020, the HPA Amount will become fixed and cease to accrue and the dividend yield will increase to 10.000% per annum on the liquidation preference plus the HPA Amount.

Redemption at Our Option

We may not redeem the Series B Participating Preferred Shares until after December 31, 2017, except in limited circumstances relating to maintaining our qualification as a REIT, as described in Description of Series B Participating Preferred Shares Redemption at Our Option in this prospectus and pursuant to the special optional redemption provisions upon a change in control that are specified below.

Any time after December 31, 2017 but before December 31, 2020, we may redeem for cash all but not less than all of the Series B Participating Preferred Shares at a redemption price per Series B Participating Preferred Share equal to the sum of the initial liquidation preference, and any HPA Amount (if positive) plus accrued and unpaid dividends (whether or not authorized or declared) to, but excluding, the redemption date.

At any time after December 31, 2020, we may redeem for cash all but not less than all of the Series B Participating Preferred Shares at a redemption price per share equal to the initial liquidation preference of \$25.00 per share, plus the HPA Amount (if positive) calculated with respect to the period ended September 30, 2020, plus any accrued but unpaid dividends. The initial liquidation preference of \$25.00 plus the HPA Amount calculated with respect to the period ended September 30, 2020, is referred to as the Adjusted Value.

Conversion at Our Option

At any time after December 31, 2017, we may convert all but not less than all of the Series B Participating Preferred Shares into our

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Class A common shares. The conversion ratio for such one-time conversion will be determined by a formula and cannot be determined until the conversion date. See Description of Series B Participating Preferred Shares Conversion Rights Conversion at Our Option.

If such one-time conversion were to occur after December 31, 2017 but before December 31, 2020, the formula for determining the conversion ratio per Series B Participating Preferred Share will be the sum of (i) the initial liquidation preference, (ii) the HPA Amount for the relevant period (if positive) and (iii) any accrued and unpaid dividends to, but excluding, the conversion date (to occur on the fourth business day following the notice of conversion), divided by the one-day volume-weighted average price of our Class A common shares on the NYSE, or VWAP, as reported by Bloomberg, if available, on the day the notice of conversion is issued.

If such one-time conversion occurs on or after December 31, 2020, the formula for determining the conversion ratio will be (i) the Adjusted Value, plus any accrued and unpaid dividends to, but not including, the conversion date, divided by (ii) the VWAP as reported by Bloomberg on the date the notice of conversion is issued.

Any Class A common shares issued in connection with a conversion described in this section will be registered under the Securities Act and listed on the NYSE or other national exchange.

Special Redemption Option upon a Change of Control Upon the occurrence of a Change of Control (as defined below), we may redeem for cash all but not less than all of the Series B Participating Preferred Shares within 120 days after the date on which such Change of Control occurred, at a price equal to the sum of (i) the initial liquidation preference, (ii) the HPA Amount (if positive) and (iii) an amount per Series B Participating Preferred Share equal to all dividends (whether or not authorized or declared) accrued and unpaid thereon to, but excluding, the date of final distribution to such holders, to, but excluding, the redemption date. If, prior to the Change of Control Conversion Date (as defined herein), we exercise our optional redemption rights relating to the Series B Participating Preferred Shares, the holders of Series B Participating Preferred Shares will not be permitted to exercise the conversion right described below.

A Change of Control means, after the initial issuance of the Series B Participating Preferred Shares, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Exchange

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Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of securities of the Company entitling that person to exercise more than 50% of the total voting power of all shares of beneficial interest of the Company entitled to vote generally in the election of our trustees (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

following the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity has a class of common securities (or American Depositary Receipts representing such securities) listed on the NYSE, the NYSE MKT or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or NASDAQ.

Conversion Rights of Holders in Connection with a Change of Control

Upon the occurrence of a Change of Control, each holder of Series B Participating Preferred Shares will have the right (unless, prior to the Change of Control Conversion Date, we have provided or provide notice of our election to redeem the Series B Participating Preferred Shares) to convert some or all of the Series B Participating Preferred Shares held by such holder on the Change of Control Conversion Date into a number of our Class A common shares per Series B Participating Preferred Share equal to the lesser of:

the quotient obtained by dividing (i) the sum of (x) the initial liquidation preference plus (y) the HPA Amount for the relevant period (if positive) plus (z) any accrued and unpaid dividends (whether or not declared) to, but excluding, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series B Participating Preferred Shares dividend payment for which full dividends have been declared and prior to the corresponding Series B Participating Preferred Shares dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum and such declared dividend will instead be paid, on such dividend payment date, to the holder of record of the Series B Participating Preferred Shares to be converted as of 5:00 p.m. New York City time, on such record date) by (ii) the Class A Share Price; and

(i.e., the Share Cap), subject to certain adjustments;

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

If, prior to the Change of Control Conversion Date, we have provided or provide a redemption notice, pursuant to our right of redemption in

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connection with a Change of Control, holders of Series B Participating Preferred Shares will not have any right to convert the Series B Participating Preferred Shares in connection with the Change of Control Conversion Right and any Series B Participating Preferred Shares selected for redemption that have been tendered for conversion will be redeemed on the related date of redemption instead of converted on the Change of Control Conversion Date.

For definitions of Change of Control Conversion Right, Change of Control Conversion Date and Class A Share Price and for a description of the adjustments and provisions for the receipt of alternative consideration that may be applicable to the Change of Control Conversion Right, see Description of Series B Participating Preferred Shares Conversion Rights.

Listing

We intend to apply to list the Series B Participating Preferred Shares on the NYSE under the symbol AMHPRB. If the listing application is approved, we expect trading of the Series B Participating Preferred Shares to commence within 30 days after initial delivery of the shares.

Settlement

The underwriters expect to deliver the Series B Participating Preferred Shares against payment therefor through The Depository Trust Company on or about [redacted], 2013, which is the [redacted] business day following the pricing of this offering.

Risk Factors

Investing in our Series B Participating Preferred Shares involves various risks. You should read carefully and consider the matters discussed under the caption entitled Risk Factors beginning on page 31 of this prospectus before making a decision to invest our Series B Participating Preferred Shares.

Table of Contents**SUMMARY SELECTED FINANCIAL DATA**

The following table presents selected historical consolidated financial information and selected portfolio data as of September 30, 2013 (unaudited) and December 31, 2012 and 2011 and for the nine months ended September 30, 2013 and 2012 (unaudited), for the year ended December 31, 2012 and for the period from June 23, 2011 to December 31, 2011. The selected consolidated financial information presented below under the captions Consolidated Statements of Operations Data and Consolidated Balance Sheets Data have been derived from our consolidated financial statements. Under the provisions of ASC 805, *Business Combinations*, we have reflected transactions between businesses under common control retroactively based on the date AH LLC commenced acquiring properties, June 23, 2011. As such, the statements of operations reflect activity prior to our date of formation, and the properties contributed to us by AH LLC are reflected retroactively on the balance sheets based on AH LLC's net book value. Therefore, our selected consolidated financial data may not be indicative of our past or future results and does not reflect our financial position or results of operations had it been presented as if we had been operating independently during the period presented. Because the information presented below is only a summary and does not provide all of the information contained in our historical consolidated financial statements, including the related notes, you should read it in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements, including the related notes, included elsewhere in this prospectus.

Consolidated Statements of Operations Data

(Amounts in thousands, except share information)

	For the Nine Months Ended September 30,		Year Ended December 31,	Period from June 23, 2011 to December 31, 2011
	2013	2012	2012	
Revenues:				
Rents from single-family properties	\$ 72,887	\$ 1,263	\$ 4,540	\$ 65
Other	1,255			
Total revenues	74,142	1,263	4,540	65
Expenses:				
Property operating expenses				
Leased single-family properties	26,941	493	1,744	27
Vacant single-family properties	13,993	635	1,846	12
General and administrative expense	5,178	3,948	7,199	47
Advisory fees	6,352		937	
Interest expense	370			
Noncash share-based compensation expense	606		70	
Acquisition fees and costs expensed	3,985		869	
Depreciation and amortization	37,827	592	2,111	21
Total expenses	95,252	5,668	14,776	107
Gain on remeasurement of equity method investment	10,945			
Remeasurement of Series E units	(438)			
Income / (loss) from continuing operations	(10,603)	(4,405)	(10,236)	(42)
Discontinued operations				
Gain on disposition of assets	904			
Income from discontinued operations	104			

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Total income from discontinued operations	1,008
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	For the Nine Months Ended September 30,		Year Ended December 31,	Period from June 23, 2011 to December 31, 2011
	2013	2012	2012	
Net income / (loss)	(9,595)	(4,405)	(10,236)	(42)
Noncontrolling interest	9,357			
Conversion of preferred units	10,456			
Net loss attributable to common shareholders	\$ (29,408)	\$ (4,405)	\$ (10,236)	\$ (42)
Weighted average shares outstanding basic and diluted	102,729,661	3,301,667	7,225,512	3,301,667
Net loss per share basic and diluted:				
Loss from continuing operations	\$ (0.30)	\$ (1.33)	\$ (1.42)	\$ (0.01)
Discontinued operations	0.01			
Net loss attributable to common shareholders per share basic and diluted	\$ (0.29)	\$ (1.33)	\$ (1.42)	\$ (0.01)

Consolidated Balance Sheets Data

	As of September 30, 2013 (unaudited) (in thousands)	As of December 31, 2012 (in thousands)	2011 (in thousands)
Single-family properties, net	\$ 3,530,122	\$ 505,713	\$ 3,495
Cash and cash equivalents	158,065	397,198	
Rent and other receivables	6,758	6,586	11
Restricted cash for resident security deposits	21,282		
Escrow deposits, prepaid expenses and other assets	23,861	11,961	17
Deferred costs and other intangibles, net	24,518		
Goodwill	120,655		
Total assets	\$ 3,885,261	\$ 921,458	\$ 3,523
Total liabilities	\$ 395,968	\$ 16,294	\$ 49
Total equity	3,489,293	905,164	3,474
Total liabilities and equity	\$ 3,885,261	\$ 921,458	\$ 3,523

Selected Other Portfolio Data

	As of September 30, 2013 (unaudited) (in thousands)	As of December 31, 2012	2011
Leased single-family properties	14,384	1,164	19

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Vacant single-family properties available for lease	2,736	623	2
Single-family properties being renovated	4,147	1,857	12
Total single-family properties owned	21,267	3,644	33

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RISK FACTORS

*An investment in our Series B Participating Preferred Shares involves a high degree of risk. Before making an investment decision, you should carefully consider the following risk factors, together with the other information contained in this prospectus. If any of the risks discussed in this prospectus occur, our business, prospects, financial condition, results of operations and our ability to make cash distributions to our shareholders could be materially and adversely affected. In that case, the trading price of our Series B Participating Preferred Shares could decline significantly, and you could lose all or part of your investment. Some statements in this prospectus, including statements in the following risk factors, constitute forward-looking statements. Please refer to the section entitled *Forward-Looking Statements*.*

Risks Related to Our Business

We are employing a new and untested business model with no proven track record, which may make our business difficult to evaluate.

Until very recently, the single-family rental business consisted primarily of private and individual investors in local markets and was managed individually or by small, local property managers. Our investment strategy involves purchasing a large number of residential properties and leasing them to suitable tenants. No peer companies exist with an established track record to enable us to predict whether our investment strategy can be implemented successfully over time. It will be difficult for you to evaluate our potential future performance without the benefit of established track records from companies implementing a similar investment strategy. We may encounter unanticipated problems implementing our investment strategy, which may adversely affect our results of operations and ability to make distributions on our Series B Participating Preferred Shares and cause our share price to decline significantly. We believe the acquisition, operation and management of multi-family residential real estate is the most comparable established model for our business, but in contrast to multi-family operations, the geographic dispersion of single-family properties (even within a local clustering) creates significantly greater operational and maintenance challenges and, potentially, significantly higher per-unit operating costs. In addition, since each home has unique features, appliances and building materials, renovations, maintenance, marketing and operational tasks will be far more varied and demanding than in a typical multi-family setting. We may be unable to operate a large portfolio of single-family rental properties in a cost-effective and profitable manner and our business plan may not succeed. We also can provide no assurance that we will be able to successfully achieve our objective of providing attractive risk-adjusted returns to our shareholders.

We are a recently organized REIT with a limited operating history, and we may not be able to successfully operate our business or generate sufficient cash flows to make or sustain distributions on our preferred and common shares.

We were organized in October 2012, and we commenced operations in November 2012 upon completion of our initial private placement. We have a limited operating history, and, through September 30, 2013, we have not generated any earnings. We may not be able to successfully operate our business or implement our operating policies and investment strategy as described in this prospectus. Furthermore, we may not be able to generate sufficient cash flows to pay our operating expenses, service any debt we may incur in the future and make distributions to our shareholders. Our ability to successfully operate our business and implement our operating policies and investment strategy depends on many factors, including:

the availability of, and our ability to identify, attractive acquisition opportunities consistent with our investment strategy;

our ability to contain renovation, maintenance, marketing and other operating costs for our properties;

our ability to maintain high occupancy rates and target rent levels;

our ability to compete with other investors entering the single-family sector;

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costs that are beyond our control, including title litigation, litigation with tenants or tenant organizations, legal compliance, real estate taxes, homeowners' association, or HOA, fees and insurance;

judicial and regulatory developments affecting landlord-tenant relations that may affect or delay our ability to dispossess or evict occupants or increase rents;

judicial and regulatory developments affecting banks' and other mortgage holders' ability to foreclose on delinquent borrowers;

reversal of population, employment or homeownership trends in target markets;

interest rate levels and volatility, such as the accessibility of short-and long-term financing on desirable terms; and

economic conditions in our target markets, including changes in employment and household earnings and expenses, as well as the condition of the financial and real estate markets and the economy generally.

In addition, we face significant competition in acquiring attractive properties on advantageous terms, and the value of the properties that we acquire may decline substantially after we purchase them.

We may not be able to effectively manage our growth, and any failure to do so may have an adverse effect on our business and operating results.

We have a limited operating history, and we plan to grow our own property portfolio and operations rapidly. From commencement of our operations in November 2012 through September 30, 2013, we have acquired 21,267 single-family properties in 22 states. Our future operating results may depend on our ability to effectively manage our rapid growth, which is dependent, in part, upon our ability to:

stabilize and manage a rapidly increasing number of properties and tenant relationships while maintaining a high level of tenant satisfaction and building and enhancing our brand;

identify and supervise an increasing number of suitable third parties on which we rely to provide certain services to our properties;

attract, integrate and retain new management and operations personnel as our organization grows in size and complexity;

continue to improve our operational and financial controls and reporting procedures and systems; and

scale our technology and other infrastructure platforms to adequately service new properties.

We cannot assure you that we will be able to achieve these results or that we may otherwise be able to manage our growth effectively. Any failure to do so may have an adverse effect on our business and operating results.

Because we have not yet identified any specific properties (other than properties held in escrow) to acquire with any net proceeds of this offering remaining after repayment of debt, you will be unable to evaluate the economic merits of our investments made with such net proceeds before making an investment decision to purchase our Series B Participating Preferred Shares.

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Because we have not yet identified any specific properties (other than properties held in escrow) to acquire with the net proceeds of this offering remaining after repayment of debt or committed any portion of the net proceeds of this offering to any specific property investment, you will be unable to evaluate the economic merits of our investments made with such proceeds before making an investment decision to purchase our Series B Participating Preferred Shares.

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We will have broad authority to invest the net proceeds of this offering in any real estate investments that we may identify in the future, and we may use those proceeds to make investments with which you may not agree. You will be unable to evaluate the economic merits of our properties before we invest in them and will be relying on our ability to select attractive investment properties. We also will have broad discretion in implementing policies regarding tenant creditworthiness, and you will not have the opportunity to evaluate potential tenants. In addition, our investment policies may be amended or revised from time to time at the discretion of our board of trustees, without a vote of our shareholders. These factors will increase the uncertainty and the risk of investing in our Series B Participating Preferred Shares.

Although we intend to use the net proceeds of this offering to acquire, renovate and rent single-family properties in our target markets (exclusive of the portion used to repay indebtedness we have incurred or expect to incur under our credit facility), including certain escrowed properties, we cannot assure you that we will be able to do so. Our failure to apply the net proceeds of this offering effectively or find suitable properties to acquire in a timely manner or on acceptable terms could result in losses or returns that are substantially below expectations.

We intend to continue to rapidly expand our scale of operations and make acquisitions even if the rental and housing markets are not as favorable as they have been in recent months, which could adversely impact anticipated yields.

Our long-term growth depends on the availability of acquisition opportunities in our target markets at attractive pricing levels. We believe various factors and market conditions have made homes available for purchase at prices that are below replacement costs. We expect that in the future housing prices will stabilize and return to more normalized levels, and therefore future acquisitions may be more costly. There are many factors that may cause a recovery in the housing market that would result in future acquisitions becoming more expensive and possibly less attractive than recent past and present opportunities, including:

improvements in the overall economy and job market;

a resumption of consumer lending activity and greater availability of consumer credit;

improvements in the pricing and terms of mortgage-backed securities;

the emergence of increased competition for single-family assets from private investors and entities with similar investment objectives to ours; and

tax or other government incentives that encourage homeownership.

We have not adopted and do not expect to adopt a policy of making future acquisitions only if they are accretive to existing yields and distributable cash. We plan to continue acquiring properties as long as we believe such properties offer an attractive total return opportunity. Accordingly, future acquisitions may have lower yield characteristics than recent past and present opportunities and if such future acquisitions are funded through equity issuances, the yield and distributable cash per share will be reduced, and the value of our Series B Participating Preferred Shares may decline.

Our future growth depends, in part, on the availability of additional debt or equity financing. If we cannot obtain additional financing on terms favorable or acceptable to us, our growth may be limited.

Part of our business strategy may involve the use of debt and equity financing to increase potential returns to our shareholders in the future. Although we do not believe we need to use leverage to execute our business strategy, our inability in the future to obtain additional financing on attractive terms, or at all, could adversely impact our ability to execute our business strategy, which could adversely affect our growth prospects and future shareholder returns. Our access to capital depends, in part, on:

general business conditions;

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financial market conditions;

the market's perception of our business prospects and growth potential;

the market price of our Class A common shares;

our current debt levels; and

our current and expected earnings, cash flow and distributions.

We cannot assure you that we will be able to obtain debt or equity financing on terms favorable or acceptable to us or at all. If we are unable to do so, we may have to curtail our investment activities, which could limit our growth prospects, and we may be forced to dispose of assets at inopportune times in order to maintain our REIT qualification. Our pace of acquisitions may also depend on the level of funds available for investment. In addition, if we are unable to obtain debt financing, we may have to rely more heavily on additional equity issuances, which may be dilutive to our shareholders, or on less efficient forms of debt financing that require a larger portion of our cash flow from operations, thereby reducing funds available for our operations, future business opportunities, cash distributions to our shareholders and other purposes.

We may also be limited in the amounts we may borrow under our credit facility with Wells Fargo. The amount that may be borrowed under our credit facility is generally based on the lower of 50% of the value of our qualifying leased and un-leased properties and certain other measures based in part on the net income generated by our qualifying leased and un-leased properties, which we refer to as the borrowing base. Because the borrowing base is determined in part by the estimated value of, and the net income generated by, our qualifying leased and un-leased properties and the quantity, value and rentability of properties in our portfolio may fluctuate from time to time, we may be limited in the amounts we are able to borrow under our credit facility.

Our revenue and expenses are not directly correlated, and because a large percentage of our costs and expenses are fixed, we may not be able to adapt our cost structure to offset declines in our revenue.

Most of the expenses associated with our business, such as acquisition costs, renovation and maintenance costs, real estate taxes, HOA fees, personal and ad valorem taxes, insurance, utilities, employee wages and benefits and other general corporate expenses, are relatively inflexible and will not necessarily decrease with a reduction in revenue from our business. Our assets also are prone to depreciation and will require a significant amount of ongoing capital expenditures. Our expenses and ongoing capital expenditures also will be affected by inflationary increases, and certain of our cost increases may exceed the rate of inflation in any given period. By contrast, our rental income is affected by many factors beyond our control such as the availability of alternative rental housing and economic conditions in our target markets. In addition, state and local regulations may require us to maintain properties that we own, even if the cost of maintenance is greater than the value of the property or any potential benefit from renting the property. As a result, we may not be able to fully offset rising costs and capital spending by higher rental rates, which could have a material adverse effect on our results of operations and cash available for distribution.

Our success depends, in part, upon our ability to hire and retain highly skilled managerial, investment, financial and operational personnel, and the past performance of our senior management may not be indicative of future results.

The implementation of our business plan may require that we employ additional qualified personnel. Competition for highly skilled managerial, investment, financial and operational personnel is intense. As additional, large real estate investors have entered the single-family rental business, we have faced increased challenges in hiring and retaining personnel, and we cannot assure our shareholders that we will be successful in attracting and retaining such skilled personnel. If we are unable to hire and retain qualified personnel as required, our growth and operating results could be adversely affected.

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You should not rely upon the past performance of our senior management, as their past performance at Public Storage, which was in the self-storage business, or their other prior professional endeavors may not be indicative of our future results. Other than their experience with our company and AH LLC, which was organized in June 2011, our executive team has no experience in the business of acquiring and renting single-family residences.

We are dependent on our executive officers and dedicated personnel, and the departure of any of our key personnel could materially and adversely affect us.

We rely on a small number of persons to carry out our business and investment strategies. Any of our senior management may cease to provide services to us at any time. The loss of the services of any of our key management personnel, or our inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results. As we expand, we will continue to need to attract and retain qualified additional senior management but may not be able to do so on acceptable terms or at all.

Our investments are and will continue to be concentrated in our target markets and in the single-family properties sector of the real estate industry, which exposes us to downturns in our target markets or in the single-family properties sector.

Our investments in real estate assets are and will continue to be concentrated in target markets and in the single-family properties sector of the real estate industry. A downturn or slowdown in the rental demand for single-family housing caused by adverse economic, regulatory or environmental conditions, or other events, in our target markets may have a greater impact on the value of our properties or our operating results than if we had more fully diversified our investments. While we have limited experience in this sector, we believe that there may be some seasonal fluctuations in rental demand with demand higher in the spring and summer than in the fall and winter. Such seasonal fluctuations may impact our operating results.

In addition to general, regional, national and international economic conditions, our operating performance will be impacted by the economic conditions in our target markets. We acquire, renovate and rent single-family properties in our target markets, which currently include MSAs within 22 states. As of September 30, 2013, approximately 57% of our properties were concentrated in only five states Texas, Florida, North Carolina, Indiana and Ohio. We base a substantial part of our business plan on our belief that property values and operating fundamentals for single-family properties in these markets will improve significantly over the next several years. However, each of these markets experienced substantial economic downturns in recent years and could experience similar or worse economic downturns in the future. We can provide no assurance as to the extent property values and operating fundamentals in these markets will improve, if at all. If the recent economic downturn in these markets persists or if we fail to accurately predict the timing of economic improvement in these markets, the value of our properties could decline and our ability to execute our business plan may be adversely affected, which could adversely affect our financial condition, operating results and ability to make distributions to our shareholders and cause the value of your investment to decline.

We rely on local, third-party providers for services that may become limited or unavailable and may harm our brand and reputation and operation results.

We rely on local, third-party vendors and service providers, including third-party house improvement professionals, leasing agents and property management companies in situations when it is cost-effective to do so or our internal staff is unable to perform these functions. We do not have exclusive or long-term contractual relationships with any of these third-party providers, and we can provide no assurance that we will have uninterrupted or unlimited access to their services. Furthermore, selecting, managing and supervising these third-party providers require significant management resources and expertise. If we do not select, manage and supervise appropriate third parties for these services, our brand and reputation and operating results may suffer. Moreover, we may not successfully detect and prevent fraud, incompetence or theft by our third-party providers,

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which could subject us to material liability or responsibility for damages, fines and/or penalties associated with such fraud, incompetence or theft.

In addition, any removal or termination of third-party providers would require us to seek new vendors or providers, which would create delays and adversely affect our operations. If we do not select appropriate third-party providers, or if the third-party providers we do select fail to deliver quality services, our brand and reputation, operating results and cash flows from our properties may be adversely affected, including entities in which we and our affiliates have an interest.

AH LLC may not be able to effectively control the timing and costs relating to the renovation of properties, which may adversely affect our operating results and our ability to make distributions on our preferred and common shares.

Nearly all of our properties require some level of renovation immediately upon their acquisition or in the future following expiration of a lease or otherwise. We may acquire properties that we plan to extensively renovate. We also may acquire properties that we expect to be in good condition only to discover unforeseen defects and problems that require extensive renovation and capital expenditures. To the extent properties are leased to existing tenants, renovations may be postponed until the tenant vacates the premises, and we will pay the costs of renovating. In addition, in order to reposition properties in the rental market, we will be required to make ongoing capital improvements and replacements and may need to perform significant renovations and repairs from time to time that tenant deposits and insurance may not cover.

Our properties have infrastructure and appliances of varying ages and conditions. Consequently, AH LLC routinely retains independent contractors and trade professionals to perform physical repair work, and we are exposed to all of the risks inherent in property renovation, including potential cost overruns, increases in labor and materials costs, delays by contractors in completing work, delays in the timing of receiving necessary work permits, certificates of occupancy and poor workmanship. If our assumptions regarding the costs or timing of renovation across our properties prove to be materially inaccurate, our operating results and ability to make distributions to our shareholders may be adversely affected.

We face significant competition for acquisitions of our target properties, which may limit our strategic opportunities and increase the cost to acquire those properties.

We face significant competition for attractive acquisition opportunities in our target markets from other large real estate investors, some of which have greater financial resources and a lower cost of capital than we do. Several REITs and other funds have recently deployed, and others are expected to deploy in the near future, significant amounts of capital to purchase single-family homes and may have investment objectives that overlap and compete with ours, including in our target markets. This activity has adversely impacted our level of purchases in certain of our target markets. If our business model or a similar model proves to be successful, we can expect competition to intensify significantly. As a result, the purchase price of potential acquisition properties may be significantly elevated, or we may be unable to acquire properties on desirable terms or at all.

We face significant competition in the leasing market for quality tenants, which may limit our ability to rent our single-family homes on favorable terms or at all.

We face competition for tenants from other lessors of single-family properties, apartment buildings and condominium units, and the continuing development of apartment buildings and condominium units in many of our target markets increases the supply of housing and exacerbates competition for tenants. Many of these competitors may successfully attract tenants with better incentives and amenities, which could adversely affect our ability to obtain quality tenants and lease our single-family properties on favorable terms or at all. Additionally, some competing housing options may qualify for government subsidies that may make such options more affordable and therefore more attractive than our properties. At September 30, 2013, we owned 21,267 single-family properties, 14,384, or 67.6%, of which were leased. Our operating results and ability to

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make distributions to our shareholders would be adversely affected if we are not able to lease our properties on favorable terms or at all.

The large supply of single-family homes becoming available for purchase as a result of the heavy volume of foreclosures, combined with historically low residential mortgage rates, may cause some potential renters to seek to purchase residences rather than lease them and, as a result, cause a decline in the number and quality of potential tenants.

The large supply of foreclosed homes, along with low residential mortgage interest rates currently available and government sponsored programs to promote home ownership, has made home ownership more affordable and more accessible for potential renters who have strong credit. These factors may encourage potential renters to purchase residences rather than lease them, thereby causing a decline in the number and quality of potential tenants available to us.

Our evaluation of properties involves a number of assumptions that may prove inaccurate, which could result in us paying too much for properties we acquire or overvaluing our properties or our properties failing to perform as we expect.

In determining whether a particular property meets our investment criteria, we make a number of assumptions, including assumptions related to estimated time of possession and estimated renovation costs and time frames, annual operating costs, market rental rates and potential rent amounts, time from purchase to leasing and tenant default rates. These assumptions may prove inaccurate. As a result, we may pay too much for properties we acquire or overvalue our properties, or our properties may fail to perform as we expect. Adjustments to the assumptions we make in evaluating potential purchases may result in fewer properties qualifying under our investment criteria, including assumptions related to our ability to lease properties we have purchased. Reductions in the supply of properties that meet our investment criteria may adversely affect our ability to implement our investment strategy and operating results.

Furthermore, the properties that we acquire vary materially in terms of time to possession, renovation, quality and type of construction, location and hazards. Our success depends on our ability to acquire properties that can be quickly possessed, renovated, repaired, upgraded and rented with minimal expense and maintained in rentable condition. AH LLC's ability to identify and acquire such properties is fundamental to our success. In addition, the recent market and regulatory environments relating to single-family residential properties have been changing rapidly, making future trends difficult to forecast. For example, an increasing number of homeowners now wait for an eviction notice or eviction proceedings to commence before vacating foreclosed premises, which significantly increases the time period between the acquisition and leasing of a property. Such changes affect the accuracy of our assumptions and, in turn, may adversely affect our operating results.

Purchasing single-family properties through the foreclosure auction process will subject us to significant risks that could adversely affect our operating results, cash flows and ability to make distributions on our preferred and common shares.

Our business plan involves acquiring single-family properties through the foreclosure auction process simultaneously in a number of markets, which involves monthly foreclosure auctions on the same day of the month in certain markets. As a result, we are only able to visually inspect properties from the street and must purchase these properties without a contingency period and in "as is" condition with the risk that unknown defects in the property may exist. We also may encounter unexpected legal challenges and expenses in the foreclosure process. Upon acquiring a new property, we may have to evict residents who are in unlawful possession before we can secure possession and control of the property. The holdover occupants may be the former owners or tenants of a property, or they may be squatters or others who are illegally in possession. Securing control and possession from these occupants can be both costly and time-consuming.

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Further, when acquiring properties on an as is basis, title commitments are often not available prior to purchase, and title reports or title information may not reflect all senior liens, which may increase the possibility of acquiring houses outside predetermined acquisition and price parameters, purchasing residences with title defects and deed restrictions, HOA restrictions on leasing or underwriting or purchasing the wrong residence. The policies, procedures and practices we implement to assess the state of title and leasing restrictions prior to purchase may not be effective, which could lead to a material if not complete loss on our investment in such properties. For properties we acquire through the foreclosure auction process, we do not obtain title commitments prior to purchase, and we are not able to perform the type of title review that is customary in acquisitions of real property. As a result, our knowledge of potential title issues will be limited, and no title insurance protection will be in place. This lack of title knowledge and insurance protection may result in third parties having claims against our title to such properties that may materially and adversely affect the values of the properties or call into question the validity of our title to such properties. Without title insurance, we are fully exposed to, and would have to defend ourselves against, such claims. Further, if any such claims are superior to our title to the property we acquired, we risk loss of the property purchased. Any of these risks could adversely affect our operating results, cash flows and ability to make distributions to our shareholders.

Claims of deficiencies in the foreclosure process may result in rescission of our purchases at auction or reduce the supply of foreclosed properties available to us.

Allegations of deficiencies in foreclosure practices could result in claims challenging the validity of some foreclosures that have occurred to date, potentially placing our claim of ownership to the properties at risk. Since we do not have title insurance policies for properties we acquire through the foreclosure auction process, such instances or such proceedings may result in a complete loss without compensation.

Each state has its own laws governing the procedures to foreclose on mortgages and deeds of trust, and state laws generally require strict compliance with these laws in both judicial and non-judicial foreclosures. Recently, courts and administrative agencies have been more actively involved in enforcing state laws governing foreclosures, and in some circumstances have imposed new rules and requirements regarding foreclosures. Some courts have delayed or prohibited foreclosures based on alleged failures to comply with proper transfers of title, notice, identification of parties in interest, documentation and other legal requirements. Further, foreclosed owners and their representatives, including some prominent and well-financed legal firms, have brought litigation questioning the validity and finality of foreclosures that have already occurred. These developments may slow or reduce the supply of foreclosed houses available to us for purchase and may call into question the validity of our title to houses acquired at foreclosure, or result in rescission rights or other borrower remedies, which could result in a loss of a property purchased by us, an increase in litigation costs incurred with respect to properties obtained through foreclosure, or delays in stabilizing and leasing such properties promptly after acquisition.

Properties acquired through bulk sales may subject us to the risk of acquiring properties that do not fit our target investment criteria and may be costly or time consuming to divest, which may adversely affect our operating results.

We have acquired and expect to continue to acquire properties purchased as portfolios in bulk from other owners of single-family homes. To the extent the management and leasing of such properties has not been consistent with our property management and leasing standards, we may be subject to a variety of risks, including risks relating to the condition of the properties, the credit quality and employment stability of the tenants and compliance with applicable laws, among others. In addition, financial and other information provided to us regarding such portfolios during our due diligence may be inaccurate, and we may not discover such inaccuracies until it is too late to seek remedies against such sellers. To the extent we timely pursue such remedies, we may not be able to successfully prevail against the seller in an action seeking damages for such inaccuracies. If we conclude that certain properties purchased in bulk portfolios do not fit our target investment

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criteria, we may decide to sell, rather than renovate and rent, these properties, which could take an extended period of time and may not result in a sale at an attractive price.

Single-family properties that are being sold through short sales or foreclosure sales are subject to risks of theft, mold, infestation, vandalism, deterioration or other damage that could require extensive renovation prior to renting and adversely impact operating results.

When a single-family property is put into foreclosure due to a default by the homeowner on its mortgage obligations or the value of the property is substantially below the outstanding principal balance on the mortgage and the homeowner decides to seek a short sale, the homeowner may abandon the property or cease to maintain the property as rigorously as the homeowner normally would. Neglected and vacant properties are subject to increased risks of theft, mold, infestation, vandalism, general deterioration and other maintenance problems that may persist without appropriate attention and remediation. If we begin to purchase a large volume of properties in bulk sales and are not able to inspect them immediately before closing on the purchase, we may purchase properties that may be subject to these problems, which may result in maintenance and renovation costs and time frames that far exceed our estimates. These circumstances could substantially impair our ability to quickly renovate and lease such properties in a cost efficient manner or at all, which would adversely impact our operating results.

If occupancy levels and rental rates in our target markets do not increase sufficiently to keep pace with rising costs of operations, our rental income and distributable cash will decline.

The success of our business model depends, in part, on conditions in the single-family rental market in our target markets. Our asset acquisitions are premised on assumptions about occupancy levels and rental rates, and if those assumptions prove to be inaccurate, our cash flows and profitability will be reduced. Occupancy levels and rental rates have benefited in recent periods from macro trends affecting the U.S. economy and residential real estate markets in particular, including:

a tightening of credit that has made it more difficult to finance a home purchase, combined with efforts by consumers generally to reduce their exposure to credit;

weak economic and employment conditions that have increased foreclosure rates and made it more difficult for families to remain in their homes that were purchased prior to the housing market downturn;

declining real estate values that have challenged the traditional notion that homeownership is a stable investment; and

the unprecedented level of vacant housing comprising the real estate owned, or REO, inventory held for sale by banks, government-sponsored entities and other mortgage lenders or guarantors.

We do not expect these favorable trends in the residential rental market to continue indefinitely. Eventually, a strengthening of the U.S. economy and job growth, coupled with government programs designed to keep home owners in their homes and/or other factors may contribute to a stabilization or reversal of the current trend that favors renting rather than homeownership. In addition, we expect that as investors like us increasingly seek to capitalize on opportunities to purchase housing assets at below replacement costs and convert them to productive uses, the supply of single-family rental properties will decrease and the competition for tenants may intensify. A softening of the rental market in our target areas would reduce our rental income and profitability.

Eminent domain could lead to material losses on our investments in our properties.

Governmental authorities may exercise eminent domain to acquire land on which our properties are built in order to build roads and other infrastructure. Any such exercise of eminent domain would allow us to recover only the fair value of the affected properties. Our investment strategy is premised on the concept that this fair

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value will be substantially less than the real value of the property for a number of years, and we could effectively have no profit potential from properties acquired by the government through eminent domain. Several cities also are exploring proposals to use eminent domain to acquire mortgages to assist homeowners to remain in their homes, potentially reducing the supply of single-family properties in our target markets.

We depend on our tenants and their willingness to renew their leases for substantially all of our revenues. Poor tenant selection and defaults and nonrenewals by our tenants may adversely affect our reputation, financial performance and ability to make distributions on our preferred and common shares.

We depend on tenants for substantially all of our revenues. As a result, our success depends in large part upon our ability to attract and retain qualified tenants for our properties. Our reputation, financial performance and ability to make distributions to our shareholders would be adversely affected if a significant number of our tenants fail to meet their lease obligations or fail to renew their leases. For example, tenants may default on rent payments, make unreasonable and repeated demands for service or improvements, make unsupported or unjustified complaints to regulatory or political authorities, use our properties for illegal purposes, damage or make unauthorized structural changes to our properties that are not covered by security deposits, refuse to leave the property upon termination of the lease, engage in domestic violence or similar disturbances, disturb nearby residents with noise, trash, odors or eyesores, fail to comply with HOA regulations, sublet to less desirable individuals in violation of our lease or permit unauthorized persons to live with them. Damage to our properties may delay re-leasing after eviction, necessitate expensive repairs or impair the rental income or value of the property resulting in a lower than expected rate of return. Widespread unemployment and other adverse changes in the economic conditions in our target markets could result in substantial tenant defaults. In the event of a tenant default or bankruptcy, we may experience delays in enforcing our rights as landlord at that property and will incur costs in protecting our investment and re-leasing the property.

Short-term leases of residential property may expose us to the effects of declining market rents, which may adversely affect our operating results and our ability to make distributions on our preferred and common shares.

Substantially all of our leases are of a duration of less than two years and will be one year in the majority of cases. As these leases permit tenants to leave at the end of the lease term without penalty, we anticipate our rental revenues may be affected by declines in market rents more quickly than if our leases were for longer terms. Short-term leases may result in high turnover, which involves costs such as restoring the properties, marketing costs and lower occupancy levels. Because we have a limited track record, we cannot accurately predict our turnover rate or the associated costs we will incur. Moreover, we cannot assure you that our leases will be renewed on equal or better terms or at all. If our tenants do not renew their leases or the rental rates for our properties decrease, our operating results and ability to make distributions to our shareholders could be adversely affected.

Declining real estate values and impairment charges could adversely affect our financial condition and operating results.

We intend to review the carrying value of our properties when circumstances, such as adverse market conditions, indicate potential impairment may exist. If our evaluation indicates that we may be unable to recover the carrying value of a material portion of our real estate investments, an impairment charge will be recorded to the extent that the carrying value exceeds the estimated fair value of the properties. These losses would directly impact our financial condition and operating results. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. A declining real estate market may cause us to reevaluate the assumptions used in our impairment analysis. Impairment charges would adversely affect our financial condition and operating results.

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Our financial results in the period or periods immediately following completion of this offering may not be reflective of our earning potential and may cause our Series B Participating Preferred Share price to decline.

Our financial results in the fiscal periods immediately following completion of this offering may not be representative of our future potential. Prior to the full deployment of the net proceeds from this offering, we may invest the undeployed net proceeds in interest-bearing, short-term, investment-grade securities or money market accounts that are consistent with our intention to qualify as a REIT. We expect that these initial investments will provide a lower net return than we expect to receive from the investments described in this prospectus. In addition, because we expect to experience additional growth following this offering, we will have a greater percentage of our portfolio invested in assets in the process of stabilization than we would expect to have as a more mature operation. It will take time and significant cash resources to restore, reposition and lease these properties in the process of stabilization. As a result, newly acquired properties that are not leased at the time of acquisition will not begin generating revenue for some period of time following this offering and will reduce our overall financial performance.

Our net income and FFO may decrease in the near term as a result of the Management Internalization.

Our net income and funds from operations, or FFO, may decrease as a result of the Management Internalization. Now that we are self-managed, our expenses include the compensation and benefits of our officers, dedicated personnel and consultants, as well as overhead previously paid by AH LLC and its affiliates. Furthermore, these dedicated personnel provide us services that were provided by AH LLC and its affiliates. We can provide no assurance that we will be able to continue to provide those services at the same level or for the same costs as provided by subsidiaries of AH LLC under the advisory management agreement and the property management agreement, and there may be unforeseen costs, expenses and difficulties associated with continuing to provide those services on a self-managed basis. If the expenses we assumed as a result of the Management Internalization are higher than any corresponding increase in revenues or decrease in other expenses, our net income and FFO may be lower as a result of the Management Internalization than they otherwise would have been.

We are self-insured against many potential losses, and uninsured or underinsured losses relating to properties may adversely affect our financial condition, operating results, cash flows and ability to make distributions on our preferred and common shares.

We will attempt to ensure that all of the properties we acquire are adequately insured to cover casualty losses. However, many of the policies covering casualty losses may be subject to substantial deductibles and carveouts, and we will be self-insured up to the amount of the deductibles and carveouts. Since some claims against us will not exceed the deductibles under our insurance policies, we will be effectively self-insured for some claims. There are also some losses, including losses from floods, fires, earthquakes, acts of war, acts of terrorism or riots, that may not always be insured against or that are not generally fully insured against because it is not deemed economically feasible or prudent to do so. In addition, changes in the cost or availability of insurance could expose us to uninsured casualty losses.

In the event that any of the properties we acquire incur a casualty loss that is not fully covered by insurance, the value of our assets will be reduced by the amount of any such uninsured loss, and we could experience a significant loss of capital invested and potential revenues in these properties and could potentially remain obligated under any recourse debt associated with the property. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep us from using insurance proceeds to replace or renovate a property after it has been damaged or destroyed. Under those circumstances, the insurance proceeds we receive might be inadequate to restore our economic position on the damaged or destroyed property. Any such losses could adversely affect our financial condition, operating results, cash flows and ability to make distributions on our preferred and common shares. In addition, we may have no source of funding to repair or reconstruct the damaged property, and we cannot assure you that any such sources of funding will be available to us for such purposes in the future.

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Contingent or unknown liabilities could adversely affect our financial condition, cash flows and operating results.

We may acquire properties that are subject to contingent or unknown liabilities, including liabilities for or with respect to liens attached to properties, unpaid real estate tax, utilities or HOA charges for which a subsequent owner remains liable, clean-up or remediation of environmental conditions or code violations, claims of customers, vendors or other persons dealing with the acquired entities and tax liabilities, among other things. Purchases of single-family properties acquired at auction, in short sales, from lenders or in bulk purchases typically involve few or no representations or warranties with respect to the properties. In each case, our acquisition may be without any, or with only limited, recourse against the sellers with respect to unknown liabilities or conditions. As a result, if any such liability were to arise relating to our properties, or if any adverse condition exists with respect to our properties that is in excess of our insurance coverage, we might have to pay substantial amounts to settle or cure it, which could adversely affect our financial condition, cash flows and operating results.

In addition, the properties we acquire may be subject to covenants, conditions or restrictions that restrict the use or ownership of such properties, including prohibitions on leasing or requirements to obtain the approval of HOAs prior to leasing. We may not discover such restrictions during the acquisition process, and such restrictions may adversely affect our ability to utilize such properties as we intend.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

In the ordinary course of our business we acquire and store sensitive data, including intellectual property, our proprietary business information and personally identifiable information of our prospective and current tenants, our employees and third-party service providers in our branch offices and on our networks and website. The secure processing and maintenance of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disruption to our operations and the services we provide to customers or damage our reputation, which could adversely affect our results of operations and competitive position.

A significant number of our properties are part of HOAs, and we and our tenants are subject to the rules and regulations of such HOAs, which may be arbitrary or restrictive, and violations of such rules may subject us to additional fees and penalties and litigation with such HOAs that would be costly.

A significant number of our properties are part of HOAs, which are private entities that regulate the activities of and levy assessments on properties in a residential subdivision. HOAs in which we own properties may have or enact onerous or arbitrary rules that restrict our ability to renovate, market or lease our properties or require us to renovate or maintain such properties at standards or costs that are in excess of our planned operating budgets. Such rules may include requirements for landscaping, limitations on signage promoting a property for lease or sale, or the use of specific construction materials in renovations. Some HOAs also impose limits on the number of property owners who may rent their homes, which if met or exceeded, would cause us to incur additional costs to resell the property and opportunity costs of lost rental income. Furthermore, many HOAs impose restrictions on the conduct of occupants of homes and the use of common areas and we may have tenants who violate HOA rules and for which we may be liable as the property owner. Additionally, the boards of directors of the HOAs in which we own property may not make important disclosures about the properties or may block our access to HOA records, initiate litigation, restrict our ability to sell our properties, impose assessments or arbitrarily change the HOA rules. We may be unaware of or unable to review or comply with

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HOA rules before purchasing the property and any such excessively restrictive or arbitrary regulations may cause us to sell such property at a loss, prevent us from renting such property or otherwise reduce our cash flow from such property, which would have an adverse effect on our returns on these properties.

Joint venture investments that we make may limit our ability to invest in certain markets and could be adversely affected by our lack of sole decision-making authority, our reliance on joint venture partners financial condition and disputes between us and our joint venture partners.

We may co-invest in the future with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. In such event, we may be subject to restrictions that prohibit us from making investments in certain markets until all of the funds in such partnership, joint venture or other entity are invested or committed, and we would not be in a position to exercise sole decision-making authority regarding the property, partnership, joint venture or other entity which could, among other things, impact our ability to satisfy the REIT requirements. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions. Joint venture partners may have economic or other business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments also may have the potential risk of impasses on decisions, such as a sale, because neither we nor the partners would have full control over the partnership or joint venture. Disputes between us and our partners may result in litigation or arbitration that would increase our expenses and prevent our officers and/or trustees from focusing their time and effort on our business. Consequently, actions by, or disputes with, partners might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers.

We anticipate involvement in a variety of litigation.

We anticipate involvement in a range of legal actions in the ordinary course of business. These actions may include eviction proceedings and other landlord-tenant disputes, challenges to title and ownership rights (including actions brought by prior owners alleging wrongful foreclosure by their lender or servicer), and issues with local housing officials arising from the condition or maintenance of the property. These actions can be time consuming and expensive. While we intend to vigorously defend any non-meritorious action or challenge, we cannot assure you that we will not be subject to expenses and losses that may adversely affect our operating results.

We may be adversely affected by lawsuits alleging trademark infringement as such lawsuits could materially harm our brand name, reputation and results of operations.

Several other companies in the United States, including companies in the real estate industry, may use words, phrases or logos similar to those we develop as part of our brand. As a result, we may face potential claims that the use of our brand infringes on their existing trademarks. For example, on or about November 1, 2012, we received notice of a claim that our American Homes 4 Rent brand name may infringe on an existing trademark of a participant in the real estate rental services and rental property management industries. While we intend to vigorously defend against this claim, the defense of any trademark infringement claim can be both costly and disruptive of the time and resources of our management, even if the claim against us is without merit. If we are unable to successfully defend against such a claim, we may be required to pay substantial damages or settlement costs to resolve the claim. In addition, we may be required to re-brand or incur substantial marketing costs to revise our brand to avoid future disputes. Any such trademark infringement claims and potential remedial measures could materially harm our brand name, reputation and results of operations.

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Complying with REIT requirements may limit our ability to hedge risk effectively.

The REIT provisions of the Code may limit our ability to hedge the risks inherent to our operations. As mentioned below, from time to time, we may enter into hedging transactions with respect to one or more of our assets or liabilities. Any income or gain derived by us from transactions that hedge certain risks, such as the risk of changes in interest rates, will not be treated as gross income for purposes of either the 75% or the 95% gross income test, as defined below in Material U.S. Federal Income Tax Considerations, unless specific requirements are met. Such requirements include that the hedging transaction be properly identified within prescribed time periods and that the transaction either (i) hedges risks associated with indebtedness issued by us that is incurred to acquire or carry real estate assets or (ii) manages the risks of currency fluctuations with respect to income or gain that qualifies under the 75% or 95% gross income test (or assets that generate such income). To the extent that we do not properly identify such transactions as hedges, hedge other types of indebtedness or enter into hedges with respect to our assets, the income from those transactions is not likely to be treated as qualifying income for purposes of the 75% and 95% gross income tests. As a result of these rules, we may have to limit the use of hedging techniques that might otherwise be advantageous, which could result in greater risks associated with interest rate or other changes than we would otherwise incur.

Our board of trustees has approved a very broad investment policy, subject to management oversight, and does not review or approve each acquisition decision made by AH LLC.

AH LLC is authorized to follow a very broad investment policy established by our board of trustees and subject to oversight by our management. Our board of trustees periodically reviews and updates the investment policy and also reviews our portfolio of residential real estate, but it does not review or approve AH LLC's specific property acquisitions. In addition, in conducting periodic reviews, our board of trustees may rely primarily on information provided to them by AH LLC and our management. Furthermore, acquisitions may be costly, difficult or impossible to unwind by the time they are reviewed by our board of trustees. AH LLC has great latitude within the broad parameters of the investment policy set by our board of trustees in determining our acquisition strategies, which could result in net returns that are substantially below expectations or that result in material losses, which would adversely affect our business and operating results, or may otherwise not be in the best interests of our shareholders.

As a result of becoming a public company, we will be required to complete an analysis of our internal controls over financial reporting. If we are unable to do so in a timely manner, or if our internal controls are determined to be ineffective, investor confidence in our company may be adversely affected and, as a result, the value of our Series B Participating Preferred Shares may decline.

We will be required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal controls over financial reporting for the first fiscal year beginning after the completion of our initial public offering. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting, as well as a statement that our independent registered public accounting firm has issued an opinion on our internal control over financial reporting.

We are in the very early stages of the costly and challenging process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404. We may not be able to complete our evaluation, testing and any required remediation in a timely fashion. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective.

If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal controls, investors could lose confidence in the accuracy and completeness of our financial reports, which could cause the

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price of our Series B Participating Preferred Shares to decline, and we may become subject to investigation or sanctions by the Securities and Exchange Commission, or SEC. We will be required to disclose changes made in our internal control and procedures on a quarterly basis. However, our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 until the later of the year following our first annual report required to be filed with the SEC or the date we are no longer an emerging growth company, as defined in the JOBS Act if we take advantage of the exemptions contained in the JOBS Act. We will remain an emerging growth company for up to five years, although we could lose that status if our revenues exceed \$1 billion, if we issue more than \$1 billion in non-convertible debt in a three-year period or if the market value of our Class A common shares that are held by non-affiliates exceeds \$700 million as of any June 30 before that time, we would cease to be an emerging growth company as of the following December 31. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our controls are documented, designed or operating. Our remediation efforts may not enable us to avoid a material weakness in the future. In addition, to comply with the requirements of being a public company, we may need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff.

Future debt service obligations could adversely affect our operating results, may require us to sell properties and could adversely affect our ability to make distributions on our preferred and common shares.

Our financing strategy contemplates the use of secured or unsecured debt to finance long-term growth. While we intend to limit the sum of the outstanding principal amount of our consolidated indebtedness to up to 50% of our total assets, our governing documents contain no limitations on the amount of debt that we may incur, and our board of trustees may change our financing strategy at any time without shareholder approval. As a result, we may be able to incur substantial additional debt in the future.

Incurring debt could subject us to many risks, including the risks that:

our cash flows from operations will be insufficient to make required payments of principal and interest;

our debt may increase our vulnerability to adverse economic and industry conditions;

we may be required to dedicate a substantial portion of our cash flows from operations to payments on our debt, thereby reducing cash available for distribution to our shareholders, funds available for operations and capital expenditures, future business opportunities or other purposes;

we violate restrictive covenants in the documents that govern our indebtedness, which would entitle our lenders to accelerate our debt obligations;

refinancing of the debt may not be available on favorable terms or at all; and

the use of leverage could adversely affect our ability to make distributions to our shareholders and the market price of our Series B Participating Preferred Shares.

If we incur debt in the future and do not have sufficient funds to repay our debt at maturity, it may be necessary to refinance the debt through additional debt or equity financings. If, at the time of any refinancing, prevailing interest rates or other factors result in higher interest rates on refinancings, increases in interest expense could adversely affect our operating results and cash flows and, consequently, cash available for distribution to our shareholders. If we are unable to refinance our debt on acceptable terms, we may be forced to dispose of substantial numbers of properties on disadvantageous terms, potentially resulting in losses. To the extent we cannot meet any future debt service obligations, we will risk losing some or all of our properties that may be pledged to secure our obligations to foreclosure. Any unsecured debt agreements we enter into may contain specific cross-default provisions with respect to specified other indebtedness, giving the unsecured lenders the right to declare a default if we are in default under other loans in some circumstances. Defaults under our debt agreements could materially and adversely affect our financial condition and results of operations.

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Our credit facility contains financial and operating covenants that could restrict our business and investment activities. Failure to satisfy these covenants could result in a default under our credit facility that could accelerate the maturity of our debt obligations, which would have a material adverse effect on our business, liquidity, results of operations and financial condition and our ability to make distributions on our preferred and common shares.

Our credit facility contains financial and operating covenants, such as debt ratios, minimum liquidity and adjusted tangible net worth tests and other limitations that may restrict our ability to make distributions or other payments to our shareholders and may restrict our investment activities. Among others, our credit facility requires that we maintain financial covenants relating to the following matters: (i) cash, cash equivalents and borrowing capacity under any credit facilities in an aggregate amount of at least \$15,000,000, of which at least \$7,500,000 must be in cash and cash equivalents; (ii) a maximum leverage ratio of 1.0 to 1.0; and (iii) adjusted tangible net worth of not less than 85% of our adjusted tangible net worth as of September 30, 2013, plus 85% of the net proceeds of any additional equity capital raises completed on or after September 30, 2013. These covenants may restrict our ability to engage in transactions that we believe would otherwise be in the best interests of our shareholders. Further, such restrictions could make it difficult for us to satisfy the requirements necessary to maintain our qualification as a REIT for U.S. federal income tax purposes. Failure to meet our financial covenants could result from, among other things, changes in our results of operations, the incurrence of additional debt, substantial impairments in the value of our properties or changes in general economic conditions. If we violate covenants in our credit facility or future agreements, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on attractive terms, or at all.

Our credit facility permits us to incur significant indebtedness, which could require that we generate significant cash flow to satisfy the payment and other obligations under our credit facility.

We may incur significant indebtedness in connection with draws under our credit facility. This indebtedness may exceed our cash on hand and/or our cash flows from operating activities. Our ability to meet the payment and other obligations under our credit facility depends on our ability to generate sufficient cash flow in the future. Our ability to generate cash flow, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors, as well as other factors that are beyond our control. It is possible that our business will not generate cash flow from operations, or that future borrowings will be available to us, in amounts sufficient to enable us to meet our payment obligations under our credit facility. If we are not able to generate sufficient cash flow to service our credit facility and other debt obligations, as well as satisfy the REIT distribution requirement, we may need to refinance or restructure our debt, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under our credit facility, which could materially and adversely affect our liquidity.

Disruptions in the financial markets may materially and adversely affect our ability to secure additional financing.

The credit markets continue to experience significant price volatility, dislocations and liquidity disruptions, the concern of which has led many lenders and institutional investors to reduce, and in some cases cease, to provide credit to businesses and has caused spreads on prospective debt financings to widen considerably. Continued uncertainty in these markets may affect our ability to obtain additional debt financing at all or on terms favorable or acceptable to us. These events also may make it more difficult or costly for us to raise capital through the issuance of our equity securities. Our inability to secure additional financing may impede our ability acquire new properties. Disruptions in the financial markets could have a material adverse effect on us, including our business, results of operations and our financial condition.

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Interest expense on our debt may limit our cash available to fund our growth strategies and shareholder distributions.

Higher interest rates could increase debt service requirements on floating rate debt, to the extent we have any, and could reduce funds available for operations, distributions to our shareholders, future business opportunities or other purposes. If we need to repay existing debt during periods of rising interest rates, we could be required to liquidate one or more of our investments in properties at times which may not permit realization of the maximum return on such investments and could result in significant losses.

Failure to hedge effectively against interest rate changes may adversely affect our results of operations and our ability to make shareholder distributions.

Subject to complying with the requirements for REIT qualification, we may obtain in the future one or more forms of interest rate protection in the form of swap agreements, interest rate cap contracts or similar agreements to hedge against the possible negative effects of interest rate fluctuations. However, we cannot assure you that any hedging will adequately relieve the adverse effects of interest rate increases or that counterparties under these agreements will honor their obligations thereunder. In addition, we may be subject to risks of default by hedging counterparties. Adverse economic conditions could also cause the terms on which we borrow to be unfavorable. We could be required to liquidate one or more of our investments at times which may not permit us to receive an attractive return on our investments in order to meet our debt service obligations.

Risks Related to the Real Estate Industry

Our performance and the value of our properties are subject to general economic conditions and risks associated with our real estate assets.

If the properties we acquire do not generate income sufficient to meet operating expenses, including debt service and capital expenditures, our ability to make distributions to our shareholders could be adversely affected. There are significant expenditures associated with an investment in real estate (such as debt service, real estate taxes, insurance and maintenance costs) that generally do not decline when circumstances reduce the income from the property. Income from and the value of the properties we acquire may be adversely affected by the following factors:

downturns in international, national, regional and local economic conditions (particularly increases in unemployment);

the attractiveness of the properties we acquire to potential tenants and competition from other properties;

increases in the supply of or decreases in the demand for similar or competing properties in our target markets;

bankruptcies, financial difficulties or lease defaults by our tenants;

changes in interest rates, availability and terms of debt financing;

changes in operating costs and expenses and our ability to control rents;

changes in, or increased costs of compliance with, governmental laws, rules, regulations and fiscal policies, including changes in tax, real estate, environmental and zoning laws, and our potential liability thereunder;

our ability to provide adequate maintenance;

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changes in the cost or availability of insurance, including coverage for mold or asbestos;

environmental conditions or retained liabilities for such conditions;

tenant turnover;

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the illiquidity of real estate investments generally;

residents' perceptions of the safety, convenience and attractiveness of our properties and the neighborhoods where they are acquired;

the ongoing need for capital improvements, particularly in older properties;

the ability or unwillingness of residents to pay rent increases;

civil unrest, acts of God, including earthquakes, floods and other natural disasters, which may result in uninsured losses, and acts of war or terrorism;

rent control or rent stabilization or other housing laws, which could prevent us from raising rents; and

increases in property-level maintenance and operating expenses.

For these and other reasons, we cannot assure you that we will be profitable or that we will realize growth in the value of our real estate properties.

Environmentally hazardous conditions may adversely affect our financial condition, cash flows and operating results.

Under various federal, state and local environmental laws, a current or previous owner or operator of real property may be liable for the cost of removing or remediating hazardous or toxic substances on such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Even if more than one person may have been responsible for the contamination, each person covered by applicable environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages based on personal injury, natural resources or property damage or other costs, including investigation and clean-up costs, resulting from the environmental contamination. The presence of hazardous or toxic substances on one of our properties, or the failure to properly remediate a contaminated property, could give rise to a lien in favor of the government for costs it may incur to address the contamination, or otherwise adversely affect our ability to sell or lease the property or borrow using the property as collateral. Environmental laws also may impose restrictions on the manner in which property may be used or businesses may be operated. A property owner who violates environmental laws may be subject to sanctions which may be enforced by governmental agencies or, in certain circumstances, private parties. In connection with the acquisition and ownership of our properties, we may be exposed to such costs. The cost of defending against environmental claims, of compliance with environmental regulatory requirements or of remediating any contaminated property could materially adversely affect our business, financial condition, results of operations and, consequently, amounts available for distribution to our shareholders.

Compliance with new or more stringent environmental laws or regulations or stricter interpretation of existing laws may require material expenditures by us. We may be subject to environmental laws or regulations relating to our properties, such as those concerning lead-based paint, mold, asbestos, proximity to power lines or other issues. We cannot assure you that future laws, ordinances or regulations will not impose any material environmental liability, or that the current environmental condition of our properties will not be affected by the operations of residents, existing conditions of the land, operations in the vicinity of the properties or the activities of unrelated third parties. In addition, we may be required to comply with various local, state and federal fire, health, life-safety and similar regulations. Failure to comply with applicable laws and regulations could result in fines and/or damages, suspension of personnel, civil liability and/or other sanctions.

Tenant relief laws and rent control laws may negatively impact our rental income and profitability.

As landlord of numerous properties, we will be involved regularly in evicting tenants who are not paying their rent or are otherwise in material violation of the terms of their lease. Eviction activities will impose legal and managerial expenses that will raise our costs. The eviction process is typically subject to legal barriers,

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mandatory cure policies and other sources of expense and delay, each of which may delay our ability to gain possession and stabilize the property. Additionally, state and local landlord tenant laws may impose legal duties to assist tenants in relocating to new housing, or restrict the landlord's ability to recover certain costs or charge tenants for damage tenants cause to the landlord's premises. Because such laws vary by state and locality, we and any regional and local property managers we hire will need to be familiar with and take all appropriate steps to comply with all applicable landlord tenant laws, and we will need to incur supervisory and legal expenses to ensure such compliance. To the extent that we do not comply with state or local laws, we may be subjected to civil litigation filed by individuals, in class actions or by state or local law enforcement. We may be required to pay our adversaries' litigation fees and expenses if judgment is entered against us in such litigation, or if we settle such litigation.

Furthermore, rent control laws may affect our rental income. Especially in times of recession and economic slowdown, rent control initiatives can acquire significant political support. If rent controls unexpectedly became applicable to certain of our properties, our revenue from and the value of such properties could be adversely affected.

Class action, tenant rights and consumer demands and litigation could directly limit and constrain our operations and may impose on us significant litigation expenses.

Numerous tenants' rights and consumers' rights organizations exist throughout the country and operate in our target markets, and as we grow in scale, we may attract attention from some of these organizations and become a target of legal demands or litigation. Many such consumer organizations have become more active and better funded in connection with mortgage foreclosure-related issues, and with the large settlements identified below and the increased market for single-family rentals arising from displaced homeownership, some of these organizations may shift their litigation, lobbying, fundraising and grass roots organizing activities to focus on landlord tenant issues. While we intend to conduct our business lawfully and in compliance with applicable landlord-tenant and consumer laws, such organizations might work in conjunction with trial and pro bono lawyers in one state or multiple states to attempt to bring claims against us on a class action basis for damages or injunctive relief. We cannot anticipate what form such legal actions might take, or what remedies they may seek. Additionally, these organizations may lobby local county and municipal attorneys or state attorneys general to pursue enforcement or litigation against us, or may lobby state and local legislatures to pass new laws and regulations to constrain our business operations. If they are successful in any such endeavors, they could directly limit and constrain our operations and may impose on us significant litigation expenses, including settlements to avoid continued litigation or judgments for damages or injunctions.

Acquiring properties during periods when the single-family home sector is experiencing substantial inflows of capital and intense competition may result in inflated purchase prices and increase the likelihood that our properties will not appreciate in value and may, instead, decrease in value.

The allocation of substantial amounts of capital for investment in the single-family home sector and significant competition for income producing real estate may inflate the purchase prices for such assets. To the extent we purchased, or in the future purchase, real estate in such an environment, it is possible that the value of our properties may not appreciate and may, instead, decrease in value, perhaps significantly, below the amount we paid for such properties. In addition to macroeconomic and local economic factors, technical factors, such as a decrease in the amount of capital allocated to the single-family home sector and the number of investors participating in the sector, could cause the value of our properties to decline.

Mortgage loan modification programs and future legislative action may adversely affect the number of available properties that meet our investment criteria.

The U.S. government, through the Federal Reserve, the Federal Housing Administration and the Federal Deposit Insurance Corporation, or FDIC, has implemented a number of programs designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures, including the Home Affordable

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Modification Program, which seeks to provide relief to homeowners whose mortgages are in or may be subject to foreclosure, and the Home Affordable Refinance Program, which allows certain borrowers who are underwater on their mortgage but current on their mortgage payments to refinance their loans. Several states, including states in which our current target markets are located, have adopted or are considering similar legislation. These programs and other loss mitigation programs may involve, among other things, modifying or refinancing mortgage loans or providing homeowners with additional relief from loan foreclosures. Such loan modifications and other measures are intended and designed to lead to fewer foreclosures, which will decrease the supply of properties that meet our investment criteria.

The pace of residential foreclosures is subject to numerous factors. Recently, there has been a backlog of foreclosures due to a combination of volume constraints and legal actions, including those brought by the U.S. Department of Justice, or DOJ, the Department of Housing and Urban Development, or HUD, and State Attorneys General against mortgage servicers alleging wrongful foreclosure practices. Financial institutions also have been subjected to regulatory restrictions and limitations on foreclosure activity by the FDIC. Legal claims brought or threatened by DOJ, HUD and 49 State Attorneys General against the five largest residential mortgage servicers in the country were settled in 2012. As part of this approximately \$25 billion settlement, a portion of the settlement funds will be directed to homeowners seeking to avoid foreclosure through mortgage modifications, and servicers are required to adopt specified measures to reduce mortgage obligations in certain situations. It is expected that the settlement will help many homeowners to avoid foreclosures that would otherwise have occurred in the near term, and with lower monthly payments and mortgage debts, for years to come. It is also foreseeable that other residential mortgage servicing companies that were not among the five included in the initial \$25 billion settlement will agree to similar settlements that will further reduce the supply of houses in the process of foreclosure.

In addition, numerous federal and state legislatures have considered, proposed or adopted legislation to constrain foreclosures, or may do so in the future. The Dodd-Frank Wall Street Reform and Consumer Protection Act, or Dodd-Frank Act, also created the Consumer Financial Protection Bureau, which supervises and enforces federal consumer protection laws as they apply to banks, credit unions, and other financial companies, including mortgage servicers. It remains uncertain as to whether any of these measures will have a significant impact on foreclosure volumes or what the timing of that impact would be. If foreclosure volumes were to decline significantly, we would expect real estate owned inventory levels to decline or to grow at a slower pace, which would make it more difficult to find target assets at attractive prices and might constrain our growth or reduce our long-term profitability. Also, the number of families seeking rental housing might be reduced by such legislation, reducing rental housing demand in our target markets.

In addition, allegations of deficiencies in foreclosure practices could result in claims challenging the validity of some foreclosures that have occurred to date, potentially placing our claim of ownership to the properties at risk. We cannot be assured that such proceedings would not result in a complete dispossession of property from us without compensation.

Each state has its own laws governing the procedures to foreclose on mortgages and deeds of trust, and state laws generally require strict compliance with these laws in both judicial and non-judicial foreclosures. Recently, courts and administrative agencies have been more actively involved in enforcing state laws governing foreclosures, and in some circumstances have imposed new rules and requirements regarding foreclosures. Some courts have delayed or prohibited foreclosures based on alleged failures to comply with proper transfers of title, notice, identification of parties in interest, documentation and other legal requirements. The increase in the number of foreclosures since 2007 has led legislatures in many states to consider modifications to foreclosure laws to restrict and reduce foreclosures. For example, in 2012, California enacted a law imposing new limitations on foreclosures while a request for a loan modification is pending. Further, foreclosed owners and their legal representatives, including some prominent and well-financed law firms, have brought litigation questioning the validity and finality of foreclosures that have already occurred. These developments may slow or reduce the supply of foreclosed houses available to us for purchase and may call into question the validity of our title to houses acquired at foreclosure, or

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result in rescission rights or other borrower remedies, which could result in a loss of a property purchased by us, an increase in litigation and property maintenance costs incurred with respect to properties obtained through foreclosure, or delays in stabilizing and leasing such properties promptly after acquisition.

We may have difficulty selling our real estate investments, and our ability to distribute all or a portion of the net proceeds from such sale to our shareholders may be limited.

Real estate investments are relatively illiquid and, as a result, we may have a limited ability to sell our properties. When we sell any of our properties, we may recognize a loss on such sale. We may elect not to distribute any proceeds from the sale of properties to our shareholders. Instead, we may use such proceeds for other purposes, including:

purchasing additional properties;

repaying debt, if any;

buying out interests of any co-venturers or other partners in any joint venture in which we are a party;

creating working capital reserves; or

making repairs, maintenance or other capital improvements or expenditures to our remaining properties.

Our ability to sell our properties may also be limited by our need to avoid the 100% prohibited transactions tax that is imposed on gain recognized by a REIT from the sale of property characterized as dealer property. In order to ensure that we avoid such characterization, we may be required to hold our properties for a minimum period of time and comply with certain other requirements in the Code or dispose of our properties through a taxable REIT subsidiary or TRS. For more information on taxable REIT subsidiaries see Material U.S. Federal Income Tax Considerations Requirements for Qualification as a REIT Effect of Subsidiary Entities Ownership of Interests in Taxable REIT Subsidiaries.

Risks Related to our Relationship with AH LLC and Conflicts of Interest

As long as AH LLC continues to perform acquisition and renovations services for us, we will depend on AH LLC for our external growth.

Until December 10, 2014, AH LLC will continue to provide us acquisition and renovation services for a fee equal to 5% of the sum of the purchase price and initial renovation costs of each property that we acquire in consideration for its services in identifying, evaluating, acquiring and overseeing the renovation of its residences. Accordingly, through at least that date, we will depend on AH LLC for our external growth and we could be adversely affected if, for any reason, AH LLC is unable to perform its obligations under its agreement with us.

AH LLC may engage in other activities diverting their attention from our business, which could adversely affect the execution of our business and our results of operations.

We are subject to conflicts of interest arising out of our relationship with AH LLC. AH LLC and its affiliates, officers, directors, employees or personnel may engage in any business (other than acquiring, renovating, leasing and operating single-family homes as rental properties without the approval of the board of trustees). As a result, their time and effort may be diverted from our business.

Completion of the Management Internalization has exposed us to new and additional responsibilities, costs and risks.

Completion of the Management Internalization has exposed us to new and additional responsibilities, costs and risks. For example, while we no longer bear the external costs of the advisory management fee paid to our former manager, our direct overhead will increase, as we are now responsible for compensation and benefits of our officers and other personnel that were previously paid by our former manager. If our properties do not perform as

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anticipated or if we fail to raise additional financing, we may not be able to cover such additional overhead. We also now are subject to those potential liabilities that are commonly faced by employers, such as workers disability and compensation claims, potential labor disputes and other employee-related liabilities and grievances. Accordingly, the Management Internalization could adversely affect our financial condition and operating results.

Our fiduciary duties as the general partner of our operating partnership could create conflicts of interest, which may impede business decisions that could benefit our shareholders.

As the sole general partner of our operating partnership, we have a fiduciary duty to the other limited partners in the operating partnership, the discharge of which may conflict with the interests of our shareholders. AH LLC is the limited partner of our operating partnership. AH LLC, as the limited partner of our operating partnership, has agreed that, in the event of a conflict in the fiduciary duties owed by us to our shareholders and in our capacity as the general partner of our operating partnership, to such limited partner, we are under no obligation to give priority to the interests of such limited partner.

In addition, AH LLC, as well as any other limited partners, has the right to vote on certain amendments to the operating partnership agreement and to approve certain amendments that would adversely affect their rights. These voting rights may be exercised in a manner that conflicts with the interests of our shareholders.

The contribution agreement and other agreements we entered into in connection with the Management Internalization were negotiated between a special committee of our board of trustees and AH LLC. Therefore, the terms of such agreements may not have been as favorable to us as if they had been negotiated with unaffiliated third parties.

AH LLC is owned, directly or indirectly, by family members or trusts for family members or heirs of B. Wayne Hughes, our non-executive Chairman, David P. Singelyn, our Chief Executive Officer and a trustee, Jack Corrigan, our Chief Operating Officer and a trustee, David Goldberg, our Executive Vice President, and other parties. HF Investments 2010, LLC, which is comprised of trusts established by Mr. Hughes for certain of his heirs, owns an approximately 88.66% membership interest in AH LLC. Additionally, membership interests of AH LLC are owned by family members or trusts for family members of Mr. Singelyn (4.93% membership interest), Mr. Corrigan (4.93% membership interest) and Mr. Goldberg (1% membership interest). Accordingly, such trustees and executive officers received substantial economic benefits as a result of the Management Internalization. As a result of the foregoing, the interests of certain of our trustees and executive officers may differ from, and be in conflict with, the interests of our shareholders. The contribution agreement and other agreements we entered into in connection with the Management Internalization were negotiated between a special committee comprised of all of our independent trustees and AH LLC, and their terms, including the consideration payable to AH LLC, may not be as favorable to us as if they had been negotiated with unaffiliated third parties. In addition, we did not obtain a third-party appraisal of our former manager or our former property manager.

If we determine that AH LLC breached any of the representations, warranties or covenants made by it in the contribution agreement related to the Management Internalization, we may choose not to enforce, or to enforce less vigorously, our rights because of our desire to maintain our ongoing relationship with AH LLC. Moreover, the representations, warranties, covenants and indemnities in the contribution agreement are subject to limits and qualifiers, which may also limit our ability to enforce any remedy under the agreement.

Messrs. Hughes, Singelyn, Corrigan and Goldberg are subject to certain conflicts of interest with regard to enforcing the indemnification provisions contained in the contribution agreement for the Management Internalization and enforcing some of the ancillary agreements to be entered into by us in connection with the Management Internalization.

Messrs. Hughes, Singelyn, Corrigan and Goldberg received beneficial economic interests in our operating partnership's Series D units and Series E units through their direct or indirect interests in AH LLC, which received 4,375,000 Series D units and 4,375,000 Series E units as a result of the Management Internalization.

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Certain provisions of the contribution agreement and the ancillary agreements executed in connection with the Management Internalization may have significant financial impacts on AH LLC. In particular, Messrs. Hughes, Singelyn, Corrigan and Goldberg are subject to conflicts of interest in connection with the enforcement against AH LLC of indemnification obligations under the contribution agreement and other transaction documents that could directly impact their or their family's economic interests.

Because the acquisition and renovation functions will not be internalized earlier than December 10, 2014, we expect to continue to pay AH LLC significant fees, and certain of our executive officers and trustees will have a conflict of interest in connection with decisions regarding internalization of those functions.

We will continue to pay AH LLC a fee equal to 5% of the sum of the purchase price and initial renovation costs of each property that we acquire in consideration for its services in identifying, evaluating, acquiring and overseeing the renovation of its residences. If, for example, we invest \$1.5 billion in acquisitions after the closing of the Management Internalization and before December 10, 2014, we will pay AH LLC acquisition and renovation fees of \$75 million. AH LLC would continue to bear all of the costs of investigating properties that we do not acquire. After September 10, 2014, we will have the right to offer employment that would commence on December 10, 2014 to all of AH LLC's acquisition and renovation personnel necessary for our operations, and AH LLC will be required to cooperate to transition any employees who choose to accept our offer. If we elect not to transition employees from AH LLC, we could engage AH LLC or a third party on mutually acceptable terms to continue to provide acquisition and renovation services. Because we may still be paying significant fees to AH LLC, Messrs. Hughes, Singelyn, Corrigan and Goldberg, as a result of their personal or family financial interests in AH LLC, will be subject to conflicts of interest in connection with decisions regarding whether to pursue internalization of the acquisition and renovation functions after December 10, 2014 or to enter into a new agreement with AH LLC for these services.

Risks Related to Our Organization and Structure

Provisions of our declaration of trust may limit the ability of a third party to acquire control of us by authorizing our board of trustees to issue additional securities.

Our board of trustees may, without shareholder approval, amend our declaration of trust to increase or decrease the aggregate number of our shares or the number of shares of any class or series that we have the authority to issue and to classify or reclassify any unissued common or preferred shares, and set the preferences, rights and other terms of the classified or reclassified shares. As a result, our board of trustees may authorize the issuance of additional shares or establish a series of common or preferred shares that may delay or prevent a change in control of our company, including transactions at a premium over the market price of our shares, even if shareholders believe that a change in control is in their interest. These provisions, along with the restrictions on ownership and transfer contained in our declaration of trust and certain provisions of Maryland law described below, could discourage unsolicited acquisition proposals or make it more difficult for a third party to gain control of us, which could adversely affect the market price of our securities. See *Material Provisions of Maryland Law and of Our Declaration of Trust and Bylaws*.

Provisions of Maryland law may limit the ability of a third party to acquire control of us by requiring our board of trustees or shareholders to approve proposals to acquire our company or effect a change in control.

Certain provisions of the Maryland General Corporation Law, or the MGCL, applicable to Maryland real estate investment trusts may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change in control under circumstances that otherwise could provide our shareholders with the opportunity to realize a premium over the then-prevailing market price of their shares, including:

business combination provisions that, subject to limitations, prohibit certain business combinations between us and an interested shareholder (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting shares or an affiliate or associate of ours)

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who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding shares) or an affiliate of any interested shareholder for five years after the most recent date on which the shareholder becomes an interested shareholder, and thereafter imposes two super-majority shareholder voting requirements on these combinations, unless, among other conditions, our common shareholders receive a minimum price, as defined in the MGCL, for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its shares; and

control share provisions that provide that our control shares (defined as voting shares which, when aggregated with all other shares controlled by the shareholder, entitle the shareholder to exercise one of three increasing ranges of voting power in electing trustees) acquired in a control share acquisition (defined as the direct or indirect acquisition of ownership or control of issued and outstanding control shares) have no voting rights except to the extent approved by our shareholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding shares owned by the acquirer, by our officers or by our employees who are also trustees of our company.

By resolution of our board of trustees, we have opted out of the business combination provisions of the MGCL and provided that any business combination between us and any other person is exempt from the business combination provisions of the MGCL, provided that the business combination is first approved by our board of trustees (including a majority of trustees who are not affiliates or associates of such persons). In addition, pursuant to a provision in our bylaws, we have opted out of the control share provisions of the MGCL. However, our board of trustees may by resolution elect to opt in to the business combination provisions of the MGCL and we may, by amending our bylaws, opt in to the control share provisions of the MGCL in the future.

In addition, the unsolicited takeover provisions of Title 3, Subtitle 8 of the MGCL permits our board of trustees, without shareholder approval and regardless of what is currently provided in our declaration of trust or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a trustee. Such takeover defenses may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then-current market price. In July 2013, our board of trustees and our shareholders approved an amendment to our declaration of trust under which we will elect not to be subject to these provisions.

Our rights and the rights of our shareholders to take action against our trustees and officers are limited, which could limit your recourse in the event of actions not in your best interests.

Under Maryland law, generally, a trustee will not be liable if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our declaration of trust limits the liability of our trustees and officers to us and our shareholders for money damages, except for liability resulting from:

actual receipt of an improper benefit or profit in money, property or services; or

active and deliberate dishonesty by the trustee or officer that was established by a final judgment as being material to the cause of action adjudicated.

Our declaration of trust authorizes us to indemnify our trustees and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each trustee and officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to advance the defense costs incurred by our trustees and officers. As a result, we and our shareholders may have more limited rights against our trustees and officers than might otherwise exist absent the current provisions in our declaration of trust and bylaws or that might exist with other companies. See **Material Provisions of Maryland Law and of Our Declaration of Trust and Bylaws** **Limitation of Trustees and Officers** **Liability and Indemnification.**

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Our board of trustees may change our strategy or investment policies, financing strategy or leverage policies without shareholder consent.

Our board of trustees may change any of our strategies, policies or procedures with respect to property acquisitions and divestitures, asset allocation, growth, operations, indebtedness, financing and distributions at any time without the consent of shareholders, which could result in the acquisition of properties that are different from, and possibly riskier than, the types of single-family residential real estate investments described in this prospectus. These changes could adversely affect our financial condition, risk profile, results of operations, the market price of our Series B Participating Preferred Shares and our ability to make distributions to shareholders.

The ability of our board of trustees to revoke our REIT election without shareholder approval may cause adverse consequences to our shareholders.

Our declaration of trust provides that our board of trustees may revoke or otherwise terminate our REIT election, without the approval of our shareholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to be a REIT, we would become subject to federal income tax on our taxable income and would no longer be required to distribute most of our taxable income to our shareholders, which may have adverse consequences on the total return to our shareholders.

Risks Related to This Offering and Ownership of Our Series B Participating Preferred Shares

The Series B Participating Preferred Shares have not been rated.

We have not sought to obtain a rating for the Series B Participating Preferred Shares. However, no assurance can be given that one or more rating agencies might not independently determine to issue such a rating or that such a rating, if issued, would not adversely affect the market price of the Series B Participating Preferred Shares. In addition, we may elect in the future to obtain a rating of the Series B Participating Preferred Shares, which could adversely impact the market price of the Series B Participating Preferred Shares. Ratings only reflect the views of the rating agency or agencies issuing the ratings, and such ratings could be revised downward or withdrawn entirely at the discretion of the issuing rating agency if in its judgment circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of the Series B Participating Preferred Shares.

The Series B Participating Preferred Shares are newly issued securities with no established trading market, which may negatively affect their market value and your ability to transfer or sell your shares. We intend to apply to list the Series B Participating Preferred Shares on the NYSE, but we cannot assure you that the listing will be approved or that a trading market will develop or be sustained.

The Series B Participating Preferred Shares are newly issued securities with no established trading market. We intend to apply to list the Series B Participating Preferred Shares on the NYSE, but we cannot assure you that the Series B Participating Preferred Shares will be approved for listing. An active trading market on the NYSE for the Series B Participating Preferred Shares may not develop or, even if it develops, may not be sustained, in which case the trading price of the Series B Participating Preferred Shares could be adversely affected. In addition, the Series B Participating Preferred Shares offered hereby are a different security than our Series A Participating Preferred Shares and, as such, the past, current or future trading price of our Series A Participating Preferred Shares may not be indicative of the potential value or trading price of our Series B Participating Preferred Shares.

The price of our Series B Participating Preferred Shares could be subject to wide fluctuations in response to a number of factors, including those listed in this Risk Factors section of this prospectus, our financial performance, government regulatory action or inaction, tax laws, interest rates and general market conditions and others such as:

actual or anticipated variations in our quarterly operating results, financial condition, liquidity or changes in business strategy or prospects;

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equity issuances by us or resales by our shareholders, or the perception that such issuances or resales may occur;

increases in market interest rates that may lead investors to demand a higher dividend yield or seek alternative investments paying higher rates;

publication of research reports about us or the real estate industry;

changes in market valuations of similar companies;

changes in home prices reflected in the POI;

adverse market reaction to any increased indebtedness we incur in the future;

additions or departures of key personnel;

actions by shareholders;

speculation in the press or investment community;

general market, economic and political conditions, including an economic slowdown or dislocation in the global credit or capital markets;

our operating performance and the performance of other similar companies;

failure to maintain our REIT qualification;

changes in accounting principles or actual or anticipated accounting problems; and

passage of legislation or other regulatory developments that adversely affect us or our industry.

The Series B Participating Preferred Shares are subordinate to our debt and other liabilities, and your interests could be diluted by the issuance of additional preferred shares and by other transactions.

As of September 30, 2013, our total indebtedness was approximately \$238 million, and our other liabilities (other than indebtedness) were approximately \$158 million. We may incur significant additional debt to finance future acquisition activities as well as additional liabilities in operating our business. The Series B Participating Preferred Shares are subordinate to all of our existing and future debt. Our existing debt restricts, and our future debt may include restrictions on, our ability to pay dividends to preferred shareholders in the event of a default under the debt facilities. Our declaration of trust currently authorizes the issuance of up to 100,000,000 preferred shares of beneficial interest in one or more series, of which 5,060,000 preferred shares of beneficial interest are currently outstanding. The issuance of additional preferred shares of beneficial interest on parity with or senior to the Series B Participating Preferred Shares would dilute the interests of the holders of the Series B

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Participating Preferred Shares, and any issuance of preferred shares of beneficial interest senior to the Series B Participating Preferred Shares or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on the Series B Participating Preferred Shares. Other than the conversion right afforded to holders of Series B Participating Preferred Shares upon the occurrence of a Change of Control as described under Description of Series B Participating Preferred Shares Conversion Rights and other than the limited voting rights as described under Description of Series B Participating Preferred Shares Voting Rights, none of the provisions relating to the Series B Participating Preferred Shares relate to or limit our indebtedness or afford the holders of the Series B Participating Preferred Shares protection in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all of our assets or business, that might adversely affect the holders of the Series B Participating Preferred Shares.

The various hypothetical figures and illustrations contained in this prospectus should not be taken as an indication or prediction of future investment results.

The various hypothetical figures and illustrations contained in this prospectus are intended merely to illustrate the impact that such hypothetical terms could have on the liquidation preference, dividend amounts and

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the return on investment with respect to the Series B Participating Preferred Shares. Such hypothetical figures and illustrations should not be taken as an indication or prediction of future investment results. The actual amount of HPA and the resulting liquidation preference, dividend amounts and return on the Series B Participating Preferred Shares may bear little or no relation to the hypothetical figures and illustrative examples contained in this prospectus. The POI from which the HPA Amount will be derived has been highly volatile in the past, meaning that the index level has changed considerably in relatively short periods, and its performance cannot be predicted for any future period.

Changes in home prices reflected in the POI may have little or no correlation with the actual appreciation or depreciation of the homes in our portfolio, and the POI data for our top 20 markets that we will use to calculate the HPA Amount may have little or no correlation with the actual appreciation or depreciation of homes nationwide.

The POI is a weighted, repeat-sales index, meaning that it measures average price changes in repeat sales of the same single-family properties. This information is obtained by reviewing repeat transactions involving conforming, conventional mortgages purchased or securitized by Fannie Mae or Freddie Mac since January 1975. Only mortgage transactions involving single-family homes are included. Conforming refers to a mortgage that both meets the underwriting guidelines of Fannie Mae or Freddie Mac and that does not exceed the conforming loan limit, which is currently \$625,000 for mortgages in the contiguous United States originated after September 30, 2011. Conventional mortgages are those that are neither insured nor guaranteed by the FHA, VA or other federal government entities. Mortgages on properties financed by government-insured loans, such as FHA or VA mortgages, are excluded from the POI, as are properties with mortgages whose principal amount exceeds the conforming loan limit. The location, size, and other characteristics of the single-family homes used to calculate the POI may differ substantially from the single-family homes in our portfolio and changes in the prices of the single-family homes used to calculate the POI may be substantially different than the changes in prices of the single-family homes in our portfolio. There can be no assurance that any of the single-family homes in our portfolio actually are included or will be included in the POI. In addition, the weightings that have been assigned to our top 20 markets calculated as of September 30, 2013 for purposes of calculating the HPA Amount reflect the concentration of our ownership of homes in such markets only as of such date. The markets in which we own homes are likely to change in the future, while the relative weightings that we have assigned for the purposes of calculating the HPA Amount will not. Additionally, since we are using the POI only with respect to specific markets, the POI may reflect home price appreciation or depreciation trends in those markets that are substantially different from those across the nation. As such, the appreciation or depreciation reflected in the POI for our top 20 markets that we will use to calculate the HPA Amount may have little or no correlation with the appreciation or depreciation of homes nationwide.

The cumulative change in HPA that occurs during the period measured for purposes of calculating the HPA Amount may differ from the cumulative change in HPA that occurs during the period for which the Series B Participating Preferred Shares are actually outstanding.

The HPA Amount will be calculated by measuring the cumulative change in HPA from September 30, 2013 through the end of the most recent quarter for which POI values are available. As such, the measurement period used to calculate the HPA Amount (i) will include a period of time during which the Series B Participating Preferred Shares were not yet outstanding (i.e., the period from October 1, 2013 through the issue date) and (ii) with respect to a redemption or conversion of the Series B Participating Preferred Shares or a liquidation, dissolution or winding up of the Company prior to January 1, 2021, will not include a period of time during which the Series B Participating Preferred Shares were outstanding (i.e., the period from the end of the most recent quarter for which POI values are available through the date of such redemption, conversion or liquidation). The cumulative change in HPA that occurs during the period measured for purposes of calculating the HPA Amount may differ from the cumulative change in HPA that occurs during the period for which the Series B Participating Preferred Shares are actually outstanding. As a result, the HPA Amount (if any) may be more or less than it would have been if it had been calculated with respect to the period during which the Series B Participating Preferred Shares were actually outstanding.

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The FHFA may no longer publish or may materially change the methodology used in calculating the POI, which could adversely affect the value of our Series B Participating Preferred Shares.

As described under Prospectus Summary The Offering Home Price Appreciation Factor, the HPA Amount is calculated by reference to the POI. If the FHFA no longer publishes the POI or eliminates from the POI one or more of our top 20 markets as of September 30, 2013, we will make a good faith selection of a publicly available alternative index or indices (if more than one source is required to cover all 20 markets) to capture this data after examining publicly available indices that are reasonably comparable to the POI. If we select an alternative source or sources, we will disclose the new source for calculating the HPA Amount on the For Investors page of our corporate website and in a Current Report on Form 8-K filed with the SEC. In the event that a suitable public alternative source or sources is not available, we will, at our option, either redeem or convert the Series B Participating Preferred Shares within 135 days after the date that the POI was last published, at a redemption price (if a redemption) calculated in a manner consistent with the redemption price described in Description of Series B Participating Preferred Shares Redemption Redemption at Our Option or at a conversion price (if a conversion) calculated in a manner consistent with the conversion price described in Description of Series B Participating Preferred Shares Conversion Conversion at Our Option. We will make appropriate amendments and disclosures of any alternative sources and results but may be unable to replicate the methodology used by the FHFA in calculating the POI or produce the same results. Furthermore, a material change in the methodology used by the FHFA in calculating the POI will not result in the selection of an alternative source or sources. As a result, if the FHFA does not publish the POI for all of our top 20 markets as of September 30, 2013 using the same methodology throughout the measurement period, the HPA Amount at the time of measurement may be negatively impacted, which may adversely affect the value of our Series B Participating Preferred Shares.

An increase in market interest rates may cause the market price of the Series B Participating Preferred Shares to decrease.

One of the factors that will influence the price of the Series B Participating Preferred Shares will be the dividend yield on the Series B Participating Preferred Shares (as a percentage of the price of the Series B Participating Preferred Shares, as applicable) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of the Series B Participating Preferred Shares to expect a higher dividend yield and higher interest rates would likely increase our borrowing costs and potentially decrease funds available for distribution. Thus, higher market interest rates could cause the market price of the Series B Participating Preferred Shares to decrease.

If you own our Series B Participating Preferred Shares, you will not be entitled to any rights with respect to our common shares, but you will be subject to all changes made with respect to our common shares.

If you own our Series B Participating Preferred Shares, you will not be entitled to any rights with respect to our common shares (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common shares), but you will be subject to all changes affecting the common shares. You will have rights with respect to our common shares only if and when we deliver common shares to you upon conversion of your Series B Participating Preferred Shares and, in certain cases, under the conversion rate adjustments applicable to our Series B Participating Preferred Shares. For example, in the event that an amendment is proposed to our declaration of trust requiring shareholder approval and the record date for determining the shareholders of record entitled to vote on the amendment occurs prior to the delivery of common shares to you following a conversion, you will not be entitled to vote on the amendment, although you will nevertheless be subject to any changes in the powers, preferences or special rights of our common shares.

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The Change of Control conversion feature of our Series B Participating Preferred Shares may not adequately compensate you and may make it more difficult for a third party to take over our company or discourage a third party from taking over our company.

Upon the occurrence of a Change of Control, holders of the Series B Participating Preferred Shares will have the right (unless, prior to the Change of Control Conversion Date, we have provided or provide notice of our election to redeem the Series B Participating Preferred Shares) to convert some or all of their Series B Participating Preferred Shares into our Class A common shares (or equivalent value of alternative consideration). See Description of Series B Participating Preferred Shares Conversion Rights. Upon such a conversion, the holders will be limited to a maximum number of our Class A common shares equal to the conversion value (equal to the liquidation preference (including any HPA Amount) and unpaid and accrued dividends) divided by the closing price on the date of the event triggering the Change of Control.

The Change of Control conversion features of the Series B Participating Preferred Shares may have the effect of discouraging a third party from making an acquisition proposal for our company or of delaying, deferring or preventing certain change of control transactions of our company under circumstances that shareholders may otherwise believe is in their best interests.

There is no guarantee that any HPA Amount will accrue or be paid on the Series B Participating Preferred Shares.

There is no guarantee that home prices in the markets used to calculate the HPA Amount will appreciate at current or historical levels, or at all, or that any HPA Amount will accrue on our Series B Participating Preferred Shares. If the HPA Factor, determined using the POI produced by the FHFA, is zero or negative, no HPA Amount will accrue. As a result, the HPA may not be realized upon (i) exercise by us of our optional redemption right or conversion right after December 31, 2017, (ii) any conversion or redemption in connection with a change in control or (iii) our liquidation, dissolution or winding up.

The market price of Class A common shares received in a conversion of our Series B Participating Preferred Shares may decrease between the date received and the date the Class A common shares are sold.

The market price of Class A common shares received in a conversion may decrease between the date received and the date the Class A common shares are sold. The stock markets, including the NYSE, have experienced significant price and volume fluctuations. As a result, the market price of our Class A common shares is likely to be similarly volatile, and recipients of our Class A common shares may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. The price of our Class A common shares could be subject to wide fluctuations in response to a number of factors, including sales of Class A common shares by other shareholders who received Class A common shares in respect of their Series B Participating Preferred Shares, our financial performance, government regulatory action or inaction, tax laws, interest rates and general market conditions and other factors. See The Series B Participating Preferred Shares are newly issued securities with no established trading market, which may negatively affect their market value and your ability to transfer or sell your shares. We intend to apply to list the Series B Participating Preferred Shares on the NYSE, but we cannot assure you that the listing will be approved or that a trading market will develop or be sustained.

Our ability to pay dividends is limited by the requirements of Maryland law.

Our ability to pay dividends on the Series B Participating Preferred Shares is limited by Maryland law. Under applicable Maryland law, a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as the debts become due in the usual course of business, or the corporation's total assets would be less than the sum of its total liabilities plus, unless the corporation's declaration of trust provides otherwise, the amount that would be needed, if the corporation were dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution. Accordingly, we generally may not make a distribution on the Series B Participating Preferred Shares if, after giving effect to the distribution, we would not be able to pay our debts as they become due in the usual course of business or our total assets would be less than the sum of our total liabilities plus, unless the terms of such class or series provide otherwise, the

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amount that would be needed to satisfy the preferential rights upon dissolution of the holders of shares of any class or series of preferred shares of beneficial interest then outstanding, if any, with preferences senior to those of the Series B Participating Preferred Shares.

Broad market fluctuations could negatively impact the value of our Series B Participating Preferred Shares.

The stock market has recently experienced extreme price and volume fluctuations that have affected the market price of many companies in industries similar or related to ours and that have been unrelated to these companies' operating performance. These broad market fluctuations could negatively impact the market price of our common shares, which could in turn reduce the value of our Series B Participating Preferred Shares. Furthermore, our operating results and prospects may be below the expectations of public market analysts and investors or may be lower than those of companies with comparable market capitalizations. Either of these factors could lead to a material decline in the value of our Series B Participating Preferred Shares.

You should consider the United States federal income tax consequences of owning our Series B Participating Preferred Shares, including the potential for constructive distributions.

The principal United States federal income tax consequences of purchasing, owning and disposing our Series B Participating Preferred Shares are summarized under Material U.S. Federal Income Tax Considerations. The IRS may take the position that certain rights including our right to redeem the Series B Participating Preferred Shares for cash at a redemption price in excess of the issue price of the Series B Participating Preferred Shares and our right to convert the Series B Participating Preferred Shares to Class A common shares taking into account the HPA, causes you, during the period you hold your shares, to be deemed to receive taxable dividends subject to United States federal income tax without the receipt of any cash. If you are a non-U.S. shareholder, such deemed dividend may subject you to United States federal withholding tax. See Material U.S. Federal Income Tax Considerations.

Risks Related to Qualification and Operation as a REIT

Qualifying as a REIT involves highly technical and complex provisions of the Code.

Qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Our qualification as a REIT depends upon our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis. New legislation, court decisions or administrative guidance, in each case possibly with retroactive effect, may make it more difficult or impossible for us to qualify as a REIT. Certain rules applicable to REITs are particularly difficult to interpret or to apply in the case of REITs investing in real estate mortgage loans that are acquired at a discount, subject to work-outs or modifications, or reasonably expected to be in default at the time of acquisition. In addition, our ability to satisfy the requirements to qualify as a REIT depends in part on the actions of third parties over which we have no control or only limited influence, including in cases where we own an equity interest in an entity that is classified as a partnership for U.S. federal income tax purposes.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code may limit our ability to hedge our assets and operations. Under these provisions, any income that we generate from transactions intended to hedge our interest rate risk will be excluded from gross income for purposes of the REIT 75% and 95% gross income tests if the instrument hedges interest rate risk on liabilities used to carry or acquire real estate assets or manages the risk of certain currency fluctuations, and such instrument is properly identified under applicable Treasury Regulations. Income from hedging transactions that do not meet these requirements will generally constitute non-qualifying income for purposes of both the REIT 75% and 95% gross income tests. See Material U.S. Federal Income Tax Considerations Requirements for

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Qualification as a REIT Gross Income Tests Income from Hedging Transactions. As a result of these rules, we may have to limit our use of hedging techniques that might otherwise be advantageous or implement those hedges through a TRS. This could increase the cost of our hedging activities because our TRS would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRS will generally not provide any tax benefit, except for being carried back or forward against past or future taxable income in the TRS.

Complying with the REIT requirements may cause us to forgo and/or liquidate otherwise attractive investments.

To qualify as a REIT, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts that we distribute to our shareholders and the ownership of our shares. To meet these tests, we may be required to take or forgo taking actions that we would otherwise consider advantageous. For instance, in order to satisfy the gross income or asset tests applicable to REITs under the Code, we may be required to forgo investments that we otherwise would make. Furthermore, we may be required to liquidate from our portfolio otherwise attractive investments. In addition, we may be required to make distributions to shareholders at disadvantageous times or when we do not have funds readily available for distribution. These actions could reduce our income and amounts available for distribution to our shareholders. Thus, compliance with the REIT requirements may hinder our investment performance.

Failure to qualify as a REIT, or failure to remain qualified as a REIT, would cause us to be taxed as a regular corporation, which would substantially reduce funds available for distributions to our shareholders.

We believe that we have been organized and have operated in conformity with the requirements for qualification and taxation as a REIT and that our current organization and proposed method of operation will enable us to continue to qualify as a REIT. However, we have not requested and do not intend to request a ruling from the Internal Revenue Service, or the IRS, that we qualify as a REIT. As a result, we cannot assure you that we qualify or that we will remain qualified as a REIT.

If we fail to qualify as a REIT in any taxable year, and we do not qualify for certain statutory relief provisions, we will face serious tax consequences that will substantially reduce the funds available for distributions to our shareholders because:

we would not be allowed a deduction for dividends paid to shareholders in computing our taxable income and would be subject to federal income tax at regular corporate rates;

we could be subject to the federal alternative minimum tax and possibly increased state and local taxes; and

unless we are entitled to relief under certain U.S. federal income tax laws, we could not re-elect REIT status until the fifth calendar year after the year in which we failed to qualify as a REIT.

In addition, if we fail to qualify as a REIT, we will no longer be required to make distributions. As a result of all these factors, our failure to qualify as a REIT could impair our ability to expand our business and raise capital, and it would adversely affect the value of our common shares. See Material U.S. Federal Income Tax Considerations for a discussion of material U.S. federal income tax consequences relating to us and our common shares.

Even if we qualify as a REIT, we may face other tax liabilities that reduce our cash flow.

Even if we qualify for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes. In addition, we could, in certain circumstances, be required to pay an excise or penalty tax (which could be significant in amount) in order to utilize one or more relief provisions under the Code to maintain our qualification as a REIT. See Material U.S. Federal Income Tax Considerations Taxation of the Company as a REIT. Any of these

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taxes would decrease cash available for distribution to our shareholders. In addition, in order to meet the REIT qualification requirements, or to avert the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we hold some of our assets through a TRS or other subsidiary corporations that are subject to corporate-level income tax at regular rates. Our TRS may have tax liability with respect to phantom income if it is treated as a dealer for U.S. federal income tax purposes which would require the TRS to mark to market its assets at the end of each taxable year. In addition, our TRS is subject to federal, state and local corporate taxes. Any of these taxes would decrease cash available for distribution to our shareholders. For more information on taxable REIT subsidiaries see Material U.S. Federal Income Tax Considerations Requirements for Qualification as a REIT Effect of Subsidiary Entities Ownership of Interests in Taxable REIT Subsidiaries.

Failure to make required distributions would subject us to U.S. federal corporate income tax.

We believe that we have operated and we intend to continue to operate in a manner so as to qualify as a REIT for U.S. federal income tax purposes. In order to qualify as a REIT, we generally are required to distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain, each year to our shareholders. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our REIT taxable income, we will be subject to U.S. federal corporate income tax on our undistributed net taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our shareholders in a calendar year is less than a minimum amount specified under the Code. We intend to make distributions to our shareholders to comply with the REIT requirements of the Code.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends, which could adversely affect the value of our Class A common shares if they are perceived as less attractive investments.

The maximum rate applicable to qualified dividend income paid by regular C corporations to U.S. shareholders that are individuals, trusts and estates generally is 20%. Dividends payable by REITs, however, generally are not eligible for the current reduced rate, except to the extent that certain holding requirements have been met and a REIT's dividends are attributable to dividends received by a REIT from taxable corporations (such as a REIT's taxable REIT subsidiaries), to income that was subject to tax at the REIT/corporate level, or to dividends properly designated by the REIT as capital gains dividends. Although the reduced rates applicable to dividend income from regular C corporations do not adversely affect the taxation of REITs or dividends payable by REITs, it could cause investors who are non-corporate taxpayers to perceive investments in REITs to be relatively less attractive than investments in the shares of regular C corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our Class A common shares.

The prohibited transactions tax may limit our ability to engage in transactions.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property other than foreclosure property, held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transactions tax equal to 100% of net gain upon a disposition of real property or debt instruments that we hold. Although a safe harbor to the characterization of the sale of property by a REIT as a prohibited transaction is available, we cannot assure you that we can comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of our properties or debt instruments or we may conduct such sales through our TRS, which would be subject to U.S. federal and state income taxation. In addition, we may have to sell numerous properties to a single or a few purchasers, which could cause us to be less profitable than would be the case if we sold properties on a property-by-property basis. For example, if we decide to acquire properties or debt instruments opportunistically to renovate in anticipation of immediate resale, we will need to conduct that activity through our TRS to avoid the 100% prohibited transactions tax.

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The 100% tax described above may limit our ability to enter into transactions that would otherwise be beneficial to us. For example, if circumstances make it profitable or otherwise uneconomical for us to remain in certain states or geographical markets, the 100% tax could delay our ability to exit those states or markets by selling our assets in those states or markets other than through a TRS, which could harm our operating profits and the trading price of our Class A common shares.

If the operating partnership fails to qualify as a partnership for federal income tax purposes, we could fail to qualify as a REIT and suffer other adverse consequences.

We believe that our operating partnership is organized and will be operated in a manner so as to be treated as a partnership and not an association or a publicly traded partnership taxable as a corporation, for U.S. federal income tax purposes. As a partnership, our operating partnership will not be subject to U.S. federal income tax on its income. Instead, each of the partners will be allocated its share of our operating partnership's income. No assurance can be provided, however, that the IRS will not challenge our operating partnership's status as a partnership for U.S. federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating our operating partnership as an association or publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, would cease to qualify as a REIT. Also, the failure of the operating partnership to qualify as a partnership would cause it to become subject to U.S. federal corporate income tax, which would reduce significantly the amount of its cash available for distribution to its partners, including us.

The ability of our board of trustees to revoke our REIT qualification without shareholder approval may cause adverse consequences to our shareholders.

Our declaration of trust provides that our board of trustees may revoke or otherwise terminate our REIT election, without shareholder approval, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to qualify as a REIT, we would become subject to U.S. federal income tax on our net taxable income and would no longer be required to distribute most of our taxable income to our shareholders, which may have adverse consequences on our total return to our shareholders.

Our ownership of our TRS subsidiaries will be subject to limitations and our transactions with our TRS subsidiaries will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.

The Code provides that no more than 25% of the value of a REIT's assets may consist of shares or securities of one or more TRSs. This requirement limits the extent to which we can conduct activities through TRSs. In addition, the Code limits the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The Code also imposes a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis. We monitor the value of our respective investments in our TRS for the purpose of ensuring compliance with TRS ownership limitations and we intend to structure our transactions with our TRS on terms that we believe are arm's-length to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the 25% taxable REIT subsidiaries limitation or to avoid application of the 100% excise tax. For more information on taxable REIT subsidiaries see "Material U.S. Federal Income Tax Considerations—Requirements for Qualification as a REIT—Effect of Subsidiary Entities—Ownership of Interests in Taxable REIT Subsidiaries."

You may be restricted from acquiring or transferring certain amounts of our common shares.

The share ownership restrictions of the Code for REITs and the 8.0% common share ownership limit that applies to all shareholders, other than the Hughes family which is subject to the "excepted holder limit" (as defined in the declaration of trust) and "designated investment entities" (as defined in the declaration of trust)

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which are subject to a 9.9% common share ownership limit, all as provided in our declaration of trust may inhibit market activity in our equity shares and restrict our business combination opportunities. See Description of Equity Shares Restrictions on Ownership and Transfer.

In order to qualify as a REIT for each taxable year beginning with our taxable year ending December 31, 2013, five or fewer individuals, as defined in the Code, may not own, beneficially or constructively, more than 50% in value of our issued and outstanding equity shares at any time during the last half of a taxable year. Attribution rules in the Code determine if any individual or entity beneficially or constructively owns our equity shares under this requirement. Additionally, at least 100 persons must beneficially own our equity shares during at least 335 days of a taxable year for each taxable year after 2012. To help insure that we meet these tests, our declaration of trust restricts the acquisition and ownership of our equity shares.

Our declaration of trust, with certain exceptions, authorizes our trustees to take such actions as are necessary and desirable to preserve our qualification as a REIT. Unless exempted by our board of trustees, our declaration of trust prohibits any person, other than the Hughes family which is subject to the excepted holder limit (as defined in the declaration of trust) and designated investment entities (as defined in the declaration of trust), from beneficially or constructively owning more than 8.0% in value or number of shares, whichever is more restrictive, of our outstanding common shares. Our board of trustees may not grant an exemption from these restrictions to any proposed transferee whose ownership in excess of 8.0% of the value of our outstanding common shares would result in our failing to qualify as a REIT. These restrictions on ownership and transfer will not apply, however, if our board of trustees determines that it is no longer in our best interest to continue to qualify as a REIT.

We may be subject to adverse legislative or regulatory tax changes that could reduce the market price of our Series B Participating Preferred Shares.

At any time, the U.S. federal income tax laws governing REITs or the administrative interpretations of those laws may be amended, possibly with retroactive effect. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective and whether any such law, regulation, or interpretation may take effect retroactively. We and our shareholders could be adversely affected by any such change in or any new U.S. federal income tax law, regulation or administrative interpretation.

We may be required to report taxable income for certain investments in excess of the economic income that we ultimately realize from them.

Our TRS may invest in mortgages, including non-performing loans, or NPLs, for less than their face amount. The amount of such discount is generally be treated as market discount for U.S. federal income tax purposes. Accrued market discount is reported as income when, and to the extent that, any payment of principal of the debt instrument is made, unless we elect to include accrued market discount in income as it accrues. Principal payments on certain loans are made monthly, and consequently accrued market discount may have to be included in income each month as if the debt instrument were assured of ultimately being collected in full. If we collect less on the debt instrument than our purchase price plus the market discount we had previously reported as income, we may not be able to benefit from any offsetting loss deductions.

In the event that any debt instruments acquired by us are delinquent as to mandatory principal and interest payments, or in the event payments with respect to a particular debt instrument are not made when due, we may nonetheless be required to continue to recognize the unpaid interest as taxable income as it accrues, despite doubt as to its ultimate collectability. While we would in general ultimately have an offsetting loss deduction available to us when such interest was determined to be uncollectible, the utility of that deduction could depend on our having taxable income in that later year or thereafter.

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Finally, we or our TRS may recognize taxable phantom income as a result of modifications, pursuant to agreements with borrowers, of debt instruments that we acquire if the amendments to the outstanding debt are significant modifications under the applicable Treasury regulations. In addition, our TRS may be treated as a dealer for U.S. federal income tax purposes, in which case the TRS would be required to mark to market its assets at the end of each taxable year and recognize taxable gain or loss on those assets even though there has been no actual sale of those assets.

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FORWARD-LOOKING STATEMENTS

Various statements contained in this prospectus, including those that express a belief, expectation or intention, as well as those that are not statements of historical fact, are forward-looking statements. These forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenues, income and capital spending. Our forward-looking statements are generally accompanied by words such as estimate, project, predict, believe, expect, intend, anticipate, potential, plan, or other words that convey the uncertainty of future events or outcomes. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These and other important factors, including those discussed under Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this prospectus may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. These risks, contingencies and uncertainties include, but are not limited to, the following:

We are employing a new and untested business model with no proven track record, which may make our business difficult to evaluate.

We are a recently organized REIT with a limited operating history, and we may not be able to successfully operate our business or generate sufficient operating cash flows to make or sustain distributions on our preferred and common shares.

We may not be able to effectively manage our growth, and any failure to do so may have an adverse effect on our business and operating results.

Because we have not yet identified any specific properties (other than properties held in escrow) to acquire with any net proceeds of this offering remaining after repayment of debt, you will be unable to evaluate the economic merits of our investments made with such net proceeds before making an investment decision to purchase our Series B Participating Preferred Shares.

We intend to continue to rapidly expand our scale of operations and make acquisitions even if the rental and housing markets are not as favorable as they have been in recent months, which could adversely impact anticipated yields.

Our future growth depends, in part, on the availability of additional debt or equity financing. If we cannot obtain additional financing on terms favorable or acceptable to us, our growth may be limited.

Our credit facility contains financial and operating covenants that could restrict our business and investment activities. Failure to satisfy these covenants could result in a default under our credit facility that could accelerate the maturity of our debt obligations, which would have a material adverse effect on our business, liquidity, results of operations and financial condition and our ability to make distributions on our preferred and common shares.

Our success depends, in part, upon our ability to hire and retain highly skilled managerial, investment, financial and operational personnel, and the past performance of our senior management may not be indicative of future results.

Our investments are and will continue to be concentrated in our target markets and the single-family properties sector of the real estate industry, which exposes us to downturns in our target markets or in the single-family properties sector.

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We face significant competition for acquisitions of our target properties, which may limit our strategic opportunities and increase the cost to acquire those properties.

We face significant competition in the leasing market for quality tenants, which may limit our ability to rent our single-family homes on favorable terms or at all.

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The large supply of single-family homes becoming available for purchase as a result of the heavy volume of foreclosures, combined with historically low residential mortgage rates, may cause some potential renters to seek to purchase residences rather than lease them and, as a result, cause a decline in the number and quality of potential tenants.

Our evaluation of properties involves a number of assumptions that may prove inaccurate, which could result in us paying too much for properties we acquire or overvaluing our properties or our properties failing to perform as we expect.

Single-family properties that are being sold through short sales or foreclosure sales are subject to risks of theft, mold, infestation, vandalism, deterioration or other damage that could require extensive renovation prior to renting and adversely impact our operating results.

If occupancy levels and rental rates in our target markets do not increase sufficiently to keep pace with rising costs of operations, our income and distributable cash will decline.

We depend on our tenants and their willingness to renew their leases for substantially all of our revenues. Poor tenant selection and defaults and nonrenewals by our tenants may adversely affect our reputation, financial performance and ability to make distributions on our preferred and common shares.

Declining real estate values and impairment charges could adversely affect our earnings and financial condition.

We are self-insured against many potential losses, and uninsured or underinsured losses relating to properties may adversely affect our financial condition, operating results, cash flows and ability to make distributions on our preferred and common shares.

Mortgage loan modification programs and future legislative action may adversely affect the number of available properties that meet our investment criteria.

Completion of the Management Internalization has exposed us to new and additional responsibilities, costs and risks.

The contribution agreement we entered into in connection with the Management Internalization was negotiated between a special committee of our board of trustees and AH LLC. Therefore, the terms of the agreement may not have been as favorable to us as if it had been negotiated with unaffiliated third parties.

Our board of trustees has approved a very broad investment policy, subject to management oversight, and does not review or approve each acquisition decision made by AH LLC.

We may be adversely affected by lawsuits alleging trademark infringement as such lawsuits could materially harm our brand name, reputation and results of operations.

Our fiduciary duties as the general partner of our operating partnership could create conflicts of interest, which may impede business decisions that could benefit our shareholders.

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As long as AH LLC continues to perform acquisition and renovation services for us, we will continue to depend on AH LLC for our external growth.

The Series B Participating Preferred Shares have not been rated.

The Series B Participating Preferred Shares are newly issued securities with no established trading market, which may negatively affect their market value and your ability to transfer or sell your shares. We intend to apply to list the Series B Participating Preferred Shares on the NYSE, but we cannot assure you that the listing will be approved or that a trading market will develop or be sustained.

The Series B Participating Preferred Shares are subordinate to our debt and other liabilities, and your interests could be diluted by the issuance of additional preferred shares and by other transactions.

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There is no guarantee that any HPA Amount will accrue or be paid on the Series B Participating Preferred Shares.

Changes in home prices reflected in the POI may have little or no correlation with the actual appreciation or depreciation of homes in our portfolio, and the POI data for our top 20 markets that we will use to calculate the HPA Amount may have little or no correlation with the actual appreciation or depreciation of homes nationwide.

The cumulative change in HPA that occurs during the period measured for purposes of calculating the HPA Amount may differ from the cumulative change in HPA that occurs during the period for which the Series B Participating Preferred Shares are actually outstanding.

The FHFA may no longer publish or may materially change the methodology used in calculating the POI, which could adversely affect the value of our Series B Participating Preferred Shares.

If you hold our Series B Participating Preferred Shares, you will not be entitled to any rights with respect to our common shares, but you will be subject to all changes made with respect to our common shares.

The Change of Control conversion feature of our Series B Participating Preferred Shares may not adequately compensate you and may make it more difficult for a third party to take over our company or discourage a third party from taking over our company.

The market price of Class A common shares received in a conversion of our Series B Participating Preferred Shares may decrease between the date received and the date the Class A common shares are sold.

Our ability to pay dividends is limited by the requirements of Maryland law.

You should consider the United States federal income tax consequences of owning our Series B Participating Preferred Shares, including the potential for constructive distributions.

Future sales of our common shares or other equity-related securities in the public market could lower the market price of our common shares and adversely impact the value of the Series B Participating Preferred Shares.

Failure to qualify as a REIT, or failure to remain qualified as a REIT, would cause us to be taxed as a regular corporation, which would substantially reduce funds available for distribution to our shareholders.

While forward-looking statements reflect our good faith beliefs, assumptions and expectations, they are not guarantees of future performance, and you should not unduly rely on them. The forward-looking statements in this prospectus speak only as of the date of this prospectus. We are not obligated to update or revise these statements as a result of new information, future events or otherwise, unless required by applicable law.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

We compute our ratio of earnings to combined fixed charges and preferred distributions by dividing our earnings by the sum of our fixed charges and preferred distributions. We compute our ratio of earnings to fixed charges by dividing our earnings by our fixed charges. Earnings consist of net income before interest expense and noncontrolling interests that have fixed charges.

	Nine Months Ended September 30, 2013 (a) (in thousands)	Year Ended December 31, 2012 (in thousands)	Period from June 23, 2011 to December 31, 2011 (in thousands)
Fixed charges:			
Interest expense	\$ 370	\$	\$
Capitalized interest	7,055		
Preferred distributions (c)	10,365		
Total fixed charges	\$ 17,790	\$	\$
Earnings available for fixed charges:			
Loss from continuing operations	\$ (10,603)	\$ (10,236)	\$ (42)
Fixed charges	17,790		
Less: capitalized interest	(7,055)		
Less: gain on remeasurement of equity method investment	(10,945)		
Remeasurement of Series E units	438		
Total earnings available for fixed charges	\$ (10,375)	\$ (10,236)	\$ (42)
Ratio of earnings to fixed charges	(b)	n/a	n/a

(a) Excludes discontinued operations.

(b) Earnings for the nine months ended September 30, 2013 were inadequate to cover fixed charges by \$28,165,000.

(c) Includes distributions of \$10,208,000 on Series C convertible units and \$157,000 paid on 3.5% convertible perpetual preferred units.

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USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of our Series B Participating Preferred Shares in this offering will be approximately \$ (or approximately \$ if the underwriters exercise their option to purchase up to 600,000 additional Series B Participating Preferred Shares in full), after deducting the underwriting discount and other estimated offering expenses.

We will contribute the net proceeds of this offering to our operating partnership in exchange for Series B participating preferred operating partnership units. Our operating partnership intends to use the net proceeds received from our contribution (i) to repay the indebtedness we have incurred or expect to incur under our credit facility, (ii) to acquire and renovate single-family properties, including the escrowed properties listed under Summary Our Properties, in accordance with our business strategy described in this prospectus and (iii) for general business purposes. As of September 30, 2013, we had 416 properties in escrow, with an estimated total investment of \$67 million. At October 31, 2013, we had \$220 million of borrowings outstanding under our credit facility. Our credit facility bears interest at 30-day LIBOR plus 2.75% until March 2017, and thereafter, at 30-day LIBOR plus 3.125%.

Pending application of any portion of the net proceeds, we or our operating partnership will invest such funds in interest-bearing accounts and short-term interest-bearing securities consistent with our intention to qualify for taxation as a REIT. These investments are expected to provide lower net returns than we will seek to achieve with our target assets.

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DISTRIBUTION POLICY

To qualify as a REIT, we must distribute annually to our common and preferred shareholders an amount at least equal to 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. We will be subject to income tax on our taxable income that is not distributed and to an excise tax to the extent that certain percentages of our taxable income are not distributed by specified dates. See Material U.S. Federal Income Tax Considerations. Income as computed for purposes of the foregoing tax rules will not necessarily correspond to our income as determined for financial reporting purposes.

The amount, timing and frequency of distributions authorized by our board of trustees will be based upon a variety of factors, including:

actual results of operations;

our level of retained cash flows;

the timing of the investment of the net proceeds of this offering;

restrictions under Maryland law;

any debt service requirements and compliance with covenants under our credit facility;

our taxable income;

the annual distribution requirements under the REIT provisions of the Code;

distributions to senior equity security holders; and

other factors that our board of trustees may deem relevant.

Our ability to make distributions to our common and preferred shareholders will depend upon the ability of our management team to invest in our target assets in accordance with our business strategy and the performance of our properties. Distributions will be made in cash to the extent that cash is available for distribution. We may not be able to generate sufficient net interest income to pay distributions to our shareholders. In addition, our board of trustees may change our distribution policy in the future. See Risk Factors.

Our declaration of trust allows us to issue preferred shares that could have a preference on distributions. The distribution preference of our Series A and Series B Participating Preferred Shares could limit our ability to make distributions to the holders of our common shares. Our board of trustees will set the level of distributions. We intend to distribute our taxable income to our shareholders and retain the balance of our cash available for distribution for reinvestment in properties. However, our cash available for distribution may be less than the amount required to meet the distribution requirements for REITs under the Code, and we may be required to borrow money, sell assets or make taxable distributions of our equity shares or debt securities to satisfy the distribution requirements. Additionally, we may pay future distributions from the proceeds from this offering or other securities offerings and thus all or a portion of such distributions may constitute a return of capital for federal income tax purposes. We also may elect to pay all or a portion of any distribution in the form of a taxable distribution of our shares or debt securities.

The timing and frequency of distributions authorized by our board of trustees in its sole discretion and declared by us will be based upon a variety of factors deemed relevant by our board of trustees, which may include among others: our actual and projected results of operations; our

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liquidity, cash flows and financial condition; revenue from our properties; our operating expenses; economic conditions; debt service requirements; limitations under our financing arrangements; applicable law; capital requirements and the REIT requirements of the Code. Our actual results of operations will be affected by a number of factors, including the revenue we

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receive from our assets, our operating expenses, interest expenses and unanticipated expenditures. For more information regarding risk factors that could materially adversely affect our actual results of operations, please see Risk Factors.

We cannot guarantee whether or when we will be able to make distributions or that any distributions will be sustained over time. Distributions to our shareholders generally will be taxable to our shareholders as ordinary income, although a portion of such distributions may be designated by us as capital gain dividends or qualified dividend income, or may constitute a return of capital. We will furnish annually to each of our shareholders a statement setting forth distributions paid during the preceding year and their federal income tax treatment. For a discussion of the federal income tax treatment of our distributions, see Material U.S. Federal Income Tax Considerations.

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of September 30, 2013 (1) on a historical basis, (2) pro forma as adjusted to reflect the issuance of 5,060,000 Series A Participating Preferred Shares and (3) as further adjusted to reflect the sale of 4,000,000 Series B Participating Preferred Shares in this offering (assuming no exercise of the underwriters' option to purchase 600,000 additional shares), after deducting underwriting discounts and estimated offering expenses. You should read this table together with Selected Consolidated Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

	As of September 30, 2013		As Further Adjusted for this Offering ⁽²⁾
	Historical	Pro Forma as Adjusted ⁽¹⁾ (dollars in thousands)	
Debt	\$ 238,000	\$ 238,000	
Shareholders' equity:			
Preferred Shares \$0.01 par value per share, 100,000,000 shares authorized: 0 shares issued and outstanding as of September 30, 2013, 5,060,000 Series A Participating Preferred Shares issued and outstanding pro forma as adjusted and as further adjusted for this offering, and 4,000,000 Series B Participating Preferred Shares issued and outstanding as further adjusted for this offering			51
Class A common shares \$0.01 par value per share, 450,000,000 shares authorized, 184,856,219 shares issued and outstanding at September 30, 2013 ⁽³⁾ and pro forma as adjusted and as further adjusted for this offering	1,848	1,848	
Class B common shares \$0.01 par value per share, 50,000,000 shares authorized, 635,075 shares issued and outstanding at September 30, 2013 and pro forma as adjusted and as further adjusted for this offering	6	6	
Additional paid-in capital	2,809,829	2,929,250	
Shareholders' equity	2,811,683	2,931,155	
Noncontrolling interest	717,296	717,296	
Total capitalization	\$ 3,766,979	\$ 3,886,451	

- (1) Reflects the sale of 4,400,000 Series A Participating Preferred Shares on October 25, 2013 and 660,000 Series A Participating Preferred Shares on November 8, 2013 in connection with the underwriters' exercise in full of their option to purchase additional shares, less underwriting discounts and other offering costs.
- (2) As further adjusted reflects, in addition to the pro forma adjustments as described in (1), the sale of Series B Participating Preferred Shares in connection with this offering, less underwriting discounts and estimated offering expenses.
- (3) Excludes: (i) an aggregate of 1,190,000 of our Class A common shares issuable upon exercise of options previously granted to members of our board of trustees and our former manager's executive team, employees and other service providers under the 2012 Incentive Plan that vest ratably over a period of four years from the date of grant; (ii) 4,810,000 of our Class A common shares available for issuance in the future under the 2012 Incentive Plan, subject to certain contingencies; (iii) 4,375,000 Series D units issued in June 2013 in connection with the Management Internalization, each of which are convertible into Class A units on a one-for-one basis only effective as of the later of (1) 30 months from the date of issuance and (2) upon achieving certain financial metrics or share appreciation targets; (iv) 4,375,000 Series E units

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issued in June 2013 in connection with the Management Internalization, each of which are convertible into Series D units, or if the Series D units have previously converted into Class A units, into Class A units on February 29, 2016 if certain conditions are met; (v) 12,395,965 Class A units issued to AH LLC in June 2013 in connection with the Alaska Joint Venture Acquisition; (vi) 705,167 Class A units issued in June 2013 in connection with AH LLC's contribution of its interests in RJ2 to our operating partnership; (vii) 653,492 Class A units issued in June 2013 upon conversion of 653,492 3.5% convertible perpetual preferred units in connection with AH LLC's transfer of the remaining 80% of the promoted interest in RJ1 to our operating partnership; (viii) 31,085,974 Series C units issued in connection with our operating partnership's acquisition of the AH LLC Portfolio in February 2013, each of which are convertible into Class A units; and (ix) 32,667 Class A units issued in connection with our operating partnership's acquisition of 367 single-family properties from AH LLC in December 2012. In general, beginning 12 months after the date of issuance, holders of our Class A units have the right to require our operating partnership to redeem part or all of their Class A units for cash or, at our election, our Class A common shares on a one-for-one basis.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The following table presents selected historical consolidated financial information and selected portfolio data as of September 30, 2013 (unaudited) and December 31, 2012 and 2011 and for the nine months ended September 30, 2013 and 2012 (unaudited), for the year ended December 31, 2012, and for the period from June 23, 2011 to December 31, 2011. The selected consolidated financial information presented below under the captions Consolidated Statements of Operations Data and Consolidated Balance Sheets Data have been derived from our consolidated financial statements. Under the provisions of ASC 805, *Business Combinations*, we have reflected transactions between businesses under common control retroactively based on the date AH LLC commenced acquiring properties, June 23, 2011. As such, the statements of operations reflect activity prior to our date of formation, and the properties contributed to us by AH LLC are reflected retroactively on the balance sheets based on AH LLC's net book value. Therefore, our selected consolidated financial data may not be indicative of our past or future results and does not reflect our financial position or results of operations had it been presented as if we had been operating independently during the period presented. Because the information presented below is only a summary and does not provide all of the information contained in our historical consolidated financial statements, including the related notes, you should read it in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements, including the related notes, included elsewhere in this prospectus.

Consolidated Statements of Operations Data**(Amounts in thousands, except share information)**

	For the Nine Months		Year Ended December 31, 2012	Period from June 23, 2011 to December 31, 2011
	Ended September 30, 2013	2012		
Revenues:				
Rents from single-family properties	\$ 72,887	\$ 1,263	\$ 4,540	\$ 65
Other	1,255			
Total revenues	74,142	1,263	4,540	65
Expenses:				
Property operating expenses				
Leased single-family properties	26,941	493	1,744	27
Vacant single-family properties	13,993	635	1,846	12
General and administrative expense	5,178	3,948	7,199	47
Advisory fees	6,352		937	
Interest expense	370			
Noncash share-based compensation expense	606		70	
Acquisition fees and costs expensed	3,985		869	
Depreciation and amortization	37,827	592	2,111	21
Total expenses	95,252	5,668	14,776	107
Gain on remeasurement of equity method investment	10,945			
Remeasurement of Series E units	(438)			
Income / (loss) from continuing operations	(10,603)	(4,405)	(10,236)	(42)
Discontinued operations				
Gain on disposition of assets	904			
Income from discontinued operations	104			

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Total income from discontinued operations		1,008			
Net income / (loss)		(9,595)	(4,405)	(10,236)	(42)
Noncontrolling interest		9,357			
Conversion of preferred units		10,456			
Net loss attributable to common shareholders	\$	(29,408)	\$ (4,405)	\$ (10,236)	\$ (42)
Weighted average shares outstanding basic and diluted		102,729,661	3,301,667	7,225,512	3,301,667

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	For the Nine Months			Period from
	Ended September 30,		Year Ended	June 23,
	2013	2012	December 31,	2011 to
			December 31,	December 31,
	2013	2012	2012	2011
Net loss per share basic and diluted:				
Loss from continuing operations	\$ (0.30)	\$ (1.33)	\$ (1.42)	\$ (0.01)
Discontinued operations	0.01			
Net loss attributable to common shareholders per share basic and diluted	\$ (0.29)	\$ (1.33)	\$ (1.42)	\$ (0.01)

Consolidated Balance Sheets Data

	As of	As of December 31,	
	September 30,	2012	2011
	2013	(in thousands)	(in thousands)
	(unaudited)		
	(in thousands)		(in thousands)
Single-family properties, net	\$ 3,530,122	\$ 505,713	\$ 3,495
Cash and cash equivalents	158,065	397,198	
Rent and other receivables	6,758	6,586	11
Restricted cash for resident security deposits	21,282		
Escrow deposits, prepaid expenses and other assets	23,861	11,961	17
Deferred costs and other intangibles, net	24,518		
Goodwill	120,655		
Total assets	\$ 3,885,261	\$ 921,458	\$ 3,523
Total liabilities	\$ 395,968	\$ 16,294	\$ 49
Total equity	3,489,293	905,164	3,474
Total liabilities and equity	\$ 3,885,261	\$ 921,458	\$ 3,523

Selected Other Portfolio Data

	As of	As of December 31,	
	September	2012	2011
	30,		
	2013		
	(unaudited)		
	(in thousands)		
Leased single-family properties	14,384	1,164	19
Vacant single-family properties available for lease	2,736	623	2
Single-family properties being renovated	4,147	1,857	12
Total single-family properties owned	21,267	3,644	33

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read together with the Selected Consolidated Financial Data, Our Business and Properties, and the consolidated financial statements and related notes that are included elsewhere in this prospectus. The following discussion includes information derived from our September 30, 2013 and 2012 condensed consolidated financial statements and December 31, 2012 and 2011 consolidated financial statements located elsewhere in this prospectus. This discussion contains forward-looking statements based upon our current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Risk Factors, Forward-Looking Statements or in other parts of this prospectus.

Overview

We are a Maryland REIT focused on acquiring, renovating, leasing and operating single-family homes as rental properties. We commenced operations in November 2012 to continue the investment activities of AH LLC, which was founded by our chairman, B. Wayne Hughes, in 2011 to take advantage of the dislocation in the single-family home market. Mr. Hughes has over 40 years of experience in the real estate business and a successful track record as co-founder and former chairman and chief executive officer of Public Storage, a REIT listed on the NYSE.

As of September 30, 2013, we owned 21,267 single-family properties in selected sub-markets of metropolitan statistical areas, or MSAs, in 22 states, representing an estimated total investment of approximately \$3.6 billion, which includes our actual purchase price (including closing costs) and estimated renovation costs plus a 5% acquisition and renovation fee, if applicable. We also had an additional 416 properties in escrow that we expected to acquire, subject to customary closing conditions, for an estimated total investment of approximately \$67 million. As of September 30, 2013, 14,384, or 67.6% of our total properties were leased. We continue to evaluate potential new target markets that fit our underwriting criteria and are located where we believe we can achieve sufficient scale for internalized property management. As of September 30, 2013, over 90% of our single-family properties are internally managed through our proprietary property management platform.

From our formation through June 10, 2013, we were externally managed and advised by our former manager and the leasing, managing and advertising of our properties was overseen and directed by our former property manager, both of which were subsidiaries of AH LLC. On June 10, 2013, we entered into the Management Internalization and acquired our former manager and our former property manager from AH LLC in exchange for 4,375,000 Series D units and 4,375,000 Series E units in our operating partnership. We now have an integrated operating platform that consists of approximately 401 personnel dedicated to property management, marketing, leasing, financial and administrative functions. Our acquisition and renovation functions continue to be performed by AH LLC until December 10, 2014. On September 10, 2014, we have the right to offer employment, which would commence on December 10, 2014, to all of AH LLC's acquisition and renovation personnel necessary for our operations. No additional consideration will be paid to AH LLC in connection with exercising our employment offer right. Until that time, we will continue paying AH LLC a 5% acquisition and renovation fee and, separately, AH LLC will pay us a monthly fee of \$100,000 for maintenance and use of certain intellectual property transferred to us in the Management Internalization.

Prior to the Management Internalization, AH LLC exercised control over the Company through the contractual rights provided to our former manager through an advisory management agreement. Accordingly, our consolidated financial statements retroactively reflect two transactions between us and AH LLC as transactions between entities under common control. In December 2012, AH LLC contributed 367 properties to us with an agreed-upon value of \$49,444,000 and made a cash investment of \$556,000, in exchange for 3,300,000 Class A

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common shares, 667 Class B common shares, and 32,667 Class A units of our operating partnership. In February 2013, AH LLC contributed a portfolio of 2,770 single-family properties to us with an agreed-upon value of \$491,666,000, in exchange for 31,085,974 Series C units of our operating partnership and 634,408 of our Class B common shares. As noted in our consolidated financial statements, the accounts relating to the properties acquired in those transactions have been reflected retroactively at AH LLC's net book value. AH LLC commenced acquiring these properties on June 23, 2011, and, accordingly, the statements of operations reflect activity prior to our date of formation. Our consolidated financial statements are not indicative of our past or future results and do not reflect our financial position, results of operations, changes in equity and cash flows had they been presented as if we had been operated independently during the period presented. Accordingly, this discussion of our financial statements encompasses certain aspects of the historical operations of AH LLC.

Recent Transactions

Management Internalization

Pursuant to a contribution agreement among AH LLC, us and our operating partnership, the Company acquired our former manager and our former property manager from AH LLC in exchange for 4,375,000 Series D units and 4,375,000 Series E units. Under terms of the Management Internalization, all administrative, financial, property management, marketing and leasing personnel, including executive management, became fully dedicated to us. Acquisition and renovation personnel will continue to remain employees of AH LLC or its affiliates until December 10, 2014. On September 10, 2014, we have the right to offer employment, which would commence on December 10, 2014, to all of AH LLC's acquisition and renovation personnel necessary for our operations. Until such time as we have completed our hiring of AH LLC's acquisition and renovation personnel, we will continue paying AH LLC a 5% acquisition and renovation fee and, separately, AH LLC will pay us a monthly fee of \$100,000 for maintenance and use of certain intellectual property transferred to us in the Management Internalization.

Our operating results have been significantly impacted by the Management Internalization. The Company no longer pays our former manager management fee that it had been paying to our former manager and no longer pays property management or leasing fees to our former property manager. In addition, by December 10, 2014, we will no longer be obligated to pay to AH LLC an acquisition or renovation fee. We believe that elimination of these fees will be offset to some extent by an increase in expenses as we have assumed direct responsibility for advising the Company and managing our properties. However, we believe that, over time, the increases in expenses will be significantly less than the reduction in the fees associated with the Management Internalization.

Alaska Joint Venture Acquisition

On June 11, 2013, we completed a transaction with APFC and AH LLC to acquire a portfolio of 4,778 single-family properties for a total purchase price of \$904,487,000, consisting of the issuance of 43,609,394 Class A common shares of the Company to APFC and 12,395,965 Class A units of the Company's operating partnership to AH LLC.

RJ Joint Venture Transaction

On June 14, 2013, AH LLC contributed its remaining ownership interest in RJ LLC to the Company, 653,492 Preferred Units held by AH LLC were converted into 653,492 Class A units and the Company issued 705,167 additional Class A units to AH LLC. Upon AH LLC contributing its remaining ownership interest in RJ LLC to the Company, we gained control over RJ1 and RJ2 and, accordingly, began consolidating the operations of the 377 single-family properties owned by RJ1 and RJ2.

Initial Public Offering and Concurrent Private Placements

In August 2013, we raised \$811,764,000 before aggregate underwriting discounts and offering costs of \$41,981,000 in an IPO. Concurrently with the IPO, we raised an additional \$75,000,000 in the concurrent private

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placements at the IPO price of \$16.00 per share and without payment of any underwriting discount or placement fee.

Expanded Credit Facility

On September 30, 2013, we expanded our credit facility to, among other things: (1) add an additional lender, (2) increase the maximum amount available for borrowings under our credit facility from \$500 million to \$800 million, (3) extend the period to repay borrowings under our credit facility to September 30, 2018, (4) provide for borrowings under our credit facility to bear interest at the one-month LIBOR plus 2.75% until March 2017 and, thereafter, at one-month LIBOR plus 3.125%, (5) change the tangible net worth covenant to require our adjusted tangible net worth at all times to be not less than 85% of our adjusted tangible net worth as of September 30, 2013 plus 85% of the net proceeds of any additional equity capital raises completed by us on or after September 30, 2013 and (6) change the minimum liquidity covenant to require us at all times to maintain cash, cash equivalents and borrowing capacity under any credit facilities in an aggregate amount of at least \$15,000,000, of which at least \$7,500,000 must be in cash and cash equivalents. All other provisions and terms of our credit facility remain substantially the same

Factors That Affect Our Results of Operations and Financial Condition

Our results of operations and financial condition are affected by numerous factors, many of which are beyond our control. Key factors that impact our results of operations and financial condition include our ability to identify and acquire properties, our pace of property acquisitions, the time and cost required to remove any existing occupants and then to renovate and lease a newly acquired property at acceptable rental rates, occupancy levels, rates of tenant turnover, the length of vacancy in properties between tenant leases, our expense ratios, our ability to raise capital and our capital structure.

Property Acquisitions

Since our formation we have rapidly but systematically grown our portfolio of single-family homes and intend to continue to do so. Our ability to identify and acquire single-family homes that meet our investment criteria is impacted by home prices in our target markets, the inventory of properties available for sale through our acquisition channels, competition for our target assets and our available capital. Our pace of acquisitions has slowed recently as a result of our efforts to match our capital investments with our capital raising activities. We expect that our level of acquisition activity will fluctuate based on the number of suitable investments and the level of capital available to invest.

AH LLC's acquisition and renovation platform, together with the breadth and depth of our executive team has provided processes and systems to accumulate and regularly evaluate relevant data on a real-time basis to track and manage key aspects of our business, such as acquisition costs, renovation costs and the amount of time required to convert an acquired single-family home to a rental property.

Property Operations

The acquisition of properties involves expenditures in addition to payment of the purchase price, including payments for acquisition fees, property inspections, closing costs, title insurance, transfer taxes, recording fees, broker commissions, property taxes and homeowner association (HOA) fees (when applicable). In addition, we typically incur costs between \$5,000 and \$20,000 to renovate a home to prepare it for rental. Renovation work varies, but may include paint, flooring, carpeting, cabinetry, appliances, plumbing hardware and other items required to prepare the home for rental. The time and cost involved in accessing our homes and preparing them for rental can significantly impact our financial performance. The time to renovate a newly acquired property can vary significantly among properties for several reasons, including the property's acquisition channel, the age and condition of the property and whether the property was vacant when acquired. Our operating results also are

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impacted by the amount of time it takes to market and lease a property, as well as the length of stay by our tenants. The period of time to market and lease a property can vary greatly and is impacted by local demand, our marketing techniques and the size of our available inventory. We actively monitor these measures and trends.

Revenue

Our revenue is derived primarily from rents collected under lease agreements related to our single-family properties. These include short-term leases that we enter into directly with our tenants, which typically have a term of one year. Our rental revenue was approximately \$48,743,000 and \$983,000 for the three months ended September 30, 2013 and 2012, respectively, and \$72,887,000 and \$1,263,000 for the nine months ended September 30, 2013 and 2012, respectively. Our revenue was approximately \$4,540,000 and \$65,000 for the year ended December 31, 2012 and the period from June 23, 2011 (inception) through December 31, 2011, respectively. The increases are primarily attributable to the overall growth of the size of our portfolio. Other important drivers of revenue are rental rates and occupancy levels. Our rental rates and occupancy levels are affected by macroeconomic factors and local and property-level factors, including market conditions, seasonality and tenant defaults, and the amount of time it takes to renovate and re-lease properties when tenants vacate. We generally do not offer free rent or other concessions in connection with leasing our properties.

We expect that the overall occupancy of our portfolio will increase as the proportion of recently acquired properties declines relative to the size of our entire portfolio. Nevertheless, in the near term, our ability to drive revenue growth will depend in large part on our ability to efficiently renovate and lease newly acquired properties, maintain occupancy in the rest of our portfolio and acquire additional properties, both leased and vacant.

We believe that our platform will allow us to achieve strong tenant retention and lease renewal rates at our properties. Based on our experience with 490 and 961 leases that reached full term maturation during the three and nine months ended September 30, 2013, 73% and 69% of the tenants renewed their leases, respectively, at an average increase in rental rate of 1.7% and 2.1%, respectively. As we have limited experience in evaluating tenant retention since most of our properties were acquired in the last 12 months and our leases are generally for a one-year term, this performance may not be indicative of future renewals.

Expenses

We monitor the following categories of expenses that we believe most significantly affect our results of operations.

Property Expenses

Once a property is available for lease, which we refer to as rent-ready, we incur ongoing property-related expenses, primarily marketing expenses, HOA fees (when applicable), property taxes, utilities, insurance, and repairs and maintenance, which may not be subject to our control.

Property Management

Prior to the Management Internalization on June 10, 2013, our former property manager provided all property management functions for our properties. These functions included overseeing and directing the leasing, management and advertising of our single-family properties, including collecting rents and interacting with our tenants. We paid our former property manager a fee equal to 6% of collected rents and a leasing fee equal to one-half of one month's rent for a twelve-month term (prorated for the actual term of the lease) upon execution of each lease and renewal. In addition to these fees, we also were responsible for all direct property expenses. Upon completion of the Management Internalization, we now incur costs such as salary expenses for property management personnel, lease expenses for property management offices and technology expenses for

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maintaining the property management platform. Property management and leasing fees incurred to our former property manager have been discontinued. During the three months ended September 30, 2013, we incurred approximately \$468,000 of one-time termination fees and other costs in connection with transitioning certain of our remaining markets onto our property management platform. These costs have been included in vacant single-family property operating expenses and other in the accompanying condensed consolidated statement of operations. As of September 30, 2013, over 90% of our single-family properties are internally managed through our proprietary property management platform.

General and Administrative Expense and Advisory Fees

General and administrative expense primarily consists of payroll and personnel costs, trustees' and officers' insurance expenses, audit fees, trustee fees and other expenses associated with our corporate and administrative functions. General and administrative expense also includes an allocation of general and administrative expenses incurred by AH LLC that were either clearly applicable to or reasonably allocated to the operations of the properties prior to contribution by AH LLC in connection with the 2012 Offering and the 2,770 Property Contribution.

Prior to the Management Internalization on June 10, 2013, our corporate and administrative functions were provided by our former manager under the terms of an advisory management agreement. Rather than directly incurring the costs of our corporate and administrative functions, we previously engaged our former manager and paid it an advisory fee that was calculated as 1.75% per year of shareholders' equity (as defined). Upon completion of the Management Internalization, we no longer pay our former manager a fee and now directly incur all expenses related to our corporate and administrative functions, which are included within general and administrative expense.

Results of Operations*Property Operations***Three and nine months ended September 30, 2013 and 2012**

As of September 30, 2013 and 2012, we owned 21,267 and 2,081 single-family properties (including contributed properties), respectively, 68% and 25% of which were leased, respectively. As of September 30, 2013 and 2012, 19% and 57% of our properties were in the process of being renovated, respectively, and 13% and 18% of our properties had been renovated and were rent-ready, respectively. The following is a summary of our leased property operating performance (in thousands, except number of properties):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Property revenues	\$ 48,743	\$ 983	\$ 72,887	\$ 1,263
Leased property operating expense	17,579	360	26,941	493
Net operating income ⁽¹⁾	\$ 31,164	\$ 623	\$ 45,946	\$ 770

- (1) Net operating income, or NOI, is a supplemental non-GAAP financial measure. The Company defines NOI as rents from single-family properties, less property operating expenses for leased single-family properties. A reconciliation of NOI to net loss as determined in accordance with GAAP is located under the caption "Reconciliation of Net Operating Income to Net Loss." Our NOI margin, calculated as NOI divided by property revenues, was 64% and 63% for the three and nine months ended September 30, 2013, respectively. We believe this NOI margin will continue to improve as we reach scale in certain markets and further leverage the fixed costs of our internal property management platform.

Table of Contents**Year ended December 31, 2012 and Period from June 23, 2011 to December 31, 2011**

As of December 31, 2012 and 2011, we owned 3,644 and 33 single-family properties (including contributed properties), respectively, 32% and 58% of which were leased, respectively. As of December 31, 2012 and 2011, 51% and 36% of our properties were in the process of being renovated, respectively, 17% and 6% of which had been renovated and were available for lease, respectively. The following is a summary of our leased property operating performance (in thousands, except number of properties):

	Year Ended December 31, 2012	Period From June 23, 2011 to December 31, 2012
Property revenues	\$ 4,540	\$ 65
Leased property operating expense	1,744	27
Net operating income⁽¹⁾	\$ 2,796	\$ 38

- (1) Net operating income, or NOI, is a supplemental non-GAAP financial measure. The Company defines NOI as rents from single-family properties, less property operating expenses for leased single-family properties. A reconciliation of NOI to net loss as determined in accordance with GAAP is located under the caption Reconciliation of Net Operating Income to Net Loss.

General and Administrative Expense and Advisory Fees

General and administrative expense primarily consists of payroll and personnel costs, trustees' and officers' insurance expenses, audit fees, trustee fees and other expenses associated with our corporate and administrative functions. General and administrative expense was \$2,742,000 and \$5,178,000 for the three and nine months ended September 30, 2013, respectively, and \$2,291,000 and \$3,948,000 for the three and nine months ended September 30, 2012, respectively. General and administrative expense was \$7,199,000 and \$47,000 for the year ended December 31, 2012 and for the period from June 23, 2011 (inception) to December 31, 2011, respectively. General and administrative expense also includes an allocation of general and administrative expenses incurred by AH LLC that were either clearly applicable to or reasonably allocated to the operations of the properties prior to contribution by AH LLC in connection with the 2012 Offering and the 2,770 Property Contribution. Allocated general and administrative expenses prior to the 2012 Offering and the 2,770 Property Contribution were \$993,000 for the nine months ended September 30, 2013 and \$2,276,000 and \$3,929,000 for the three and nine months ended September 30, 2012, respectively. Allocated general and administrative expense was \$6,949,000 and \$47,000 for the year ended December 31, 2012 and for the period from June 23, 2011 (inception) to December 31, 2011, respectively.

Prior to the Management Internalization on June 10, 2013, our corporate and administrative functions were provided by our former manager under the terms of an advisory management agreement. Rather than directly incurring the costs of our corporate and administrative functions, we previously engaged our former manager and paid it an advisory fee that was calculated as 1.75% per year of shareholders' equity (as defined). Upon completion of the Management Internalization, we no longer pay our former manager a fee and now directly incur all operating expenses related to our corporate and administrative functions, which are included within general and administrative expense.

We believe that our internally managed platform provides an effective structure for current operations and will continue to grow more efficient with further scale in our portfolio of single-family properties. Since completion of the Management Internalization, we have reduced the overall cost of our corporate and administrative functions as total combined general and administrative expense and advisory fees has declined from \$4,421,000, or 24% of total revenues, for the three months ended June 30, 2013 to \$2,742,000, or 6% of total revenues, for the three months ended September 30, 2013.

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Noncash Share-Based Compensation Expense

Noncash share-based compensation expense was \$153,000 and \$606,000 for the three and nine months ended September 30, 2013, respectively. For the year ended December 31, 2012 and the period from June 23, 2011 (inception) to December 31, 2011, noncash share-based compensation expense was \$70,000 and zero, respectively. This expense primarily relates to options to purchase Class A common shares issued to our trustees and certain officers and directors and Class A common shares issued to our trustees.

Acquisition Fees and Costs Expensed

Acquisition fees and costs expensed are incurred in connection with our recent business combinations and the acquisition of properties with existing leases (including AH LLC's acquisition and renovation fee equal to 5% of the actual purchase price and renovation costs of a property). For properties that are leased at the time of acquisition, these costs are expensed, rather than capitalized as a component of the acquisition cost. For the three and nine months ended September 30, 2013, acquisition fees and costs expensed include \$281,000 and \$2,601,000, respectively, of acquisition fees associated with single-family properties acquired with in-place leases and \$215,000 and \$1,384,000, respectively, of transaction costs incurred with pursuing unsuccessful single-family property acquisitions and in connection with recent business combinations. No acquisition fees or costs were expensed during the three or nine months ended September 30, 2012. Acquisition fees and costs expensed were \$869,000 and zero for the year ended December 31, 2012 and the period from June 23, 2011 (inception) to December 31, 2011, respectively. Following the completion of the Management Internalization, we will continue to pay AH LLC's acquisition and renovation fee until December 10, 2014. Additionally, after September 10, 2014, we will have the right to offer employment to all of AH LLC's acquisition and renovation personnel that will commence on December 10, 2014. Our future acquisition fees and costs (including the 5% acquisition and renovation fee we pay AH LLC) will vary based on the volume of our acquisitions and renovations going forward.

Depreciation and Amortization

Depreciation and amortization expense consists primarily of depreciation of buildings. Depreciation of our assets is calculated over their useful lives, which is calculated on a straight-line basis over 5 to 30 years. Our intangible assets are amortized on a straight-line basis over the asset's estimated economic useful life.

Cash Flows

Our cash flows from (or used in) operating activities primarily depends on numerous factors, including the occupancy level of our properties, the rental rates achieved on our leases, the collection of rent from our tenants and the level of property operating expenses, operating expenses of our property management operations and general and administrative expenses. Net cash provided by operating activities was \$4,322,000 for the nine months ended September 30, 2013 and net cash used in operating activities was \$3,813,000 for the nine months ended September 30, 2012. Net cash used in operating activities was \$6,549,000 and \$21,000 for the year ended December 31, 2012 and the period from June 23, 2011 (inception) to December 31, 2011, respectively.

Our net cash used in investing activities primarily consists of the acquisition cost of properties and the costs of renovating our properties. Net cash used in investing activities was \$2,007,096,000 for the nine months ended September 30, 2013 and includes \$321,559,000 of renovation costs to prepare the properties for rental. These costs typically include paint, flooring, appliances, blinds and landscaping. Net cash used in investing activities was \$97,470,000 and zero for the year ended December 31, 2012 and the period from June 23, 2011 (inception) to December 31, 2011, respectively.

Net cash provided by financing activities was \$1,763,641,000 and \$3,813,000 for the nine months ended September 30, 2013 and 2012, respectively. Our net cash provided by financing activities for the nine months ended September 30, 2013 primarily consists of \$844,783,000 from our IPO and the Concurrent private

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placements, \$703,497,000 from the issuance of our Class A common shares sold in the 2013 Offering and \$1,044,000,000 in borrowings under the credit facility, offset by \$806,000,000 in principal payments on the credit facility. Net cash provided by financing activities for the year ended December 31, 2012 was \$501,217,000 and primarily consists of \$494,839,000 in proceeds from the issuance of Class A common shares sold in the 2012 offering.

Critical Accounting Policies and Estimates

Our discussion and analysis of our historical financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could ultimately differ from those estimates. For a discussion of recently-issued and adopted accounting standards, see Notes to Unaudited Condensed Consolidated Financial Statements, Note 2 Significant accounting policies.

Investment in Real Estate

Transactions in which single-family properties are purchased that are not subject to an existing lease are treated as asset acquisitions, and as such are recorded at their purchase price, including acquisition fees, which is allocated to land and building based upon their relative fair values at the date of acquisition. Single-family properties that are acquired either subject to an existing lease or as part of a portfolio level transaction are treated as a business combination under ASC 805, *Business Combinations*, and as such are recorded at fair value, allocated to land, building and the existing lease, if applicable, based upon their relative fair values at the date of acquisition, with acquisition fees and other costs expensed as incurred. Fair value is determined based on ASC 820, *Fair Value Measurements and Disclosures*, primarily based on unobservable data inputs. In making estimates of fair values for purposes of allocating the purchase price of individually acquired properties subject to an existing lease, the Company utilizes its own market knowledge and published market data. In this regard, the Company also utilizes information obtained from county tax assessment records to assist in the determination of the fair value of the land and building. The Company engages a third party valuation specialist to assist in the determination of fair value for purposes of allocating the purchase price of properties acquired as part of portfolio level transactions.

The value of acquired lease related intangibles is estimated based upon the costs we would have incurred to lease the property under similar terms. Such costs are capitalized and amortized over the remaining life of the lease. Acquired leases are generally short-term in nature (less than one year).

The nature of our business requires that in certain circumstances we acquire single-family properties subject to existing liens. Liens that we expect to be extinguished in cash are estimated and accrued on the date of acquisition and recorded as a cost of the property.

We incur costs to prepare our acquired properties to be rented. These costs, along with related holding costs, including interest expense, during the period of renovation, are capitalized to the cost of the building. Total interest expense capitalized during the three and nine months ended September 30, 2013 was \$5,027,000 and \$7,055,000, respectively. Upon completion of the renovation of our properties, all costs of operations, including repairs and maintenance, are expensed as incurred.

Goodwill

Goodwill represents the fair value in excess of the tangible and separately identifiable intangible assets that were acquired as part of the Management Internalization (see Notes to Unaudited Condensed Consolidated Financial Statements, Note 10 Acquisitions and Dispositions). Goodwill has an indefinite life and is

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therefore not amortized. The Company analyzes goodwill for impairment on an annual basis, or if certain events or circumstances occur, pursuant to ASC 350, *Intangibles - Goodwill and Other*. No impairments have been recorded as of September 30, 2013.

Impairment of Long-Lived Assets

We evaluate our long-lived assets for impairment periodically or whenever events or circumstances indicate that their carrying amount may not be recoverable. Significant indicators of impairment may include, but are not limited to, declines in home values, rental rates and occupancy percentages and significant changes in the economy. If an impairment indicator exists, we compare the expected future undiscounted cash flows against its net carrying amount. If the sum of the estimated undiscounted cash flows is less than the net carrying amount, we would record an impairment loss for the difference between the estimated fair value of the individual property and the carrying amount of the property at that date. No impairments have been recorded since the inception of the Company on June 23, 2011 through September 30, 2013.

Leasing Costs

Direct and incremental costs that we incur to lease our properties are capitalized and amortized over the term of the leases, which generally have a term of one year. Prior to the Management Internalization, we paid our former property manager a leasing fee equal to one-half of one month's rent for each lease.

Depreciation and Amortization

Depreciation is computed on a straight-line basis over the estimated useful lives of the buildings and improvements; buildings are depreciated on a straight-line basis over 30 years, and improvements are depreciated over their estimated economic useful lives. We consider the value of in-place leases in the allocation of the purchase price, and the amortization period reflects the remaining terms of the leases. The unamortized portion of the value of in-place leases is included in deferred costs and other intangibles, net. Our intangible assets are amortized on a straight-line basis over the asset's estimated economic useful life.

Cash and Cash Equivalents

We consider all demand deposits, cashier's checks, money market accounts and certificates of deposit with a maturity of three months or less to be cash equivalents. We maintain our cash and cash equivalents and escrow deposits at financial institutions. The combined account balances typically exceed the Federal Deposit Insurance Corporation insurance coverage, and, as a result, there is a concentration of credit risk related to amounts on deposit. We believe that the risk is not significant.

Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts for estimated losses that may result from the inability of tenants or borrowers to make required rent or other payments. This allowance is estimated based on, among other considerations, payment histories, overall delinquencies and available security deposits. As of September 30, 2013 and December 31, 2012, we had recorded no allowance for doubtful accounts.

Rescinded Properties

In certain jurisdictions, our purchases of single-family properties at foreclosure and judicial auctions are subject to the right of rescission. When we are notified of a rescission, the amount of the purchase price is reclassified as a receivable. As of September 30, 2013 and December 31, 2012, rescission receivables totaled \$971,000 and \$1,612,000, respectively.

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Revenue and Expense Recognition

We lease single-family properties that we own directly to tenants who occupy the properties under operating leases, generally, with a term of one year. Rental revenue, net of any concessions, is recognized on a straight-line basis over the term of the lease, which is not materially different than if it were recorded when due from tenants and recognized monthly as it is earned.

We accrue for property taxes and HOA assessments based on amounts billed, and, in some circumstances, estimates and historical trends when bills or assessments are not available. If these estimates are not correct, the timing and amount of expenses recorded could be incorrect.

Accrued and Other Liabilities

Accrued and other liabilities consist primarily of trade payables, HOA fees and property tax accruals as of the end of the respective period presented. It also consists of contingent loss accruals, if any. Such losses are accrued when they are probable and estimable. When it is reasonably possible that a significant contingent loss has occurred, we disclose the nature of the potential loss and, if estimable, a range of exposure.

Income Taxes

We have elected to be taxed as a REIT under Sections 856 to 860 of the Internal Revenue Code of 1986, or the Code, commencing with our taxable year ended December 31, 2012. We believe that we have operated, and continue to operate, in such a manner as to satisfy the requirements for qualification as a REIT. Accordingly, we will not be subject to federal income tax, provided that we qualify as a REIT and our distributions to our shareholders equal or exceed our REIT taxable income.

However, qualification and taxation as a REIT depend upon our ability to meet the various qualification tests imposed under the Code related to the percentage of income that we earn from specified sources and the percentage of our earnings that we distribute. Accordingly, no assurance can be given that we will be organized or be able to operate in a manner so as to remain qualified as a REIT. If we fail to qualify as a REIT in any taxable year, we will be subject to federal and state income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates, and we may be ineligible to qualify as a REIT for four subsequent tax years. Even if we qualify as a REIT, we may be subject to certain state or local income taxes, and our taxable REIT subsidiary will be subject to federal, state and local taxes on its income.

Share-based Compensation

Our 2012 Equity Incentive Plan is accounted for under the provisions of ASC 718, *Compensation - Stock Compensation*, and ASC 505-50, *Equity-Based Payments to Non-Employees*. Noncash share-based compensation expense related to options to purchase our Class A common shares issued to trustees is based on the fair value of the options on the grant date and amortized over the service period. Noncash share-based compensation expense related to options granted to employees of AH LLC who were considered non-employees was based on the estimated fair value of the options and was re-measured each period. As certain of these former employees of AH LLC became employees of the Company in connection with the Management Internalization on June 10, 2013, stock options for 485,000 Class A common shares were reclassified as grants to employees and re-measured as of the date of the Management Internalization. These options are recognized in expense over the service period.

Fair Value of Financial Instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged in an orderly transaction between two willing parties. The carrying amount of rents and other receivables, restricted cash for resident security deposits, escrow deposits, prepaid expenses and other assets, accounts payable and accrued expenses and amounts payable to affiliates approximate fair value because of the short maturity of these

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amounts. As the Company's credit facility bears variable interest at 30 day LIBOR plus 2.75% and was recently entered into on March 7, 2013 and further amended on September 30, 2013 (see Notes to Unaudited Condensed Consolidated Financial Statements, Note 5 Debt), management believes the carrying value of the credit facility as of September 30, 2013 reasonably approximates fair value, which has been estimated by discounting future cash flows at market rates.

Emerging Growth Company Status

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the JOBS Act), and we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies. These exemptions provide that, so long as a company qualifies as an emerging growth company, it will, among other things:

be exempt from the say on pay provisions (requiring a non-binding shareholder vote to approve compensation of certain executive officers) and the say on golden parachute provisions (requiring a non-binding shareholder vote to approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of the Dodd-Frank Act and certain disclosure requirements of the Dodd-Frank Act relating to compensation of its chief executive officer;

be permitted to omit the detailed compensation discussion and analysis from proxy statements and reports filed under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and instead provide a reduced level of disclosure concerning executive compensation; and

be exempt from any rules that may be adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor's report on the financial statements.

Although we continue to evaluate the JOBS Act, we currently may take advantage of some or all of the reduced regulatory and reporting requirements that will be available to us so long as we qualify as an emerging growth company, except that we have irrevocably elected not to take advantage of the extension of time to comply with new or revised financial accounting standards available under Section 102(b) of the JOBS Act.

We could remain as an emerging growth company for up to five years, or until the earliest of:

the last day of the first fiscal year in which our annual gross revenues exceed \$1.0 billion;

the date that we become a large accelerated filer as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our Class A common shares that are held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter; or

the date on which we have issued more than \$1.0 billion in non-convertible debt during the preceding three-year period.

Liquidity and Capital Resources

Our liquidity and capital resources as of September 30, 2013 included cash and cash equivalents of \$158,065,000. Additionally, as of September 30, 2013, we had access to a credit facility (see Credit Facility below).

Liquidity is a measure of our ability to meet potential cash requirements, maintain our assets, fund our operations, make distributions to our shareholders and meet other general requirements of our business. Our liquidity, to a certain extent, is subject to general economic, financial, competitive and other factors beyond our control. Our near-term liquidity requirements consist primarily of acquiring properties in our target markets, renovating newly-acquired rental properties, and funding our operations. Our long-term liquidity requirements

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consist primarily of funds necessary to pay for the acquisition, restoration and maintenance of our properties, HOA fees (as applicable), real estate taxes, non-recurring capital expenditures, interest and principal payments on our indebtedness, payment of quarterly dividends on our Series A Participating Preferred Shares, payment of distributions to our Class A common shareholders and general and administrative expenses.

The nature of our business, our growth plans and the requirement that we distribute at least 90% of our REIT taxable income may cause us to have substantial liquidity needs over the long term, although we have not had any taxable income to date. We will seek to satisfy our long-term liquidity needs through cash provided by operations, long-term secured and unsecured borrowings, securitizations, the issuance of debt and equity securities (including OP units), property dispositions and joint venture transactions, but there can be no assurance that we will be able to access adequate liquidity sources on favorable terms or at all. We have financed our operations and acquisitions to date through the issuance of common and preferred equity securities and borrowings under our credit facility. Going forward, we expect to meet our operating liquidity requirements generally through cash on hand and cash provided by operations. We believe our rental income net of operating expenses will generally provide cash flow sufficient to fund our operations and dividend distributions. However, a significant number of our properties are not fully stabilized. In addition, our real estate assets are illiquid in nature. A timely liquidation of assets might not be a viable source of short-term liquidity should a cash flow shortfall arise, and we may need to source liquidity from other financing alternatives.

To qualify as a REIT, we are required to distribute annually at least 90% of our REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and to pay tax at regular corporate rates to the extent that we annually distribute less than 100% of our net taxable income. We intend to pay quarterly dividends to our shareholders, which in the aggregate approximately equal our net taxable income in the relevant year. On November 7, 2013, our board of trustees declared our initial quarterly distribution of \$0.05 per Class A common share payable on January 10, 2014 to shareholders of record on December 15, 2013. Additionally, our board of trustees also declared the initial pro-rated quarterly dividend of \$0.229167 per share on our Series A Participating Preferred Shares payable on December 31, 2013 to shareholders of record on December 15, 2013.

Credit Facility

On March 7, 2013, we entered into a \$500 million senior secured revolving credit facility with a financial institution, which includes an accordion feature that allows us to increase the total amount of the credit facility from \$500 million up to \$1 billion, subject to obtaining lender commitments, paying certain related fees and costs, and satisfying customary closing conditions. On June 6, 2013, we entered into a temporary increase to our credit facility that allowed us to borrow up to \$1 billion through December 6, 2013. On August 6, 2013, the closing date of our IPO, the credit facility had an outstanding balance of \$840 million, which we paid down by \$716 million from proceeds of our IPO. Upon closing of our IPO and related paydown, maximum borrowings under the credit facility returned to \$500 million. On September 30, 2013, we amended our credit facility to, among other things, expand our borrowing capacity to \$800 million, add an additional lender and extend the repayment period to September 30, 2018.

The amount that may be borrowed under the credit facility will generally be based on the lower of 50% of cost and the value of our qualifying leased and un-leased properties and certain other measures based in part on the net income generated by our qualifying leased and un-leased properties, which is referred to as the Borrowing Base. Borrowings under the credit facility are available through March 7, 2015, which may be extended for an additional year, subject to the satisfaction of certain financial covenant tests. Upon expiration of the credit facility period, any outstanding borrowings will convert to a term loan through September 30, 2018. All borrowings under the credit facility bear interest at 30 day LIBOR (0.17% as of September 30, 2013) plus 2.75% until March 2017, and thereafter at 30 day LIBOR plus 3.125%.

The credit facility is secured by our operating partnership's membership interests in the entities that own all of our single-family properties and requires that we maintain financial covenants relating to the following matters: (i) minimum liquidity of cash, cash equivalents and borrowing capacity under any credit facilities in an

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aggregate amount of at least \$15,000,000, of which at least \$7,500,000 must be in cash and cash equivalents; (ii) a maximum leverage ratio of 1.0 to 1.0; and (iii) tangible net worth (as defined) not less than 85% of our tangible net worth as of September 30, 2013, plus 85% of the net proceeds of any additional equity capital raises completed on or after September 30, 2013. As of September 30, 2013, the Company was in compliance with all loan covenants under the credit facility and had \$238 million in outstanding borrowings.

Other Transactions with AH LLC and its Affiliates

Contribution in connection with the 2012 Offering

In connection with the 2012 Offering, on December 31, 2012, AH LLC contributed 367 single-family properties with an agreed-upon value of \$49,444,000 and made a cash investment of \$556,000. In connection with this acquisition, AH LLC received 3,300,000 of our Class A common shares, 667 of our Class B common shares and 32,667 Class A units. The agreed-upon value of this contribution was \$50,000,000, with the value of the single-family properties contributed based on their purchase price together with renovation costs, holding costs and transfer costs incurred by AH LLC, and a 5% acquisition fee to AH LLC. Because the transaction has been deemed to be between entities under common control under the provisions of ASC 805, *Business Combinations*, the single-family properties acquired have been recorded at AH LLC's net carrying cost of \$47,646,000 as of the date of the acquisition, without consideration of the acquisition fees which were expensed.

2,770 Property Contribution

On February 28, 2013, pursuant to a contribution agreement with AH LLC, we acquired a portfolio of 2,770 single-family properties with an agreed-upon value of \$491,666,000 in exchange for 31,085,974 Series C units and 634,408 Class B common shares, in each case based on a price per unit or share of \$15.50. Because the transaction is also considered to be between entities under common control, the accounts relating to the properties acquired have been reflected retroactively in our consolidated financial statements based on the results of operations and net book value recorded by AH LLC. Holders of the Series C units are entitled to distributions equal to actual net cash flow of the portfolio of 2,770 properties that we purchased from AH LLC on February 28, 2013, up to a maximum of 3.9% per unit per annum based on a price per unit of \$15.50. Pursuant to the contribution agreement, AH LLC is responsible for all costs to transfer the properties and for paying costs associated with the completion of initial renovation of the properties after we acquire them. Concurrently with this transaction, our former manager agreed to a permanent reduction in our former manager's management fee of \$9,800,000 per year in connection with the increased shareholder's equity.

Holders of the Series C units have a one-time right to convert all such units into Class A units. If on the date of conversion, the contributed properties are not initially leased (as defined) for at least 98% of the scheduled rents (determined on an aggregate basis) the Series C units will convert into Class A units on a one for one basis, and the Series C units associated with the remaining single-family properties will convert into a number of Class A units determined by dividing AH LLC's aggregate cost (as defined) of the properties (including the acquisition fees) by \$15.50, with proportionate reductions in Class B shares.

Subsequent events

Subsequent acquisitions

From October 1, 2013 through October 31, 2013 we acquired approximately 600 properties with an aggregate purchase price of approximately \$79,260,000. We have reduced our pace of acquisitions in an effort to match our capital investments with our capital raising activities. We expect that our level of acquisition activity will fluctuate based on the number of suitable investments and on the level of funds available for investment.

5.000% Series A Participating Preferred Shares

On October 25, 2013, the Company raised \$110,000,000 before aggregate underwriting discounts and estimated offering costs of \$6,204,000 through the sale of 4,400,000 Series A Participating Preferred Shares, or

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the Series A Offering. Additionally, on November 8, 2013, the underwriters exercised their full over-allotment option to purchase an additional 660,000 Series A Participating Preferred Shares, resulting in an additional \$16,500,000 of gross proceeds to the Company before aggregate underwriting discounts and estimated offering costs of \$825,000.

Borrowings on Credit Facility

From October 1, 2013 through October 31, 2013, the Company borrowed an additional \$122,000,000 under the credit facility and made payments on the credit facility totaling \$140,000,000, including a \$95,000,000 payment using proceeds from the Series A Offering. On October 31, 2013, the loan had an outstanding balance of \$220,000,000. See [Liquidity and Capital Resources](#) [Credit Facility](#) for more information about the terms of our credit facility.

Declaration of Distributions

On November 7, 2013, our board of trustees declared our initial quarterly distribution of \$0.05 per Class A common share payable on January 10, 2014 to shareholders of record on December 15, 2013. Additionally, our board of trustees also declared the initial pro-rated quarterly dividend of \$0.229167 per share on the Company's Series A Participating Preferred Shares payable on December 31, 2013 to shareholders of record on December 15, 2013.

Off-Balance Sheet Arrangements

We have no obligations, assets or liabilities that would be considered off-balance sheet arrangements. We have not participated in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements.

Contractual Obligations

In connection with the renovation of single-family properties after they are purchased, we enter into contracts for necessary improvements. As of September 30, 2013 and December 31, 2012, we had aggregate outstanding commitments of \$4,612,000 and \$1,694,000, respectively, in connection with these contracts. As of September 30, 2013 and December 31, 2012, we had commitments to acquire 416 and 462 single-family properties, respectively, with an aggregate purchase price of approximately \$57,573,000 and \$70,082,000, respectively. It is likely that some of these properties will not be acquired for various reasons.

Quantitative and Qualitative Disclosures about Market Risk

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We may in the future use derivative financial instruments to manage, or hedge, interest rate risks related to any borrowings we may have. We expect to enter into such contracts only with major financial institutions based on their credit ratings and other factors. We do not currently have any market risk sensitive instruments.

Reconciliation of Net Operating Income to Net Loss

Net operating income, or NOI, is a supplemental non-GAAP financial measure. The Company defines NOI as rents from single-family properties, less property operating expenses for leased single-family properties.

The Company considers NOI to be a meaningful financial measure because we believe it is helpful to investors in understanding the operating performance of our single-family properties. It should be considered only as a supplement to net loss as a measure of our performance. NOI should not be used as a measure of the

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Company's liquidity, nor is it indicative of funds available to fund the Company's cash needs, including its ability to pay dividends or make distributions. NOI also should not be used as a supplement to or substitute for net loss or net cash flows from operating activities (as computed in accordance with GAAP). Because other REITs may define NOI differently, NOI may not be comparable to NOI reported by other REITs.

The following is a reconciliation of NOI to net loss as determined in accordance with GAAP (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net loss	\$ (3,861)	\$ (2,675)	\$ (9,595)	\$ (4,405)
Income from discontinued operations			(1,008)	
Gain on remeasurement of equity method investment			(10,945)	
Remeasurement of Series E units	438		438	
Depreciation and amortization	24,043	490	37,827	592
Acquisitions fees and costs expensed	496		3,985	
Noncash share-based compensation expense	153		606	
Interest expense			370	
Advisory fees			6,352	
General and administrative expense	2,742	2,291	5,178	3,948
Property operating expenses for vacant single-family properties and other	7,873	517	13,993	635
Other revenues	(720)		(1,255)	
Net operating income	\$ 31,164	\$ 623	\$ 45,946	\$ 770

	Year Ended December 31, 2012	Period From June 23, 2011 to December 31, 2011
	Net loss	\$ (10,236)
Depreciation and amortization	2,111	21
Acquisitions fees and costs expensed	869	
Noncash share-based compensation expense	70	
Advisory fees	937	
General and administrative expense	7,199	47
Property operating expenses for vacant single-family properties and other	1,846	12
Net operating income	\$ 2,796	\$ 38

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OUR BUSINESS AND PROPERTIES

Our Company

We are an internally managed Maryland REIT focused on acquiring, renovating, leasing and operating single-family homes as rental properties. We commenced operations in November 2012 to continue the investment activities of AH LLC, which was founded by our chairman, Mr. Hughes, in 2011 to take advantage of the dislocation in the single-family home market. Mr. Hughes has over 40 years of experience in the real estate business and a successful track record as co-founder and former chairman and chief executive officer of Public Storage, a REIT listed on the NYSE. We have an integrated operating platform that consists of approximately 401 personnel dedicated to property management, marketing, leasing, financial and administrative functions. Our acquisition and renovation functions are performed by AH LLC, to whom we will continue to pay an acquisition and renovation fee through December 2014.

As of September 30, 2013, we owned 21,267 single-family properties for an estimated total investment of approximately \$3.6 billion and had an additional 416 properties in escrow that we expected to acquire, subject to customary closing conditions, for an estimated total investment of approximately \$67.1 million. As of September 30, 2013, we owned properties in selected sub-markets of MSAs in 22 states, and we continually evaluate potential new target markets that fit our underwriting criteria and are located where we believe we can achieve sufficient scale for internalized property management.

We intend to become a leader in the single-family home rental industry by aggregating a geographically diversified portfolio of high quality single-family homes and developing American Homes 4 Rent into a nationally recognized brand that is well-known for quality, value and tenant satisfaction and is well respected in our communities. Our objective is to generate attractive, risk-adjusted returns for our shareholders through dividends and capital appreciation.

We intend to use the net proceeds of this offering to continue to acquire and renovate single-family properties, including certain escrowed properties, and to repay indebtedness we have incurred or expect to incur under our credit facility. In addition to single-family properties, we also may seek to invest in condominium units, townhouses and real estate-related debt investments. Our investments may be made directly or through investment vehicles with third-party investors. In addition to individual property purchases, we may pursue bulk acquisitions from financial institutions, government agencies and competitors.

We have been organized and operated in conformity with the requirements for qualification and taxation as a REIT under U.S. federal income tax laws, commencing with our taxable year ended December 31, 2012, and we expect to satisfy the requirements for qualification and taxation as a REIT under the U.S. federal income tax laws for our taxable year ending December 31, 2013, and subsequent taxable years.

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The table below summarizes certain information with respect to our properties as of September 30, 2013.

Our Properties⁽¹⁾

Market	Properties Owned		Estimated Total Investment ⁽²⁾⁽³⁾			Total Book Value ⁽⁴⁾			Average per Property	
	Units	% of Total	\$ millions	% of Total	Avg. per Property	\$ millions	% of Total	Avg. per Property	Square Footage	Property Age (years)
Dallas-Fort Worth, TX	1,861	8.8%	\$ 297.1	8.2%	\$ 159,569	\$ 287.5	8.1%	\$ 154,462	2,200	10.2
Indianapolis, IN	1,845	8.7%	269.3	7.5%	145,956	267.4	7.6%	144,937	1,879	11.6
Greater Chicago area, IL and IN	1,443	6.8%	230.4	6.4%	159,650	211.4	6.0%	146,525	1,855	12.3
Atlanta, GA	1,341	6.3%	231.8	6.4%	172,742	216.7	6.1%	161,604	2,163	13.0
Houston, TX	1,094	5.1%	189.3	5.2%	173,050	189.4	5.4%	173,135	2,303	9.6
Cincinnati, OH	1,075	5.1%	184.7	5.1%	171,768	183.4	5.2%	170,564	1,845	11.9
Phoenix, AZ	962	4.5%	150.0	4.2%	155,881	143.5	4.1%	149,210	1,811	11.3
Charlotte, NC	961	4.5%	164.7	4.6%	171,386	162.8	4.6%	169,379	1,947	10.7
Nashville, TN	905	4.3%	188.4	5.2%	208,137	181.1	5.1%	200,107	2,190	9.5
Jacksonville, FL	893	4.2%	134.6	3.7%	150,505	129.4	3.7%	144,870	1,926	9.6
All Other ⁽⁵⁾	8,887	41.7%	1,573.0	43.5%	177,058	1,557.5	44.1%	175,312	1,904	10.9
Total / Average	21,267	100.0%	\$ 3,613.1	100.0%	\$ 169,893	\$ 3,530.1	100.0%	\$ 165,985	1,969	11.0

- (1) Includes 377 properties owned by the RJ joint ventures in which we hold an approximate one-third interest.
- (2) For properties that we acquired directly, Estimated Total Investment represents our actual purchase price (including closing costs) and estimated renovation costs plus a 5% acquisition and renovation fee, if applicable. Estimated renovation costs represent the total costs we have incurred or expect to incur to renovate a property to prepare it for rental. These costs typically include paint, flooring, appliances, blinds and landscaping. Estimated Total Investment differs from Total Book Value only with respect to the properties contributed by AH LLC. For properties contributed by AH LLC, Total Book Value represents the net book value of AH LLC as of the date of contribution. See note 3 below.
- (3) Estimated Total Investment includes estimated renovation costs in the aggregate of approximately \$224 million, approximately \$198 million of which represents actual renovation costs incurred through September 30, 2013 and approximately \$26 million of which represents estimated remaining costs we expect to incur as of that date to prepare these properties for rental. Estimated renovation costs typically include paint, flooring, appliances, blinds and landscaping.
- (4) Total Book Value represents the book value on a GAAP basis of all properties. In the case of AH LLC's contribution of properties to us, for GAAP purposes these transactions are considered to be transactions between entities under common control under the provisions of ASC 805, *Business Combinations*. As a result, these properties have been reflected at the net carrying cost of AH LLC. For the properties acquired from the Alaska Joint Venture, the \$904.5 million purchase price has been allocated among the properties in accordance with GAAP.
- (5) Represents 32 markets in 19 states.

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The table below summarizes certain information with respect to properties in escrow as of September 30, 2013.

Properties in Escrow⁽¹⁾

Market	Properties in Escrow				Estimated Total Investment ⁽²⁾	
	Units	% of Total	Avg. Sq.Ft.	Avg. Age (years)	\$ millions	Avg. per Property
Columbus, OH	77	18.5%	1,936	12.3	\$ 10.8	\$ 140,140
Cincinnati, OH	77	18.5%	1,989	11.9	\$ 12.1	157,524
Charlotte, NC	38	9.1%	2,146	9.3	\$ 6.1	160,487
Raleigh, NC	29	7.0%	1,869	9.0	\$ 4.9	169,074
Indianapolis, IN	28	6.7%	1,952	11.7	\$ 4.1	147,287
Nashville, TN	24	5.8%	2,401	6.3	\$ 5.2	215,999
Winston-Salem, NC	18	4.3%	2,160	11.0	\$ 2.8	155,231
Greensboro, NC	14	3.4%	1,869	10.0	\$ 2.1	152,981
Jacksonville, FL	13	3.1%	1,852	6.8	\$ 1.8	135,481
Dallas-Fort Worth, TX	12	2.9%	2,949	10.8	\$ 1.9	161,547
All Other ⁽³⁾	86	20.7%	1,989	10.4	\$ 15.3	177,239
Total / Average	416	100.0%	2,033	10.6	\$ 67.1	\$ 161,318

- (1) Includes properties in escrow subject to customary closing conditions. Does not include properties in escrow subject to lender approval. Properties in escrow are typically not occupied at the closing date.
- (2) Estimated Total Investment represents our actual purchase price (including closing costs) and estimated renovation costs plus a 5% acquisition and renovation fee. Estimated renovation costs represent the total costs we expect to incur to renovate a property to prepare it for rental. These costs typically include paint, flooring, appliances, blinds and landscaping.
- (3) Represents 19 markets in 11 states.

In October 2013, we acquired approximately 583 properties with an estimated total investment of \$86.0 million. Additionally, between October 31, 2013 and November 15, 2013 (the latest practicable date before the commencement of this offering), we acquired approximately 397 properties with an estimated total investment of \$58.4 million. Approximately 62% of these properties acquired between September 30, 2013 and November 15, 2013 were purchased in foreclosure auctions and the balance through other acquisition channels. At November 15, 2013, we had approximately 573 properties in escrow with an estimated total investment of \$96.5 million. The level of purchases for the entire month of November 2013 should not be extrapolated from this partial month information as acquisition activity tends to be higher at the beginning of a month.

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Property and Management

We lease office space in Agoura Hills, California for our company headquarters and lease property management office space in 18 locations in 13 states.

The graphs below set forth various characteristics of our portfolio as of September 30, 2013.

Portfolio by Total Investment

Portfolio by Square Footage

Portfolio by State⁽¹⁾

Portfolio by Number of Bedrooms

⁽¹⁾ Based on estimated total investment.

Our Competitive Strengths

We believe that the following strengths enable us to implement our business and growth strategies and compete effectively in the single-family home rental market:

Experienced and tenured management team. We believe the significant experience, expertise and relationships of our executive team drive our business and growth. Our executive team, headed by Mr. Hughes, our Chairman, Mr. Singelyn, our Chief Executive Officer, Mr. Corrigan, our Chief Operating Officer, and Mr. Nelson, our Chief Financial Officer, each of whom is a former executive of Public Storage, has a successful track record of managing and growing a publicly traded REIT through all stages of the real estate investment cycle. Among other executive positions they have held, Mr. Singelyn was treasurer of Public Storage and was chief executive officer of Public Storage Canada, a real estate company previously listed on the Toronto Stock Exchange, and ACE; Mr. Corrigan was the chief financial officer of PS Business Parks, a NYSE-listed REIT; and Mr. Nelson was the chief financial officer of Lennar Partners, Inc. and Alexandria Real Estate Equities, Inc., a NYSE-listed REIT.

Large, diversified portfolio of high-quality properties. As of September 30, 2013, we owned 21,267 single-family properties concentrated in select sub-markets of MSAs within 22 states. These homes are

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located in neighborhoods of cities that we believe remain desirable places to live, despite significantly impacted home prices. In addition, we continually evaluate potential new markets across the country. We are focused on acquiring homes with a number of key property characteristics, including: (i) construction after 1990; (ii) three or more bedrooms; (iii) two or more bathrooms; (iv) a range of \$70,000 estimated minimum valuation to \$400,000 maximum bid price; and (v) estimated renovation costs not in excess of 25% of estimated value. We target areas with above average median household incomes, well-regarded school districts and access to desirable lifestyle amenities. We believe that homes in these areas will attract tenants with strong credit profiles, produce high occupancy and rental rates and generate long-term property appreciation. Not all of the homes that we may acquire will meet all of these criteria, especially if acquired as part of a bulk purchase.

Our acquisition process remains flexible, and we expect AH LLC's acquisition channel focus to shift as we strategically source opportunities in this evolving market. The following table summarizes AH LLC's acquisition, renovation, and leasing activity by quarter through September 30, 2013.

Quarterly Acquisition, Renovation and Leasing Rates

(As of September 30, 2013)

Demonstrated property acquisition track record and processes. Since its inception in June 2011, AH LLC has developed an effective acquisition process, supported by analytics and dedicated personnel within our target markets, that is capable of efficiently deploying large amounts of capital. The acquisition process begins with an analysis of housing markets in select MSAs based on numerous economic and real estate characteristics. AH LLC then targets sub-markets at the neighborhood and street levels, where its system allows it to screen broadly and rapidly for potential acquisitions with key attributes, such as property age, size, number of bedrooms/bathrooms, potential renovation costs and potential rental rates. The level of our acquisition activity will fluctuate because it depends on the number of suitable investments, as well as on the level of funds available for investment.

AH LLC underwrites potential property acquisitions and has implemented an efficient bid management system where homes are screened and underwritten based on our established property acquisition

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parameters, including date of construction, number of bedrooms and bathrooms, underwritten valuation range and renovation costs.

AH LLC purchases properties through a variety of acquisition channels, including foreclosure auctions, broker sales (through MLS, REO sales and short sales) and portfolio (or bulk) sales. AH LLC has developed an efficient process for bidding on large numbers of homes at auctions consistent with local and state laws, which has contributed to our significant pace of capital deployment. In addition, AH LLC has developed an extensive network of real estate brokers that facilitates a large volume of acquisitions through the retail sales process. To date, foreclosure auctions and broker sales (primarily MLS and short sales) have presented the most attractive channels to access a significant supply of quality homes at attractive prices. Through September 30, 2013, we have acquired approximately 46% of our properties through foreclosure auctions and 54% through broker sales and other acquisition channels. AH LLC's acquisition process remains flexible, and we expect its acquisition channel focus to shift as it strategically sources opportunities in this evolving market.

Substantial Renovation Capabilities. AH LLC has an in-house team of approximately 109 dedicated personnel to oversee the renovation process. This team focuses on renovating our homes to meet our quality standards prior to leasing. Once a home is acquired, AH LLC promptly performs a comprehensive inspection followed immediately with a renovation capital expenditures plan. The renovation plan is designed to address any quality issues identified through the inspection and minimize future maintenance costs. We believe this process makes our properties more attractive to potential tenants and reduces lease-up time. We have found that a rapid response to renovating our homes improves our relationship with the local communities and HOAs, enhancing the American Homes 4 Rent brand recognition and loyalty. We estimate that AH LLC generally completes property renovations within approximately 90 days after a property is available for renovation. From January 1, 2013 to September 30, 2013, we completed renovations on 13,754 properties.

Institutional quality management platform and systems. Our management platform and systems are fully integrated with AH LLC's acquisition and renovation platform to ensure oversight and coordination of our key functions, including acquisitions, renovations, leasing, property management and accounting. We have developed an extensive property management infrastructure with modern systems and technology, dedicated personnel and local offices in certain of our target markets. Our property management personnel maintain a disciplined focus on controlling costs, driving occupancy and maximizing rental rates through all phases of our properties lifecycles. Within in-house markets, property managers oversee or execute all property management functions, including property rehabilitation and renovation, marketing, tenant sourcing and leasing, rent collection and processing, tenant relations, property repairs and maintenance and accounts payable, including payment processing for property taxes and HOA dues. We currently provide property management services in 33 of our markets, representing over 90% of our portfolio, and expect to continue to internalize property management services in additional markets where we believe we can achieve sufficient scale. In addition, we expect to continue to benefit from our established finance, accounting and administration functions, which include legal, compliance, information technology and operational personnel.

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As of September 30, 2013, we had approximately 14,384 leased properties, including leases on properties for which we have completed renovations and leases existing at the date of acquisition. The following table summarizes our leasing experience as of September 30, 2013.

Our Leasing Experience

Market	Not Rent Ready	Number of Properties ⁽¹⁾			Available for Rent 90+ Days ⁽⁴⁾	30+ Days Occupancy % ⁽⁵⁾	90+ Days Occupancy % ⁽⁶⁾	Average Annual Scheduled Rent Per Property
		Leased ⁽²⁾	Available for Rent 30+ Days ⁽³⁾	Available for Rent 30+ Days ⁽³⁾				
Dallas-Fort Worth, TX	496	1,144	1,206	1,178	94.9%	97.1%	\$ 17,521	
Indianapolis, IN	267	1,238	1,413	1,250	87.6%	99.0%	14,669	
Greater Chicago area, IL and IN	604	574	671	602	85.5%	95.3%	19,171	
Atlanta, GA	253	973	1,021	1,011	95.3%	96.2%	15,930	
Houston, TX	297	613	639	622	95.9%	98.6%	18,193	
Cincinnati, OH	227	664	717	676	92.6%	98.2%	16,760	
Phoenix, AZ	52	756	832	809	90.9%	93.4%	13,219	
Charlotte, NC	110	680	758	691	89.7%	98.4%	15,470	
Nashville, TN	56	721	762	738	94.6%	97.7%	17,787	
Jacksonville, FL	93	636	649	644	98.0%	98.8%	15,663	
All Other ⁽⁷⁾	1,692	5,152	6,003	5,445	85.8%	94.6%	16,615	
Total / Average	4,147	13,151	14,671	13,666	89.6%	96.2%	\$ 16,417	

- (1) Includes single-family properties acquired in the Alaska Joint Venture Acquisition on June 11, 2013.
- (2) Includes leases on properties for which we have completed renovations and excludes 1,233 leases with tenants existing at the date of acquisition.
- (3) Available for Rent 30+ Days represents the number of properties that have been leased after we have completed renovations or are available for rent (i.e., rent-ready) for a period of greater than 30 days.
- (4) Available for Rent 90+ Days represents the number of properties that have been leased after we have completed renovations or are available for rent (i.e., rent-ready) for a period of greater than 90 days.
- (5) Occupancy percentage is computed by dividing the number of leased properties by the number of properties available for rent 30+ days.
- (6) Occupancy percentage is computed by dividing the number of leased properties by the number of properties available for rent 90+ days.
- (7) Represents 32 markets in 19 states.

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The table below reflects our recent leasing experience in Indianapolis, Indiana, Tampa, Florida, Cincinnati, Ohio and Raleigh, North Carolina, illustrative examples of four markets that we have recently fully transitioned to internal property management.

Internal Property Management Platform⁽¹⁾**Case Studies Indianapolis, IN, Tampa, FL, Cincinnati, OH and Raleigh, NC****New Leases Signed****January to June, 2013**

Market	January	February	March	April	May	June
Indianapolis, IN						
<i>Rent-Ready Properties Beginning of Month</i>	69	107	120	134	168	184
Third-Party Managed	16	11	9	3		
Internally Managed		71	98	148	182	213
Leases / Day	0.52	2.93	3.45	5.03	5.87	7.10
Tampa, FL						
<i>Rent-Ready Properties Beginning of Month</i>	49	64	118	234	212	209
Third-Party Managed	16	20	21	1		
Internally Managed			16	115	129	126
Leases / Day	0.52	0.71	1.19	3.87	4.16	4.20
Cincinnati, OH						
<i>Rent-Ready Properties Beginning of Month</i>	60	82	76	159	173	156
Third-Party Managed	23	43	38	70	72	9
Internally Managed					28	105
Leases / Day	0.74	1.54	1.23	2.33	3.23	3.80
Raleigh, NC						
<i>Rent-Ready Properties Beginning of Month</i>			1	46	117	200
Third-Party Managed			1	10	56	51
Internally Managed						78
Leases / Day			0.03	0.33	1.81	4.30

(1) This table depicts leasing results for four markets that in 2013 transitioned from third-party property management to internal property management by our company and may not be indicative of the historical leasing results for all of our markets and of the leasing results of our markets in the future.

We believe that our platform will allow us to achieve strong tenant retention and lease renewal rates at our properties. Based on our experience with 490 and 961 leases that reached full term maturation during the three and nine months ended September 30, 2013, 73% and 69% of the tenants renewed their leases, respectively, at an average increase in rental rate of 1.7% and 2.1%, respectively. As we have limited experience in evaluating tenant retention since most of our properties were acquired in the last 12 months and our leases are generally for a one-year term, this performance may not be indicative of future renewals.

Substantial alignment of interests of AH LLC and management with our shareholders. Through the Management Internalization, our operating partnership acquired our former manager and former property manager from AH LLC, and we became an internally managed REIT with an integrated operating platform, other than the acquisition and renovation services that AH LLC continues to provide us, on an exclusive basis, until December 10, 2014. In connection with the Management Internalization, AH LLC also received convertible equity securities in our operating partnership that are linked to favorable financial metrics and share appreciation. As of September 30, 2013, AH LLC owns approximately 25% of our Class A common shares assuming that all of its Class B common shares and OP Units are converted into, or redeemed for, Class A common shares. As a result, we believe that the

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economic interests of AH LLC and management are substantially aligned with those of our shareholders.

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Successful track record raising capital and strong balance sheet. We have a proven ability to raise significant amounts of debt and equity capital. Since November 2012, we have raised net proceeds of approximately \$2.2 billion through two private placements of our Class A common shares, our initial public offering, the concurrent private placements to AH LLC and APFC and our issuance of Series A Participating Preferred Shares. In addition, in March 2013, we entered into a \$500 million credit facility with Wells Fargo. On September 30, 2013, we amended our credit facility to add J.P. Morgan Chase Bank as a lender, expand our borrowing capacity under the credit facility to \$800 million and extend the repayment period to September 30, 2018, among other things. At October 31, 2013, we had \$220 million of borrowings outstanding under our credit facility and cash and cash equivalents on hand of approximately \$128 million. At September 30, 2013, we had approximately \$3.9 billion in assets. On November 8, 2013, we announced that we had engaged advisors to assist in structuring and negotiating a securitization transaction secured by a portion of our portfolio of single-family properties that we intend to market in the first quarter of 2014, subject to capital markets conditions, rating agency review and customary closing conditions. We also continue to explore other financing sources and capital raising alternatives with various financial institutions from time to time. There can be no assurance that we will complete these potential capital raising transactions within our expected timeframes or on favorable terms, if at all.

Our Business and Growth Strategies

Our primary objective is to generate attractive risk-adjusted returns for our shareholders through dividends and capital appreciation. We believe we can achieve this objective by pursuing the following strategies:

Secure early-mover advantage and position as a dominant owner/operator of single-family rental properties. Historically, the single-family home rental market has been extremely fragmented, comprised primarily of private and individual property investors in local markets. Until recently, there have been no large-scale, national market owners/operators due primarily to the challenge of efficiently scaling the acquisition and management of many individual homes. With an unprecedented opportunity to acquire a large number of homes at attractive prices, we intend to continue to leverage our expertise and experience in rapidly building an institutional-quality, professionally managed business. We believe that being one of the first in our industry to do so on a large scale will provide us the early-mover advantage to continue aggregating a large, geographically diversified portfolio of high quality properties at prices that provide attractive potential yields and capital appreciation.

Employ a robust and disciplined property acquisition process. We have exclusive access to AH LLC's established acquisition and renovation platform to acquire high quality single-family homes. AH LLC has approximately 145 full-time personnel dedicated to identifying, evaluating, inspecting and acquiring homes. To date, AH LLC has primarily acquired properties at foreclosure auctions and through broker sales (primarily MLS and short sales). AH LLC may also source property acquisition opportunities through portfolio (or bulk) sales from government agencies, financial institutions and competitors. In addition, we may explore non-performing loan portfolios as possible investments. We pay AH LLC a fee equal to 5% of the sum of the purchase price and initial renovation costs of each property that we acquire, and AH LLC pays all expenses related to acquisition and renovation personnel, including all internal and third-party costs related to the investigation of properties not acquired by us.

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The following table summarizes AH LLC's acquisitions by month through September 30, 2013.

Monthly Purchase Summary⁽¹⁾

- (1) Includes properties that have been sold by AH LLC to third parties.

Assemble a geographically diversified portfolio. We will monitor and manage the diversification of our portfolio in order to reduce the risks associated with adverse developments affecting a particular market. We currently are focusing on acquiring single-family homes in selected sub-markets of MSAs within 22 states, with an emphasis on achieving critical mass within each target market. We continually evaluate potential new markets where we may invest and establish operations as opportunities emerge. We select our markets based on steady population growth, strong rental demand and a high level of distressed sales of homes that can be acquired below replacement cost, providing for attractive potential yields and capital appreciation. In addition, if we are unable to gain desired critical mass within a market to operate efficiently, we may pursue ways to exit those markets in a manner designed to maximize shareholder value.

Efficiently manage and operate properties. Building on the experience of our executive team at Public Storage and our significant in-house property management capabilities, we strive to create a leading, comprehensive single-family home property management business. As was the case with the self-storage industry, we believe the key to efficiently managing a large number of relatively low-cost properties is to strike the appropriate balance between centralization and decentralization. We utilize local, in-house property management for our properties in all markets where we believe it is economical to do so. We believe that in-house property management enables us to optimize rental revenues, effectively manage expenses, realize significant economies of scale and maintain direct contact with our tenants. Our property management platform has local leasing agents and property managers in each of our markets. In addition, corporate-level functions are centralized, including management, accounting, legal, marketing and a call center to handle overflow leasing calls and maintenance calls. These centralized services allow us to provide all markets with the benefits of these functions without the burden of staffing each function in every market. In addition, by having a national property management operation, we have the ability to negotiate favorable terms on services and products with many of our contractors and vendors, including national contractors and vendors.

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We currently provide property management services in 33 of our markets, representing over 90% of our portfolio. We utilize third-party property management firms to provide property management and leasing services in the markets that we do not currently manage internally.

We continually evaluate markets to determine when to internalize property management based on various factors, including the number of properties owned in a target market, pace of acquisitions and cost of third-party management. We expect the internally managed percentage of our portfolio to increase over the near term.

Establish a nationally recognized brand. We are striving to establish American Homes 4 Rent as a nationally recognized brand because we believe that establishing a brand well-known for quality, value and tenant satisfaction will help attract and retain tenants and qualified personnel, as well as support higher rental rates. Based on our executive team's experience at Public Storage, we believe that creating brand awareness will facilitate the growth and success of our company. We have established a toll-free number and a website to provide a direct portal to reach potential tenants and to drive our brand presence. We believe our brand is gaining recognition within a number of our markets.

Optimize capital structure. We may use leverage to increase potential returns to our shareholders, but we will seek to maintain a conservative and flexible balance sheet. As our company grows, we may seek to access additional financing markets, including asset securitizations. Based in part on our executive team's experience at Public Storage, we believe that preferred shares provide an attractive source of permanent capital. We also may participate in investment vehicles with third-party investors as an alternative source of equity to grow our business. Our executive officers have substantial experience organizing and managing investment vehicles with third-party investors, including during their time at Public Storage.

Our Business Activities

Property Acquisition, Renovation, Leasing and Property Management

Integrated Team and Process

- (1) Process Time is the average of all homes that AH LLC has acquired, converted, renovated and leased since its inception.

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Property Acquisition. We have exclusive access to AH LLC's disciplined acquisition platform that is capable of deploying large amounts of capital across all acquisition channels and in multiple markets simultaneously. AH LLC's acquisition team, led by Mr. Corrigan, our Chief Operating Officer, has approximately 145 personnel to identify potential acquisitions and deploy capital. We are focused on acquiring homes with a number of key property characteristics, including: (i) construction after 1990; (ii) three or more bedrooms; (iii) two or more bathrooms; (iv) a range of \$70,000 estimated minimum valuation to \$400,000 maximum bid price; and (v) estimated renovation costs not in excess of 25% of estimated value. We expect that certain homes we purchase will be outside these parameters, and we may revise these parameters from time to time. The acquisition process begins with an analysis of housing markets, where target markets are selected based on steady population growth, strong rental demand and a high level of distressed sales of newer homes that can be acquired below replacement cost, providing for attractive potential yields and potential capital appreciation. Our target markets currently include selected sub-markets of MSAs in 22 states. Within AH LLC's target markets, AH LLC's system allows it to screen broadly and rapidly for potential acquisitions and is designed to identify highly targeted sub-markets at the neighborhood and street levels.

AH LLC purchases properties through a variety of acquisition channels, including foreclosure auctions, broker sales and portfolio (bulk) sales. To date, foreclosure auctions and broker sales (primarily MLS and short sales) have presented the most attractive channels to access a significant supply of quality homes at attractive prices. AH LLC has developed an efficient process for bidding on large number of homes at auctions consistent with local and state laws, which has contributed to our significant pace of capital deployment. Properties become available at auction when a person with a lien on the property forecloses on the lien. The property is then sold at auction, either by a court or trustee, in order to satisfy the debt owed to the lien holder. Auction processes vary significantly between jurisdictions driven by differences in state and local laws. While properties acquired at foreclosure auctions have a limited time frame for due diligence, AH LLC has developed a process that rigorously focuses on the material issues that we believe will affect potential yields before determining a maximum bid amount. Significant issues considered in underwriting homes going through the trustee sale process include an evaluation of our acquisition parameters, as well as the property's location. This evaluation includes a drive-by inspection of the property. Potential eviction and renovation costs are estimated, as well as expected rents and expenses. The property is also researched for the existence of any senior liens. AH LLC's local teams have experience in evaluating homes in foreclosure, conducting due diligence and bidding at auctions, which we believe positions AH LLC to bid effectively against other competitors. In addition, AH LLC underwrites acquisition candidates and has implemented an efficient bid management system and closing and transfer processes that we believe results in acquisitions at an attractive estimated total investment.

AH LLC has and will continue to source property acquisition opportunities through broker sales (including traditional MLS, REO sales and short sales) and portfolio (or bulk) sales from government agencies, financial institutions and competitors. In particular, AH LLC has developed an extensive network of real estate brokers that facilitate a large volume of acquisitions through broker sales. AH LLC has a team dedicated to identifying opportunities for homes sold in bulk by institutions or competitors. Acquisitions through these channels generally allow more time for underwriting to determine the expected rents, expenses and renovation costs, obtain title insurance and review local covenant conditions and restrictions.

Property Renovation. AH LLC has a team of approximately 109 dedicated personnel to oversee the renovation process. This team focuses on maximizing the benefit of our investment in property renovation. Once a home is acquired, if it is not occupied, AH LLC promptly begins the renovation process, during which each property is thoroughly evaluated. Any resulting work is presented for bid to approved contractors in each of our markets. AH LLC has negotiated substantial quantity discounts in each of our markets for products that we regularly use during the renovation process, such as paint, window blinds, carpet and flooring. By establishing and enforcing best practices and quality

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consistency, we believe that AH LLC is able to reduce the costs of both materials and labor. We have found that a rapid response to renovating our homes improves our relationship with the local communities and HOAs, enhancing the American Homes 4 Rent brand recognition and loyalty. For homes that are occupied, property renovation is generally delayed. We estimate that AH LLC generally (1) completes property renovations within approximately 90 days after a property is available for renovation and (2) leases a property approximately 30 days after it is placed on the market, based on properties leased to date.

If a home that is acquired remains occupied, AH LLC typically postpones the renovation process. However, an assessment is usually immediately made of potential renovation work that must be addressed once the property can be accessed.

Existing Occupant Transition. Upon acquisition, AH LLC must often interact with and replace existing occupants of the homes acquired, whether they are prior homeowners or existing tenants. AH LLC's primary objective in this process is to quickly transition these occupants to tenants of ours, and, if that is not possible, to arrange for them to voluntarily vacate the home promptly. Occasionally, AH LLC may offer a modest incentive to existing occupants to vacate. Such a cost is viewed as appropriate in relation to value gained from accelerating AH LLC's access to the home to begin renovation. As a last resort, the existing occupants will be evicted. AH LLC has attorneys on staff familiar with the laws of the locales of our properties to handle this process.

Existing occupants who are tenants sometimes have a bona fide lease under state and federal regulations that must be honored. In these instances, AH LLC will honor such leases, while continuing to work with the tenants to transition them to a lease under our form and rental structure at the conclusion of the existing lease. Renovations are typically not conducted in this instance.

Property Management. We have developed an extensive in-house property management infrastructure, with modern systems, dedicated personnel and local offices in certain of our target markets. In these markets, property managers who are our employees will execute all property management functions. In the markets we do not have in-house property management, we will engage experienced local third-party property managers to provide these services. We continually evaluate our existing markets to determine when it is appropriate to establish in-house property management. This decision is based on many factors, including the number of properties in the market, the pace of property acquisitions and the cost of third-party property management. We are providing, or are in the process of establishing capabilities to provide, property management services in 34 of our target markets. We have approximately 350 dedicated personnel in property management and leasing functions.

Marketing and Leasing. We are responsible for establishing rental rates, marketing and leasing properties (including screening prospective tenants) and collecting and processing rent. We establish rental rates based on analysis by the local property management teams in each market. Factors considered in establishing the rental rates include a competitive analysis of rents, the size and age of the house, and many qualitative factors, such as neighborhood characteristics and access to quality schools, transportation and services.

We advertise the available properties through multiple channels, including our website, Craigslist, MLS, yard signs and local brokers. In some markets, we utilize a network of local real estate agents to show homes to prospective tenants. We believe that utilizing local agents will make the process more efficient and creates an additional marketing channel for properties under management.

Prospective tenants may submit an application through the website, Craigslist posting or in person. We evaluate prospective tenants in a standardized manner. Our application and evaluation process includes obtaining appropriate identification, a thorough evaluation of credit and income, a review of the applicant's rental history, and a background check for criminal activity. We are generally able to complete our application and evaluation process the same day the prospective tenant submits a rental application.

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We collect the majority of rent electronically via Automated Clearing House transfer or direct debit to the tenant's checking account via a secure Tenant Portal on our website. An auto-pay feature is offered to facilitate rent payment. Tenants' charges and payment history are available to tenants online through the Tenant Portal. Tenants who do not pay rent by the late payment date (typically the third or fifth calendar day of the month) will receive notification and are assessed a late fee. Eviction is a last resort, and the eviction process is managed in compliance with local and state regulations. The eviction process will be documented through a property management system with all correspondence and documentation stored electronically.

Tenant Relations and Property Maintenance. We are also responsible for property repairs and maintenance and tenant relations. We offer a 24/7 emergency line to handle after hours issues, and our tenants can contact us through our local property management office and through the convenient and secure Tenant Portal on our website. As part of our ongoing property management, we conduct routine repairs and maintenance as appropriate to maximize long-term rental income and cash flows from our portfolio. In addition, our local property managers are involved in periodic visits to our properties to help foster positive, long-term relationships with our tenants, to monitor the condition and use of our homes and to ensure compliance with HOA rules and regulations.

Systems and Technology. As with Public Storage, effective systems and technology are essential components of our process. We have made significant investments in our lease management system, accounting systems and our asset management systems. They have been designed to be scalable, as we anticipate our portfolio of homes to continue to grow rapidly. Our website is fully integrated into the tenant accounting and leasing system. From the website, prospective tenants can browse homes available for rent, request additional information and apply to rent a specific home. Through the Tenant Portal existing tenants can set up automatic payments and initiate maintenance requests. The system is designed to handle the accounting requirements of residential property accounting, including accounting for security deposits and paying property-level expenses. The system also interfaces with the credit agency, Experian, expediting evaluations of prospective tenant rental applications. We obtained ownership to these systems in connection with the Management Internalization.

We have worked with a search engine optimization firm to ensure we place high in search engine lists and will continue to monitor our placement on search engines. In addition, sponsored key words are generally purchased in selected markets as needed. We are developing a second generation website that will provide users with better identification of available properties through maps, and the ability to attach documents (e.g., paycheck stubs) to rental applications and will also be accessible from mobile devices.

Recent Developments

Series A Participating Preferred Shares Offering

In October and November 2013, we issued a total of 5,060,000 Series A Participating Preferred Shares at a price of \$25.00 per share (including the exercise in full of the underwriters' option to purchase additional shares), for gross proceeds of approximately \$126.5 million before underwriting discounts and offering costs.

Declaration of Distributions

On November 7, 2013, our board of trustees declared our initial quarterly distribution of \$0.05 per Class A common share payable on January 10, 2014 to shareholders of record on December 15, 2013. Additionally, our board of trustees also declared the initial pro-rated quarterly dividend of \$0.229167 per share on our Series A Participating Preferred Shares payable on December 31, 2013 to shareholders of record on December 15, 2013.

Securitization Transaction

On November 8, 2013, we announced that we had engaged advisors to assist in structuring and negotiating a securitization transaction secured by a portion of our portfolio of single-family properties. The transaction was

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approved by our board of trustees. We intend to go to market with the transaction during the first quarter of 2014, subject to, among other matters, conditions in the capital markets, rating agency review and customary closing conditions, and expect that the transaction will be exempt from registration under the Securities Act. There can be no assurances that the contemplated transaction will be completed.

Joint Venture to Acquire Mortgage Assets

In September 2013, we announced the formation of AMIP, a joint venture between us and JCRI, an investment entity formed and capitalized by a group of mortgage servicing and real estate finance professionals. AMIP was formed to manage multiple investment funds focused on the acquisition and resolution of distressed residential mortgage assets in the United States. AMIP currently holds no residential mortgages and is focusing initially on evaluating and negotiating possible acquisitions. There can be no assurance that AMIP will be able to acquire any such assets or that any such investments will be profitable.

Risk Management

We face various forms of risk in our business ranging from broad economic, housing market and interest rate risks, to more specific factors, such as credit risk related to our tenants, re-leasing of properties and competition for properties. We believe that the systems and processes developed by our experienced executive team since commencing our operations in November 2012 will allow us to monitor, manage and ultimately navigate these risks.

Insurance

We maintain property and corporate level insurance coverage related to our business, including crime and fidelity, property management errors and omissions, trustees and officers errors and omissions, employment practice liability and workers' compensation. We believe the policy specifications and insured limits under our insurance program are appropriate and adequate for our business and properties given the relative risk of loss, the cost of the coverage and industry practice. However, our insurance coverage is subject to substantial deductibles and carveouts, and we will be self-insured up to the amount of such deductibles and carveouts. See Risk Factors Risks Related to Our Business We are self-insured against many potential losses, and uninsured or underinsured losses relating to properties may adversely affect our financial condition, operating results, cash flows and ability to make distributions on our preferred and common shares.

Competition

We face competition from different sources in each of our two primary activities: acquiring properties and renting our properties. We believe our primary competitors in acquiring our target properties through individual acquisitions are individual investors, small private investment partnerships looking for one-off acquisitions of investment properties that can either be rented or restored and sold, and larger investors, including private equity funds and other REITs, that are seeking to capitalize on the same market opportunity that we have identified. Our primary competitors in acquiring portfolios are private equity investors, other REITs and sizeable institutional investors. These same competitors may also compete with us for tenants. Competition may increase the prices for properties that we would like to purchase, reduce the amount of rent we may charge at our properties, reduce the occupancy of our portfolio and adversely impact our ability to achieve attractive yields. However, we believe that our acquisition platform, our extensive in-house property management infrastructure and market knowledge in markets that meet our selection criteria provide us with competitive advantages.

Regulation

General

Our properties are subject to various covenants, laws and ordinances, and certain of our properties are also subject to the rules of the various HOAs where such properties are located. We believe that we are in material

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compliance with such covenants, laws, ordinances and rules, and we also require that our tenants agree to comply with such covenants, laws, ordinances and rules in their leases with us.

Fair Housing Act

The Fair Housing Act, or FHA, its state law counterparts and the regulations promulgated by HUD and various state agencies, prohibit discrimination in housing on the basis of race or color, national origin, religion, sex, familial status (including children under the age of 18 living with parents or legal custodians, pregnant women and people securing custody of children under the age of 18), handicap or, in some states, financial capability. We believe that our properties are in substantial compliance with the FHA and other regulations.

Environmental Matters

As a current or prior owner of real estate, we are subject to various federal, state and local environmental laws, regulations and ordinances, and we could be liable to third parties as a result of environmental contamination or noncompliance at our properties, even if we no longer own such properties. See [Risk Factors](#) [Risks Related Our Business](#) [Contingent or unknown liabilities could adversely affect our financial condition, cash flows and operating results.](#)

REIT Qualification

We have elected to be taxed as a REIT, commencing with our first taxable year ended December 31, 2012. Our qualification as a REIT, and maintenance of such qualification, will depend upon our ability to meet, on a continuing basis, various complex requirements under the Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distributions to our shareholders and the concentration of ownership of our equity shares. We believe that, commencing with our initial taxable year ended December 31, 2012, we are organized in conformity with the requirements for qualification and taxation as a REIT.

As a REIT, we generally will not be subject to U.S. federal income tax on our REIT taxable income that we currently distribute to our shareholders, but taxable income generated by any taxable REIT subsidiary that we may form or acquire will be subject to federal, state and local income tax. Under the Code, REITs are subject to numerous organizational and operational requirements, including a requirement that they distribute annually at least 90% of their REIT taxable income to their shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, our income would be subject to U.S. federal income tax, and we would likely be precluded from qualifying for treatment as a REIT until the fifth calendar year following the year in which we fail to qualify. Even if we qualify as a REIT, we may still be subject to certain U.S. federal, state and local taxes on our income and assets and to U.S. federal income and excise taxes on our undistributed income.

Investment Company Act of 1940

We intend to conduct our operations so that neither we nor any of our subsidiaries are required to register as an investment company under the Investment Company Act of 1940, as amended, or the 1940 Act.

Legal Proceedings

We are not involved in any material litigation nor, to our knowledge, is any material litigation threatened against us.

Employees

We have approximately 401 dedicated personnel. None of our personnel are covered by a collective bargaining agreement. See [Certain Relationships and Related Party Transactions](#) [Management Internalization](#) [Employee Administration Agreement](#).

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Our board of trustees consists of eight members. Of these eight trustees, five, constituting a majority, are considered independent within the meaning of the listing standards of the NYSE.

The following table sets forth certain information concerning our trustees and executive officers.

Name	Age	Position
B. Wayne Hughes	80	Non-Executive Chairman
David P. Singelyn	52	Chief Executive Officer and Trustee
John Corrigan	52	Chief Operating Officer and Trustee
Peter J. Nelson	56	Chief Financial Officer
David Goldberg	64	Executive Vice President
Sara H. Vogt-Lowell	38	Senior Vice President and Chief Legal Officer
Dann V. Angeloff ⁽¹⁾	78	Independent Trustee
Matthew J. Hart ⁽²⁾⁽³⁾	61	Independent Trustee
James H. Kropp ⁽¹⁾⁽²⁾	64	Independent Trustee
Lynn Swann ⁽¹⁾⁽³⁾	61	Independent Trustee
Kenneth Woolley ⁽²⁾⁽³⁾	67	Independent Trustee

(1) Member of Nominating and Corporate Governance Committee.

(2) Member of Audit Committee.

(3) Member of Compensation Committee.

Trustees

B. Wayne Hughes Non-Executive Chairman. Mr. Hughes has served as our Non-Executive Chairman since October 2012. In June 2011, Mr. Hughes co-founded AH LLC, a private company formed to capitalize on the dislocation in the single-family home market and an affiliate of our company. In 1972, Mr. Hughes founded Public Storage (NYSE: PSA), one of the nation's largest REITs, where he served as a Trustee from 1980 to 2012 and retired as Chief Executive Officer in November 2002. In 2006, Mr. Hughes founded ACE, a real estate management company with 62 retail and office properties across California and Hawaii. Mr. Hughes earned a B.A. in Business from the University of Southern California and is qualified to serve as a Trustee due to his more than 40 years of real estate, financial and operational expertise, including the organization of Public Storage in 1972 and its management until 2002.

David P. Singelyn Chief Executive Officer and Trustee. Mr. Singelyn has served as a Trustee and our Chief Executive Officer since October 2012. Mr. Singelyn co-founded AH LLC with Mr. Hughes in June 2011 and served as the Chief Executive Officer of our former manager until the Management Internalization. From 2003 through April 2013, Mr. Singelyn was Chairman and President of Public Storage Canada, a real estate company previously listed on the Toronto Stock Exchange, where he built a management team that restructured the operations of the company, including building an operations team and installing accounting and operating computer systems. In 2010, Mr. Singelyn facilitated the restructuring of the ownership entity that was traded on the Toronto stock exchange resulting in the company going private. In 2005, Mr. Singelyn, along with Mr. Hughes, founded ACE, and he now serves as a co-manager of ACE. Mr. Singelyn is also a director of the William Lawrence and Blanche Hughes Foundation, a non-profit organization dedicated to research of pediatric cancer. Mr. Singelyn served as the Treasurer for Public Storage, from 1989 through 2003, where he was responsible for equity capital raising, debt issuances, corporate cash management and financial management for Public Storage and its subsidiary operations. During his tenure, and with his direct involvement, Public Storage raised funds through the public and institutional marketplaces, including from a number of state pensions.

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Mr. Singelyn started his career at Arthur Young and Company (now a part of Ernst & Young LLP) and also served as Controller of Winchell's Donut Houses where he was responsible for all accounting functions. Mr. Singelyn earned a B.S. in Accounting and a B.S. in Computer Information Systems from California Polytechnic University Pomona and is qualified to serve as a Trustee due to his extensive real estate, financial and operational experience with private and public companies.

John Jack Corrigan Chief Operating Officer and Trustee. Mr. Corrigan has served as a Trustee and our Chief Operating Officer since October 2012. Since November 2011, Mr. Corrigan has been the Chief Operating Officer of our former manager. From 2006 to 2011, Mr. Corrigan was the Chief Executive Officer of A & H Property and Investments, a full service leasing and property management company in Los Angeles County with a portfolio of residential, retail, industrial and office properties where he was responsible for acquisitions, dispositions, development, financing and management operations. Mr. Corrigan served as Chief Financial Officer of PS Business Parks Inc. (NYSE: PSB), a publicly-traded REIT specializing in office and industrial properties throughout the United States, from 1998 to 2004. Prior to his tenure at PS Business Parks, Mr. Corrigan was a partner in the accounting firm of LaRue, Corrigan & McCormick where he was responsible for the audit and consulting practice of that firm. Mr. Corrigan started his career at Arthur Young and Company (now a part of Ernst & Young LLP) and also served as Vice President and Controller of Storage Equities, Inc. (a predecessor entity to Public Storage). Mr. Corrigan earned a B.S. in Accounting from Loyola Marymount University. He is a Certified Public Accountant licensed in the state of California and a California-licensed real estate broker. Mr. Corrigan is qualified to serve as a Trustee due to his extensive real estate, financial and operational experience with public and private companies.

Dann V. Angeloff Trustee. Mr. Angeloff has served as a Trustee since November 2012. Mr. Angeloff founded The Angeloff Company, a corporate financial advisory firm advising top management of small and mid-sized companies in the areas of capital sourcing, merger-acquisition and other financial services and has served as its President since 1976. He is and has been active in the capital markets as an investment banker and corporate financial advisor for over 50 years and has been responsible for over 80 financial transactions with a major emphasis in initial public offerings. He currently serves on the board of Electronic Recyclers International, Inc. Within the last five years, Mr. Angeloff has served on the following boards: Bjurman, Barry Fund, Inc., Nicholas-Applegate Growth Equity Fund, Public Storage and SoftBrands, Inc. Mr. Angeloff received a B.S. in Finance and an M.B.A. in Finance from the University of Southern California. Mr. Angeloff is qualified to serve as a Trustee due to his investment banking background and knowledge of capital markets and his public company board experience. In addition, he is one of the founders of the National Association of Corporate Directors, or NACD, and former Chairman and President and currently chairman emeritus of the Southern California NACD Chapter and brings his extensive knowledge of corporate governance practices to our board of trustees and to our Nominating and Corporate Governance Committee, which he chairs.

Matthew J. Hart Trustee. Mr. Hart has served as a Trustee since November 2012. Mr. Hart served as President and Chief Operating Officer of Hilton Hotels Corporation, or Hilton, a global hospitality company, from May 2004 until the buyout of Hilton by the Blackstone Group in October 2007. He also served as Executive Vice President and Chief Financial Officer of Hilton from 1996 to 2004. Prior to joining Hilton, Mr. Hart served as the Senior Vice President and Treasurer of the Walt Disney Company (NYSE: DIS), Executive Vice President and Chief Financial Officer for Host Marriott Corp., Senior Vice President and Treasurer for Marriott Corporation and Vice President, Corporate Lending, for Bankers Trust Company. Mr. Hart currently serves on the board of directors of US Airways Group, Inc. (NYSE: LCC), Air Lease Corporation (NYSE: AL) and Great American Group, Inc. Mr. Hart received a B.A. in Economics and Sociology from Vanderbilt University and an M.B.A. in Finance and Marketing from Columbia University. Mr. Hart is qualified to serve as a Trustee due to his financial expertise, risk management experience, extensive experience as a senior operating and finance executive in developing strategies for large public companies, his mergers and acquisitions experience, and his service as a public company director.

James H. Kropp Trustee. Mr. Kropp has served as a Trustee since November 2012. Since 2009, Mr. Kropp has been the Chief Investment Officer of SLKW Investments LLC, a family investment office and the

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successor to i3 Funds LLC. Since 2011, he has been a Manager of Microproperties LLC, an investor and asset manager of net leased restaurant properties. From 2009 until its sale in February 2012, he served as Interim CFO of TaxEase LLC, a tax lien finance company. Mr. Kropp was Senior VP of Investments for Gazit Group USA, Inc., a real estate investor, from 2006 to December 2008. Since 1998, Mr. Kropp has served as a director of PS Business Parks Inc., and is the Chair of its Compensation Committee and a member of its Nominating/Corporate Governance Committee. Since its founding in 2011, he has been a director of Corporate Capital Trust, a registered investment company, and Chair of its Audit Committee and a member of its Nominating/Corporate Governance Committee. He was a director of Trustreet Properties Inc. and its predecessor, US Restaurant Properties Inc., from 2002 through February 2007 and served as Chairman of its Audit Committee and Compensation Committee and was a member of the Nominating and Corporate Governance Committees during his tenure. From May 2007 until its sale in February 2010, Mr. Kropp was a Trustee as well as Chairman of the Audit Committee and a member of the Governance and Independent Trustee Committees of The CNL Funds, a registered investment company. Mr. Kropp earned a B.B.A. in Finance from St. Francis College. He completed the CPA preparation program at New York University and was licensed as a CPA while at Arthur Young and Company (now a part of Ernst & Young LLP). Mr. Kropp is qualified to serve as a Trustee due to his knowledge of investment banking and capital markets, specializing in real estate securities, his extensive experience with real estate businesses, including other REITs, and his experience as a member of several public company boards.

Lynn Swann Trustee. Mr. Swann has served as a Trustee since November 2012. Mr. Swann has been the President of Swann, Inc., a marketing and consulting company, since 1976 and the Managing Director of the LS Group which is a third party capital fundraising firm, since 2011. Since 1979 Mr. Swann has been the National Spokesman for Big Brothers Big Sisters of America, served on their National Board from the mid-1980s to 2011 and was Chairman of the Board from 1993 to 1995. Mr. Swann also played 18 seasons in the National Football League (NFL) for the Pittsburgh Steelers, was selected to three Pro Bowls, won four Super Bowls, and was inducted into the Pro Football Hall of Fame in 2001. After his NFL career, Mr. Swann engaged in television sports broadcasting for ABC Sports. Mr. Swann is a board member of H.J. Heinz Co. (NYSE: HNZ), Caesar's Entertainment Corp. (NASDAQ:CZR) and Hershey Entertainment and Resorts. Mr. Swann earned a B.A. in Public Relations from the University of Southern California and is qualified to serve as a Trustee due to his media and public relations experience, consumer awareness skills, diverse business and political background and management-level decision-making experience.

Kenneth M. Woolley Trustee. Mr. Woolley has served as a Trustee since November 2012. He is the founder of Extra Space Storage, Inc. (NYSE: EXR), or Extra Space, a self-storage REIT, and he currently serves as its Executive Chairman. He served as Chairman and Chief Executive Officer from its inception in 2004 through March 2009 and was formerly Chief Executive Officer of Extra Space's predecessor. From 1994 to 2002, he was an active participant on Storage USA's Advisory Board. From 1983 to 1989 he acted as a preferred developer for Public Storage, Inc. Mr. Woolley has also developed over 9,000 apartment units in 32 projects and acquired over 15,000 apartment units in the past 25 years and is the founder of several companies in the retail, electronics, food manufacturing, airline and natural resources industries. Mr. Woolley received a B.A. in Physics from Brigham Young University and an M.B.A. and Ph.D. in Business Administration from Stanford University, Graduate School of Business. Mr. Woolley is qualified to serve as a Trustee due to his extensive experience with public companies, including his executive experience with Extra Space, and experience with multi-family properties.

Executive Officers

Set forth below is biographical information for each of our executive officers, other than Mr. Singelyn and Mr. Corrigan who also serve on our board of trustees and whose biographical information is set forth above

Peter J. Nelson Chief Financial Officer. Mr. Nelson has served as our Chief Financial Officer since October 2012. Mr. Nelson held the same position with our former manager from September 2012 until the Management Internalization. From 2004 to 2012, Mr. Nelson was the managing partner of Morecambe Partners,

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LLC, an advisory and consultancy firm focused on early stage companies, workout situations and real estate businesses and transactions. During his tenure at Morecambe Partners, Mr. Nelson structured and invested in several commercial real estate transactions, including the acquisition, re-repositioning and disposition of industrial properties. From 1997 until 2004, Mr. Nelson served in several executive positions with Alexandria Real Estate Equities, Inc. (NYSE: ARE), or ARE, including Chief Financial Officer, Senior Vice President Operations and Treasurer. ARE is a REIT with a portfolio primarily consisting of office properties that provide research laboratories for scientific organizations. Mr. Nelson was responsible for debt and equity capital raising activities for ARE. Mr. Nelson was involved in ARE's property acquisition and growth strategies throughout United States, and his responsibilities included overseeing ARE's risk management activities and all accounting and financial reporting functions, including the supervision of audits. From 1995 until 1997, Mr. Nelson served as Chief Financial Officer of Lennar Partners, Inc., now known as LNR Property Corporation, formerly a subsidiary of Lennar Corporation (NYSE: LEN), where he oversaw all financial and operational aspects of the company's investment in and operation of commercial properties. Mr. Nelson graduated from California State University, Northridge with a B.S. in Accounting. He is an inactive Certified Public Accountant in the state of California.

David Goldberg Executive Vice President. Mr. Goldberg has served as our Executive Vice President since October 2012. Mr. Goldberg held the same position with our former manager from 2011 until the Management Internalization. Since 2006, Mr. Goldberg has been a co-manager of ACE, and since 2006 he has served as a legal consultant and senior counsel for Public Storage. From 1991 until 2005, Mr. Goldberg held various legal positions with Public Storage, including Senior Vice President and General Counsel. In such capacity, Mr. Goldberg was responsible for all Public Storage securities, real estate and property management activities and was involved in capital raising, real estate acquisition, corporate reorganization and property management transactions. From 1974 until 1991, Mr. Goldberg was an associate and a partner in the law firm of Agnew, Miller & Carlson and a partner with the law firm of Sachs & Phelps and with the law firm of Hufstедler, Miller, Carlson & Beardsley. Mr. Goldberg earned an A.B. in History and Social Studies from Boston University and a Juris Doctor from the University of California, Berkeley (Boalt School of Law) and is a member of the California State Bar.

Sara H. Vogt-Lowell Senior Vice President and Chief Legal Officer. Ms. Vogt-Lowell has served as our Senior Vice President and Chief Legal Officer since October 2012. As Senior Vice President and Chief Legal Officer she coordinates legal matters and real estate transactions, guides the defense of our company against prospective and pending claims and lawsuits and monitors applicable legal, regulatory and compliance developments. From 2011 until the Management Internalization, Ms. Vogt-Lowell held the same positions with our former manager. From March 2006 through April 2013, she has served as General Counsel for Malibu Management, Public Storage Canada and ACE where her responsibilities included managing, directing and providing guidance over all legal affairs, preparing, negotiating and reviewing real estate acquisition contracts, leases, financing instruments and other legal instruments, overseeing all real estate transactions, corporate governance matters and litigation, monitoring legal, regulatory and compliance developments, and anticipating, assessing and mitigating legal risks for each company. Ms. Vogt-Lowell began her legal career at the law firm of Latham & Watkins LLP in 2002 as a member of the finance department where she specialized in real estate transactions. There, she represented a variety of clients, including lenders, residential and commercial developers, landlords, tenants, buyers, sellers and owners of commercial, industrial, residential and other real estate projects, with specific experience in multi-site, multi-state property portfolios. Ms. Vogt-Lowell earned a B.A. in Political Science from the University of California, Los Angeles and a Juris Doctor from the University of California, Berkeley (Boalt School of Law). Ms. Vogt-Lowell is a member of the California State Bar and is an active member of the Business Law and Real Property Law sections.

Board of Trustees

The number of members on our board of trustees will be determined from time-to-time by resolution of the existing members of the board. Our board of trustees currently consists of eight persons. Our trustees are nominated each year by the Nominating and Corporate Governance Committee of our Board of Trustees.

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We are subject to the rules of the NYSE. Generally, these rules require a number of trustees serving on our board to meet standards of independence. Our board of trustees has determined that the trustees listed above as Independent Trustee meet the independence standards of the NYSE. Our independent trustees meet regularly in executive sessions without members of management present.

Our board of trustees believes its members collectively have the experience, qualifications, attributes and skills to effectively oversee the management of our company, including a high degree of personal and professional integrity, an ability to exercise sound business judgment on a broad range of issues, sufficient experience and background to have an appreciation of the issues facing our company, a willingness to devote the necessary time to board duties, a commitment to representing the best interests of our company and a dedication to enhancing shareholder value.

Committees of the Board of Trustees

Our board has established three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each of these committees consists of three members, each of whom meets the independence standards of the NYSE. Matters put to a vote by any one of our three independent committees of our board of trustees must be approved by a majority of the trustees on the committee who are present at a meeting, in person or as otherwise permitted by our bylaws, at which there is a quorum or by the unanimous written consent of the trustees serving on the committee. Additionally, our board of trustees may from time to time establish other committees to facilitate the board's oversight of management of the business and affairs of our company.

Audit Committee. The Audit Committee is composed of Messrs. Hart, Kropp and Woolley, and Mr. Kropp currently serves as its chairman. Our board has affirmatively determined that each of the Audit Committee members meets the definition of independent trustee for purposes of the NYSE rules and the independence requirements of Rule 10A-3 of the Exchange Act. Our board has also determined that each member of our Audit Committee qualifies as an audit committee financial expert under SEC rules and regulations. The Audit Committee's principal functions consist of overseeing:

review of all related party transactions in accordance with our related party transactions policy;

our accounting and financial reporting processes;

the integrity of our consolidated financial statements and financial reporting process;

our systems of disclosure controls and procedures and internal control over financial reporting;

our compliance with financial, legal and regulatory requirements;

the evaluation of the qualifications, independence and performance of our independent registered public accounting firm;

the performance of our internal audit functions; and

our overall risk exposure and management.

Compensation Committee. The Compensation Committee is composed of Messrs. Woolley, Hart and Swann, and Mr. Woolley currently serves as its chairman. The Compensation Committee's principal functions consist of supporting the board of trustees in fulfilling its oversight responsibilities relating to the following:

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reviewing and approving on an annual basis the corporate goals and objectives relevant to our chief executive officer's compensation, evaluating our chief executive officer's performance in light of such goals and objectives and determining and approving the remuneration of our chief executive officer based on such evaluation;

reviewing and approving the compensation of our other executive officers;

reviewing our executive compensation policies and plans;

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implementing and administering our incentive and equity-based compensation plans;

determining the number of shares underlying, and the terms of, share option and restricted share awards to be granted to our trustees, executive officers, other employees and consultants pursuant to these plans;

assisting management in complying with our proxy statement and annual report disclosure requirements;

producing a report on executive compensation to be included in our annual proxy statement; and

reviewing, evaluating and recommending changes, if appropriate, to the remuneration for trustees.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is composed of Messrs. Angeloff, Kropp and Swann, and Mr. Angeloff currently serves as its chairman. The Nominating and Corporate Governance Committee's principal functions consists of:

identifying individuals qualified to become members of our board of trustees and ensuring that our board of trustees has the requisite expertise;

developing, and recommending to the board of trustees for its approval, qualifications for trustee candidates and periodically reviewing these qualifications with the board of trustees;

reviewing the committee structure of the board of trustees and recommending trustees to serve as members or chairs of each committee of the board of trustees;

reviewing and recommending committee slates annually and recommending additional committee members to fill vacancies as needed;

developing and recommending to the board of trustees a set of corporate governance guidelines applicable to us and, at least annually, reviewing such guidelines and recommending changes to the board of trustees for approval as necessary;

overseeing the annual self-evaluations of the board of trustees and management; and

overseeing our board of trustees' compliance with the code of business conduct and ethics.

Code of Business Conduct and Ethics

Our board of trustees has adopted a code of business conduct and ethics that applies to our officers, trustees and employees. Among other matters, our code of business conduct and ethics is designed to deter wrongdoing and to promote the following:

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honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;

compliance with applicable governmental laws, rules and regulations;

prompt internal reporting of violations of the code to appropriate persons identified in the code; and

accountability for adherence to the code of business conduct and ethics.

Any waiver of the code of business conduct and ethics for our executive officers, trustees or any employees may be made only by our Nominating and Corporate Governance Committee and will be promptly disclosed as required by law or stock exchange regulations.

Limitations on Liabilities and Indemnification of Trustees and Officers

For information concerning limitations of liability and indemnification applicable to our trustees, executive officers and, in certain circumstances, employees, see Material Provisions of Maryland Law and of Our Declaration of Trust and Bylaws, and Certain Relationships and Related Party Transactions.

Table of Contents**Compensation Committee Interlocks and Insider Participation**

None of our executive officers serve as a member of a board of trustees or compensation committee, or other committee serving an equivalent function, of any other entity that has one or more of its executive officers serving as a member of our board of trustees or our Compensation Committee.

Trustee Compensation

Our board of trustees has established a compensation program for our independent trustees. Pursuant to this compensation program, we pay the following fees to each of our independent trustees:

an annual cash retainer of \$75,000;

an additional annual cash retainer of \$10,000 to the chair of our Audit Committee;

an additional annual cash retainer of \$7,500 to the chair of our Compensation Committee; and

an additional annual cash retainer of \$7,500 to the chair of our Nominating and Corporate Governance Committee.

Upon completion of our initial private placement in November 2012, we also made an initial grant to each independent trustee of options to purchase 10,000 of our Class A common shares pursuant to our 2012 Incentive Plan. The options have an exercise price of \$15.00 and vest ratably over a period of four years from the date of the grant. We also reimburse our independent trustees for reasonable out-of-pocket expenses incurred in connection with the performance of their duties as trustees, including without limitation, travel expenses in connection with their attendance in-person at board and committee meetings. Trustees who are employees do not receive any compensation for their services as trustees.

In addition, in April 2013, we awarded the members of the special committee of our board of trustees, which is comprised of our independent trustees, an aggregate of 6,500 Class A common shares with an aggregate grant date fair value of approximately \$112,000. In November 2013, we awarded the members of the special committee of our board of trustees an aggregate of 13,000 Class A common shares with an aggregate grant date fair value of approximately \$205,000.

Trustee Compensation Table

The following table presents information relating to the total compensation of our non-employee trustees for the fiscal year ended December 31, 2012. Messrs. Hughes, Singelyn and Corrigan did not receive any compensation for their services as trustees in 2012.

Name	Fees Earned or Paid in Cash (\$)	Share Awards (\$)	Option Awards ⁽¹⁾⁽²⁾⁽³⁾ (\$)	Total (\$)
B. Wayne Hughes				
Dann V. Angeloff	20,625		42,400	63,025
Matthew J. Hart	18,750		42,400	61,150
James H. Kropp	21,250		42,400	63,650
Lynn Swann	18,750		42,400	61,150
Kenneth Woolley	20,625		42,400	63,025
David P. Singelyn				
John Corrigan				

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- (1) The amounts in the Option Awards column reflect the grant date fair value of share options granted to our trustees pursuant to the 2012 Incentive Plan utilizing the methodology described in Note 7 to our consolidated financial statements.
- (2) The grant date fair value for share options granted in fiscal year 2012 was \$4.24 per share.
- (3) During 2012, each of Messrs. Angeloff, Hart, Kropp, Swann and Woolley were awarded 10,000 share options, and at December 31, 2012, the aggregate number of outstanding unvested share options awards was 50,000.

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Executive Compensation

Since our formation, including for fiscal year 2012, we did not have any employees whom we compensated directly with salaries or other cash compensation. Until the Management Internalization, our employees were provided by AH LLC through Malibu Management Inc., an affiliate of AH LLC, or MMI, and, upon completion of the Management Internalization, we entered into an employee administration agreement with MMI to obtain the exclusive services of our management and property management personnel. Under the employee administration agreement, our management and property management personnel (including our executive officers) are fully dedicated to us, and we direct MMI with respect to the terms and conditions of employment of these personnel, including making all determinations as to the elements and amount of compensation and benefits to be provided.

Compensation Overview

We believe that the primary goal of executive compensation is to align the interests of our executive officers with those of our shareholders in a way that allows us to attract and retain the best executive talent. The Compensation Committee of our board of trustees oversees executive compensation. We expect the Compensation Committee to adopt compensation policies with respect to, among other things, setting base salaries, awarding bonuses or making future grants of equity awards to our executive officers. We anticipate that our Compensation Committee will design a compensation program that rewards, among other things, favorable shareholder returns, share appreciation, our company's competitive position within our segment of the real estate industry and each executive officer's long-term career contributions to our company. We expect that compensation incentives designed to further these goals will take the form of annual cash compensation and equity awards, and long-term cash and equity incentives measured by performance targets to be established by our Compensation Committee. In addition, our Compensation Committee may decide to make awards to new executive officers in order to attract talented professionals to serve us. We will pay base salaries and annual bonuses and have made and expect to continue to make equity grants under the 2012 Incentive Plan to our executive officers. Our named executive officers during 2013 are expected to be: David P. Singelyn, our Chief Executive Officer and a trustee; John Corrigan, our Chief Operating Officer and a trustee; Peter J. Nelson, our Chief Financial Officer; David Goldberg, our Executive Vice President and Sara Vogt-Lowell, our Senior Vice President and Chief Legal Officer. These individuals are also our named executive officers for 2012. This discussion may contain forward-looking statements that are based on our current plans, considerations, expectations and determinations regarding future compensation programs. Actual compensation programs may differ materially from the currently planned programs summarized in this discussion.

Elements of Executive Officer Compensation

The following is a summary of the elements of and amounts expected to be paid under our compensation plans for fiscal year 2013 to our executive officers. Because we were only recently formed and were previously externally managed, meaningful and historical individual compensation information is not available for prior periods.

Annual Base Salary

Base salaries will be designed to compensate our executive officers at a fixed level of compensation that serves as a retention tool throughout the executive's career. In determining base salaries, we expect that our Compensation Committee will consider each executive officer's role and responsibilities, unique skills, future potential with our company, salary levels for similar positions in our core markets and internal pay equity.

Annual Cash Bonus

Annual cash bonuses will be designed to incentivize our executive officers at a variable level of compensation based on the performance of both our company and such individual. In connection with our annual

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cash bonus program, we expect that our Compensation Committee will determine annual performance criteria that are flexible and that change with the needs of our business. Our annual cash bonus plan will be designed to reward the achievement of specific, pre-established financial and operational objectives.

Equity Awards

We will provide equity awards pursuant to our 2012 Incentive Plan. Equity awards will be designed to focus our executive officers on and reward them for their continued service and enhancing shareholder value. In determining equity awards, we anticipate that our Compensation Committee will take into account our company's overall financial performance. The awards expected to be made under the 2012 Incentive Plan in 2013 will be granted to recognize such individuals' efforts on our behalf in connection with our initial public offering, and to provide a retention element to their compensation. The amounts, timing and vesting schedules for these equity awards have not been determined.

Termination of Employment

Each of our named executive officers serves at the pleasure of our board of trustees. We have not entered into employment agreements with any of our named executive officers. Participants in our 2012 Incentive Plan, including our named executive officers, are entitled to accelerated vesting of their outstanding equity awards if (1) the awards are not assumed or continued in connection with a change in control or (2) the awards are assumed or continued and the participant's employment is terminated without cause within two years following the consummation of the change in control, and the participant will be able to exercise the awards, if applicable, for a period of one year immediately following such termination.

Retirement Savings Opportunities

All full-time employees will be able to participate in a 401(k) Retirement Savings Plan, or 401(k) plan. We intend to provide this plan to help our employees save some amount of their cash compensation for retirement in a tax efficient manner. Under the 401(k) plan, employees will be eligible to defer a portion of their salary, and we, at our discretion, may make a matching contribution and/or a profit-sharing contribution commencing six months after they begin their employment.

Health and Welfare Benefits

We intend to provide to all full-time employees a competitive benefits package, which is expected to include health and welfare benefits, such as medical, dental, short and long-term disability insurance, and life insurance benefits.

Table of Contents**2013 Expected Summary Compensation Table**

The following table sets forth, on an annualized basis, the annual base salary and other compensation expected to be payable to each of our named executive officers for the fiscal year ended December 31, 2013.

Name and Principal Position	Year	Salary (\$)	Target Bonus (\$) ⁽¹⁾	Share Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$) ⁽³⁾	Total (\$)
David P. Singelyn Chief Executive Officer	2013	250,000						250,000
Peter J. Nelson Chief Financial Officer	2013	200,000			474,700		100,000 ⁽⁴⁾	774,700
Sara Vogt-Lowell Senior Vice President and Chief Legal Officer	2013	180,000			474,700		100,000 ⁽⁴⁾	754,700
John Corrigan Chief Operating Officer	2013	150,000						150,000
David Goldberg Executive Vice President	2013	150,000			474,700			624,700

- (1) Bonuses are discretionary and will be awarded by our Compensation Committee based on a combination of individual and corporate performance.
- (2) There is no agreement on future equity compensation awards. Equity compensation awards may be issued at any time at the discretion and approval of our Compensation Committee.
- (3) Will consist of reimbursement for cell phone usage, 401(k) contributions and medical insurance premiums.
- (4) Represents a transactional bonus for completion of our initial public offering.

Summary Compensation Table

The following table sets forth information for the fiscal year ended December 31, 2012 regarding compensation awarded to or earned by our named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Share Awards (\$)	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
David P. Singelyn Chief Executive Officer	2012				106,000			106,000
Peter J. Nelson Chief Financial Officer	2012				424,000			424,000
Sara Vogt-Lowell Senior Vice President and Chief Legal Officer	2012				212,000			212,000
John Corrigan Chief Operating Officer	2012				106,000			106,000
David Goldberg Executive Vice President	2012				212,000			212,000

- (1) The amounts in the Option Awards column reflect the grant date fair value of share options granted to our executive officers in November 2012, which was \$4.24 per share, pursuant to the 2012 Incentive Plan utilizing the methodology described in Note 7 to our consolidated financial statements.

Table of Contents**Outstanding Equity Awards at Fiscal Year Ended December 31, 2012**

The following table sets forth information for each named executive officer with respect to the outstanding unvested equity awards as of fiscal year-end 2012:

Name and Principal Position	Number of Securities Underlying Unexercised Options ⁽¹⁾ (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
David P. Singelyn Chief Executive Officer		25,000	15.00	November 20, 2022
Peter J. Nelson Chief Financial Officer		100,000	15.00	November 20, 2022
Sara Vogt-Lowell Senior Vice President and Chief Legal Officer		50,000	15.00	November 20, 2022
John Corrigan Chief Operating Officer		25,000	15.00	November 20, 2022
David Goldberg Executive Vice President		50,000	15.00	November 20, 2022

(1) Option awards vest ratably over a period of four years from the date of grant (November 20, 2012). As of December 31, 2012, no portion of the options was exercisable.

2012 Incentive Plan

Prior to completion of our initial private placement in November 2012, our board of trustees adopted and our shareholders approved the 2012 Incentive Plan pursuant to which awards may be provided to certain employees, trustees and consultants providing services to us and our affiliates. In April 2013, our board of trustees approved an amendment to the 2012 Incentive Plan allowing for an increase in the maximum number of Class A common shares available for issuance from 1.5 million to 6 million. This increase will be reversed unless at least 200 million Equity Units (as defined below) are outstanding on or before December 31, 2013. We have granted an aggregate of (1) 550,000 options to purchase our Class A common shares to our executive team and (2) 50,000 options to purchase our Class A common shares to our independent trustees under the 2012 Incentive Plan that vest ratably over a period of four years from the date of grant. In addition, 4,810,000 of our Class A common shares are available for issuance in the future under the 2012 Incentive Plan.

Key Features of 2012 Incentive Plan

As described below, the terms of the 2012 Incentive Plan, though generally broad, include certain restrictions that may be significant to shareholders:

Share option and share appreciation rights may be awarded only at an exercise price at least equal to fair market value on the grant date;

Share options and share appreciation rights may not have a maximum term in excess of ten years;

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Repricing of share options or share appreciation rights or cancellation of any such awards for consideration will require prior shareholder approval; and

Reload or evergreen share replenishment features are not authorized.

Summary of Material Provisions of 2012 Incentive Plan

Unless the context requires otherwise, references to the Company in the following summary refer solely to American Homes 4 Rent and not to its subsidiaries. The material terms of the 2012 Incentive Plan are summarized below.

Purpose. The 2012 Incentive Plan is intended to (1) provide participants in the 2012 Incentive Plan with an incentive to contribute to the Company's success and to manage the Company's business in a manner that will provide for the Company's long-term growth and profitability to benefit its shareholders and other important stakeholders and (2) provide a means of obtaining, rewarding and retaining key personnel.

Eligible Participants. Awards may be granted under the 2012 Incentive Plan to trustees, employees or consultants of the Company or our affiliates.

Effective Date. The Company's board of trustees initially adopted the 2012 Incentive Plan on November 19, 2012, and our shareholders approved the 2012 Incentive Plan on November 19, 2012. In April 2013, our board of trustees approved an amendment to the 2012 Incentive Plan allowing for an increase in the maximum number of Class A common shares available for issuance from 1.5 million to 6 million. This increase will be reversed unless at least 200 million Equity Units are outstanding on or before December 31, 2013. The Company's board of trustees amended and restated the 2012 Incentive Plan, effective as of June 6, 2013, and our shareholders approved the amendment and restatement on July 16, 2013. Our board of trustees approved certain additional amendments to the 2012 Incentive Plan that were reflected in the amendment and restatement on July 17, 2013.

For purposes of the 2012 Incentive Plan, Equity Units means all outstanding Class A common shares plus the total number of Class A common shares that may at any time be issued in respect of any outstanding securities that are convertible into or exchangeable for, or that represent the right to receive, Class A common shares (including any securities the exchange of which may alternatively be settled in cash or other securities rather than Class A common shares).

Term. The 2012 Incentive Plan will terminate automatically ten years after its effective date, unless it is earlier terminated by the board of trustees.

Administration. The 2012 Incentive Plan generally is administered by the Compensation Committee.

The Compensation Committee may delegate to a designated officer the power and authority to grant awards to non-executive employees.

The board of trustees will retain the authority under the 2012 Incentive Plan to exercise any or all of the powers and authorities related to the administration and implementation of the 2012 Incentive Plan.

Except where the authority to act on such matters is specifically reserved to the board of trustees under the 2012 Incentive Plan or applicable law, the Compensation Committee will have full power and authority to interpret and construe all provisions of the 2012 Incentive Plan, any award or any award agreement, and to make all related determinations, including the power and authority to:

designate grantees of awards;

determine the type or types of awards to be made to a grantee;

determine the number of Class A common shares subject to an award;

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establish the terms and conditions of each award;

prescribe the form of each award agreement; and

subject to limitations in the 2012 Incentive Plan, amend, modify or supplement the terms of any outstanding award.

Amendment and Termination. The board of trustees will be authorized to amend, suspend or terminate the 2012 Incentive Plan as to any of the Company's Class A common shares as to which awards have not been made. Any amendment to the 2012 Incentive Plan, however, will be subject to receipt of the approval of the Company's shareholders if shareholder approval of the amendment is required by any law or regulation or to the extent determined by the board of trustees. Without the consent of the affected grantee of an outstanding award, no amendment, suspension or termination of the 2012 Incentive Plan may impair the rights or obligations under that award.

Awards. The following type of awards may be made under the 2012 Incentive Plan, subject to the limitations set forth in the plan:

share options, which may be either incentive share options or non-qualified share options;

restricted shares;

restricted share units (and deferred share units);

performance shares or other performance-based awards;

dividend equivalent rights;

share appreciation rights, or SARs;

unrestricted shares;

other equity-based awards;

a unit of limited partnership interest in our operating partnership that is intended to constitute a "profits interest" within the meaning of the Code, or LTIP units; and

cash incentive awards.

An incentive share option is an option that meets the requirements of Section 422 of the Code, and a non-qualified share option is an option that does not meet those requirements. Restricted shares are awards of Class A common shares that impose vesting restrictions that subject the shares to a substantial risk of forfeiture, as defined in Section 83 of the Code. Restricted share units (or deferred share units) are awards that represent a conditional right to receive Class A common shares in the future and that may be made subject to the same types of restrictions and risk of forfeiture as restricted shares. Performance-based awards are awards of options, restricted shares, restricted share units (and deferred share units), SARs, or other equity-based awards or cash made subject to the achievement of one or more pre-established performance goals over a performance period established by the Compensation Committee. An award of performance shares is a performance-based award representing a

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right or interest denominated or payable in shares, valued by reference to shares, or otherwise based on or related to shares that is made subject to the achievement of one or more pre-established performance goals over a performance period of up to ten years. Dividend equivalent rights are awards entitling the grantee to receive cash, shares, other awards under the 2012 Incentive Plan or other property equal in value to dividends or other periodic payments paid or made with respect to a specified number of shares. A SAR is a right to receive upon exercise, in the form of Class A common shares, cash or a combination of Class A common shares and cash, the excess of the fair market value of one Class A common share on the exercise date over the strike price of the SAR. Unrestricted shares are awards of Class A common shares that are free of restrictions other than those imposed under federal or state securities laws. Another equity-based award is an award representing a right or other interest that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Class A common shares, other than a share option, restricted shares, restricted share units (or deferred share units), performance share award, dividend equivalent right, a SAR or unrestricted shares.

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The 2012 Incentive Plan provides that each award will be evidenced by an award agreement, which may specify terms and conditions of the award that differ from the terms and conditions that would apply under the 2012 Incentive Plan in the absence of the different terms and conditions in the award agreement.

Awards under the 2012 Incentive Plan may be granted alone or in addition to, in tandem with, or in substitution or exchange for any other award under the 2012 Incentive Plan, other awards under another compensatory plan of the Company or any of its affiliates (or any business entity that has been a party to a transaction to the Company or any of the Company's affiliates), or other rights to payment from the Company or any of its affiliates. Awards granted in addition to or in tandem with other awards may be granted either at the same time or at different times.

The Compensation Committee may permit or require the deferral of any payment pursuant to any award into a deferred compensation arrangement, which may include provisions for the payment or crediting of interest or dividend equivalent rights, in accordance with rules and procedures established by the Compensation Committee. Awards under the 2012 Incentive Plan generally will be granted for no consideration other than past services by the grantee of the award or, if provided for in the award agreement or in a separate agreement, the grantee's promise to perform future services to the Company or one of its subsidiaries or other affiliates.

Clawback; Forfeiture. Awards granted under the 2012 Incentive Plan will be subject to mandatory repayment by the grantee to the Company to the extent the grantee of the award is, or in the future becomes, subject to any Company clawback or recoupment policy that is adopted to comply with the requirements of any applicable law, rule or otherwise, or any rule that imposes mandatory recoupment.

In addition, the Compensation Committee may reserve the right in an award agreement to cause a forfeiture of the gain realized by a grantee with respect to an award on account of actions taken by, or failed to be taken by, such grantee in violation or breach of, or in conflict with, any employment agreement, non-competition agreement, agreement prohibiting solicitation of employees or clients of the Company or any affiliate, confidentiality obligation with respect to the Company or any affiliate, Company policy or procedure, other agreement or any other obligation of the grantee to the Company or any affiliate, to the extent specified in such award agreement. The Compensation Committee may annul an outstanding award if the grantee thereof is an

employee and is terminated for cause as defined in the 2012 Incentive Plan or the applicable award agreement or for cause as defined in any other agreement between the Company or such affiliate and such grantee, as applicable.

Shares Available for Issuance. Subject to the adjustments described below, the maximum number of the Company's Class A common shares that are available for issuance under the 2012 Incentive Plan is equal to 6 million shares, provided that the number of Class A common shares available for issuance under the 2012 Incentive Plan will be reduced to 1.5 million shares unless at least 200 million Equity Units are outstanding on or before December 31, 2013.

The foregoing number of shares available for issuance under the 2012 Incentive Plan will be increased by the number of shares subject to (1) awards previously granted under a compensatory plan by another business entity and assumed by the Company in connection with a merger, reorganization, separation or other transaction which involves the other business entity and to which Section 424(a) of the Code applies, and (2) awards under the 2012 Incentive Plan granted in substitution for such assumed awards. Further, subject to any applicable listing rules, shares available for issuance under a shareholder-approved plan of a business entity that is a party to one of the foregoing types of transactions (adjusted as necessary to reflect the transaction) may be used for awards under the 2012 Incentive Plan and will not reduce the number of shares otherwise available for issuance under the 2012 Incentive Plan.

Shares subject to an award granted under the 2012 Incentive Plan will be counted against the maximum number of the Company's Class A common shares available for issuance under the plan as one share for every one common share subject to the award.

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Shares subject to an award granted under the 2012 Incentive Plan will again become available for issuance under the 2012 Incentive Plan if the award terminates by expiration, forfeiture, cancellation, or otherwise without the issuance of such shares (except as set forth below). Shares tendered or withheld or subject to an award other than an option or SAR surrendered in connection with the purchase of Class A common shares or deducted or delivered from payment of an award other than an option or SAR in connection with the Company's tax withholding obligations will again become available for issuance under the 2012 Incentive Plan.

The number of shares available for issuance under the 2012 Incentive Plan will not be increased by the number of shares:

tendered or withheld or subject to an award surrendered in connection with the purchase of shares upon exercise of an option;

deducted or delivered from payment of an award of an option or SAR in connection with the Company's tax withholding obligations;
or

purchased by the Company with proceeds from option exercises.

The 2012 Incentive Plan contains limitations on the number of shares available for issuance with respect to specified types of awards. During any time when the Company has a class of equity securities registered under Section 12 of the Exchange Act and provided the Company is subject to Section 162(m) of the Code:

the maximum number of Class A common shares subject to share options or SARs that may be granted under the 2012 Incentive Plan in a calendar year to any person eligible for an award will be 750,000 shares;

the maximum number of Class A common shares that may be granted under the 2012 Incentive Plan, other than pursuant to share options or SARs, in a calendar year to any person eligible for an award will be 750,000 shares; and

the maximum amount that may be paid under the 2012 Incentive Plan as a cash-settled performance-based award for a performance period of 12 months or less to any person eligible for an award will be \$5 million and the maximum amount that may be paid under the 2012 Incentive Plan as a cash-settled performance award for a performance period of greater than 12 months to any person eligible for an award will be \$7.5 million.

The maximum number of shares available for issuance pursuant to incentive share options granted under the 2012 Incentive Plan will be the same as the number of shares available for issuance under the 2012 Incentive Plan.

The number and kinds of shares for which awards may be made under the 2012 Incentive Plan, including the share limits described above, will be adjusted proportionately and accordingly by the Compensation Committee if the number of the outstanding Class A common shares of the Company is increased or decreased or the Company's Class A common shares are changed into or exchanged for a different number of shares or kind of equity shares or other securities of the Company on account of any recapitalization, reclassification, share split, reverse share split, spin-off, combination of shares, exchange of shares, share dividend or other distribution payable in equity shares, or other increase or decrease in the Company's Class A common shares effected without receipt of consideration by the Company.

Class A common shares to be issued under the 2012 Incentive Plan will be authorized and unissued shares or, to the extent permitted under applicable laws, treasury shares or issued shares that have been reacquired by the Company.

Fair Market Value Determination. If the Company's Class A common shares are listed on the NYSE, fair market value will be determined by reference to the closing price of the Class A common shares on the

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applicable date as reported on the NYSE. If there is no reported closing price on such date, fair market value will be the closing price of the Class A common shares on the immediately preceding date on which any sale of shares has been reported on the NYSE.

If the Company's Class A common shares are not listed on the NYSE but are listed on another established national or regional stock exchange or traded on another established securities market, fair market value will similarly be determined by reference to the closing price of the Class A common shares on the applicable date as reported on such stock exchange or established securities market.

If the Company's Class A common shares are not listed on an established national or regional stock exchange or traded on another established securities market, the Compensation Committee will determine the fair market value of the Class A common shares by the reasonable application of a reasonable valuation method in a manner consistent with Section 409A of the Code.

Repricings. During any time when the Company has a class of equity securities registered under Section 12 of the Exchange Act, except in connection with a corporate transaction involving the Company (including any share dividend, distribution (whether in the form of cash, shares, other securities or other property), share split, extraordinary cash dividend, recapitalization, change in control, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of shares or other securities or similar transaction), the Company may not, without obtaining shareholder approval, (1) amend the terms of outstanding options or SARs to reduce the exercise price or strike price of such outstanding options or SARs, (2) cancel outstanding options or SARs in exchange for options or SARs with an exercise price or strike price that is less than the exercise price or strike price of the original options or SARs, (3) cancel outstanding options or SARs with an exercise price or strike price above the current share price in exchange for cash or other securities or (4) take any other action that is treated as a repricing under GAAP.

During any time when the Company does not have a class of equity securities registered under Section 12 of the Exchange Act, the Company may, with the consent of any adversely affected grantee of an award, (1) amend the terms of outstanding options or SARs to reduce the exercise price or strike price of such outstanding options or SARs, (2) cancel outstanding options or SARs in exchange for options or SARs with an exercise price or strike price that is less than the exercise price or strike price of the original options or SARs, (3) cancel outstanding options or SARs with an exercise price or strike price above the current share price in exchange for cash or other securities or (4) take any other action that is treated as a repricing under GAAP.

Share Options. An option granted under the 2012 Incentive Plan will be exercisable only to the extent that it is vested. Each option will become vested and exercisable at such times and under such conditions as the Compensation Committee may approve consistent with the terms of the 2012 Incentive Plan. No option may be exercisable more than ten years after the option grant date. The Compensation Committee may include in the option agreement provisions specifying the period during which an option may be exercised following termination of the grantee's service.

The exercise price per share under each option granted under the 2012 Incentive Plan may not be less than 100%, or 110% in the case of an incentive share option granted to a Ten Percent Shareholder (as defined in the 2012 Incentive Plan), of the fair market value of the Class A common shares on the option grant date, except in the case of an option granted upon assumption of, or in substitution for, outstanding awards previously granted under a compensatory plan by a business entity acquired or to be acquired by the Company or an affiliate or with which the Company or an affiliate has combined or will combine.

The aggregate fair market value of the Class A common shares determined on the option grant date with respect to which incentive share options are exercisable for the first time during any calendar year may not exceed \$100,000.

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Payment of the exercise price for shares purchased pursuant to the exercise of an option may be made cash or in cash equivalents acceptable to the Company or in such forms as are approved by the Compensation Committee. These forms may include, in the Compensation Committee's discretion, the Company's Class A common shares, through a broker-assisted cashless exercise or in any other form that is of consideration that is consistent with applicable law, including by withholding Class A common shares that would otherwise vest.

Awards of share options will be nontransferable, except for transfers by will or the laws of descent and distribution. The Compensation Committee may authorize a transfer in the applicable award agreement, not for value, of all or part of a non-qualified share option to a Family Member (as defined in the 2012 Incentive Plan) of the grantee.

Share Appreciation Rights. SARs may be granted in conjunction with all or a part of any option or other award granted under the 2012 Incentive Plan, or without regard to any option or other award. The Compensation Committee will determine at the SAR grant date or thereafter the time or times at which and the circumstances under which a SAR may be exercised in whole or in part, the time or times at which and the circumstances under which a SAR will cease to be exercisable, the method of exercise, the method of settlement, the form of consideration payable in settlement, the method by which shares will be delivered or deemed delivered to grantees, and any other terms or conditions of any SAR.

Exercisability of SARs may be subject to future service requirements, to the achievement of one or more of the performance measures described above or to such other terms and conditions as the Compensation Committee may impose.

Upon exercise of a SAR, the grantee will be entitled to receive, in the specified form of consideration, the excess of the fair market value of one Class A common share on the exercise date over the exercise price of the SAR, as determined by the Compensation Committee. The exercise price of a SAR may not be less than the fair market value of a Class A common share on the grant date.

Awards of SARs will be nontransferable, except for transfers by will or the laws of descent and distribution. The Compensation Committee may authorize a transfer in the applicable award agreement, not for value, of a SAR to a Family Member (as defined in the 2012 Incentive Plan) of the grantee.

Restricted Shares, Restricted Share Units and Deferred Share Units. Subject to the provisions of the 2012 Incentive Plan, the Compensation Committee will determine the terms and conditions of each award of restricted shares, restricted share units and deferred share units, including the restricted period for all or a portion of the award, the restrictions applicable to the award and the purchase price, if any, for the Class A common shares subject to the award. A grantee of restricted shares will have all the rights of a shareholder, including the right to vote the shares and receive dividends, except to the extent limited by the Compensation Committee. Grantees of restricted share units and deferred share units will have no voting or dividend rights or other rights associated with share ownership, although the Compensation Committee may award dividend equivalent rights on such units.

The Compensation Committee may subject dividends and dividend equivalent rights paid on time-vested awards of restricted shares, restricted share units and deferred share units to such forfeiture and repayment obligations if the underlying awards are forfeited before they vest, if permissible under applicable law. Grantees will not vest in dividends paid on performance-based awards of restricted shares or in dividend equivalent rights paid on performance-based awards of restricted share units or deferred share units, and will be required to forfeit and repay to the Company such dividends and dividend equivalent rights, if the performance goals for the underlying awards are not achieved or such awards otherwise do not vest if permissible under applicable law.

Awards of restricted shares, restricted share units and deferred share units may vest solely by the passage of time and/or pursuant to the achievement of performance goals.

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The restrictions and the restricted period may differ with respect to each grantee of an award and with respect to each award. An award will be subject to forfeiture if events specified by the Compensation Committee occur before the lapse of the restrictions.

Awards of restricted shares, restricted share units and deferred share units will be nontransferable during the restricted period or before satisfaction of any other restrictions applicable to the awards.

Dividend Equivalent Rights. The Compensation Committee will be authorized to grant rights to dividend equivalents to a participant in connection with an award under the 2012 Incentive Plan, or without regard to any other award. Dividend equivalent rights will entitle the participant to receive cash, shares, other awards under the 2012 Incentive Plan or other property equal in value to dividends paid, or other periodic payments made, with respect to a specified number of Class A common shares. Dividend equivalent rights may not be granted in connection with, or related to, an award of a share option or SAR. The terms and conditions of awards of dividend equivalent rights will be specified in the applicable award agreement.

Dividend equivalents credited to the grantee of a dividend equivalent right may be paid currently (with or without being subject to forfeiture or a repayment obligation) or may be deemed to be reinvested in additional shares, which may thereafter accrue additional dividend equivalent rights (with or without being subject to forfeiture or a repayment obligation). Any such reinvestment will be at the fair market value of the shares on the reinvestment date. Dividend equivalent rights may be settled in cash, shares, or a combination thereof, in a single installment or in multiple installments, as determined by the Compensation Committee.

A dividend equivalent right granted as a component of another award may provide that the dividend equivalent right will be settled upon exercise, settlement, or payment of, or lapse of restrictions on, the other award, and that the dividend equivalent right will expire or be forfeited or annulled under the same conditions as the other award. A dividend equivalent right granted as a component of another award also may contain terms and conditions that are different from the terms and conditions of the other award. A dividend equivalent right granted as a component of another award also may contain terms and conditions that are different from the terms and conditions of the other award, except that dividend equivalent rights credited pursuant to a dividend equivalent right granted as a component of another award that vests or is earned based upon the achievement of performance goals may not vest unless the performance goals for the underlying award are achieved and the underlying award vests.

Performance Shares and Other Performance-Based Awards. The Compensation Committee may award performance shares, cash incentives and other performance-based awards in such amounts and upon such terms as the Compensation Committee may determine. Each grant of a performance-based award will have an initial cash value or an actual or target number of Class A common shares that is established by the Compensation Committee at the time of grant. The Compensation Committee may set performance goals in its discretion which, depending on the extent to which they are met, will determine the value and number of performance shares or other performance-based awards that will be paid out to a grantee. The performance goals generally will be based on one or more of the performance measures described below. The Compensation Committee will establish the performance periods for performance-based awards. Performance-based awards are payable in cash or Class A common shares, or a combination thereof, as determined by the Compensation Committee.

The 2012 Incentive Plan identifies some conditions that may warrant revision or alteration of performance goals after they are established by the Compensation Committee. Such conditions may include the following:

asset write-downs;

litigation or claims, judgments or settlements;

the effect of changes in tax laws, accounting principles or other laws or provisions affecting reported results;

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any reorganization or restructuring events or programs;

extraordinary, non-core, non-operating or non-recurring items;

acquisitions or divestitures; and

foreign exchange gains and losses.

Performance Measures. The 2012 Incentive Plan is designed to permit the Compensation Committee to grant awards to covered executive officers that will constitute qualified performance-based compensation, including awards that comply with the exemption for performance-based compensation under Section 162(m) of the Code for a publicly traded company if certain additional requirements are satisfied.

Section 162(m) generally provides that no federal income tax business expense deduction is allowed for annual compensation in excess of \$1 million paid by a publicly traded corporation to its principal executive officer or any of the three other most highly compensated officers (excluding the principal financial officer), as determined in accordance with the applicable rules under the Exchange Act. Under the Code, however, there is no limitation on the deductibility of compensation paid to such officers, who are referred to as covered executive officers, that represents qualified performance-based compensation as determined under the Code. To constitute qualified performance-based compensation, the compensation paid by the company to its covered executive officers must be paid solely on account of the achievement of one or more objective performance goals established in writing by the compensation committee while the achievement of such goals is substantially uncertain. Performance goals may be based on one or more performance measures consisting of business criteria that apply to the covered executive officer, a business unit, or the company, a subsidiary or other affiliate on an individual or a consolidated basis, but need not be based on an increase or positive result under the business criteria selected. The compensation committee is prohibited from increasing the amount of compensation payable if a performance goal is met, but may reduce or eliminate compensation even if the performance goal is achieved.

The 2012 Incentive Plan authorizes the establishment of performance goals based on any one or more of the following performance measures:

net earnings or net income;

operating earnings or operating income;

pre-tax earnings or after-tax earnings;

earnings per share (basic or diluted);

share price, including growth measures and total shareholder return;

earnings before interest and taxes;

earnings before or after interest, taxes, depreciation and/or amortization;

earnings before or after interest, taxes, depreciation and/or amortization as adjusted to exclude any one or more of the following: equity-based compensation expense; income from discontinued operations; gain on cancellation of debt; debt extinguishment and

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related costs; restructuring, separation and/or integration charges and costs; impairment charges; gain or loss related to investments; sales and use tax settlement; gain on non-monetary transactions; or other extraordinary or special items or book value per share (which may exclude nonrecurring items);

sales or revenue, revenue growth or rate of revenue growth, whether in general, by type of product or service, or by type of customer;

gross or operating margins;

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return measures, including return on assets, return on invested capital, return on investment, return on equity, return on sales or return on revenue;

cash flow (before or after dividends), including: operating cash flow; free cash flow (defined as earnings before interest, taxes, depreciation and/or amortization, as adjusted to exclude any one or more of the items that may be excluded pursuant to the performance measure of earnings before interest, taxes, depreciation and/or amortization above less capital expenditures; levered free cash flow (defined as free cash flow less interest expense); cash flow return on equity; cash flow return on investment (discounted or otherwise); cash flow in excess of cost of capital; or cash flow per share (before or after dividends);

productivity measures, consisting of one or more objective goals based on meeting specified expense targets, market share, rental income, move-in activity, or occupancy levels;

financial ratios as provided in credit agreements of the Company and its subsidiaries;

working capital targets;

FFO;

funds available for distribution (FAD);

intrinsic business value;

implementation or completion of critical or strategic projects, acquisitions, divestitures or processes;

economic value created;

operational efficiency measures, including the ratio of earnings to fixed charges or cost targets, reductions or savings;

strategic business criteria, consisting of one or more objective goals based on meeting specified market penetration, geographic business expansion, customer satisfaction, employee satisfaction, human resources management, litigation supervision and information technology objectives; and

any combination of the foregoing performance measures.

Performance under any of the foregoing performance measures may be used to measure the performance of (1) the Company and its subsidiaries and other affiliates as a whole, (2) the Company, any subsidiary, and/or any other affiliate or any combination thereof or (3) any one or more business units of the Company, any subsidiary, and/or any other affiliate, as the Compensation Committee deems appropriate. In addition, performance under any of the performance measures may be compared to the performance of one or more other companies or one or more published or special indices designated or approved by the Compensation Committee. The Compensation Committee may select performance under the performance measure of share price for comparison to performance under one or more stock market indices designated or approved by the Compensation Committee. The Compensation Committee will have the authority to provide for accelerated vesting of any performance-based award based on the achievement of performance goals pursuant to the performance measures.

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The Compensation Committee will have the discretion to adjust awards that are intended to qualify as performance-based compensation, either on a formula or discretionary basis, or on any combination thereof, as the Compensation Committee determines in a manner consistent with the requirements of Section 162(m) for deductibility.

LTIP Units. The Compensation Committee will be authorized to grant LTIP units under the 2012 Incentive Plan to a grantee only for the performance of services to or for the benefit of our operating partnership in the grantee's capacity as a partner, or in anticipation of the grantee becoming a partner, in our operating partnership or as otherwise determined by the Compensation Committee. LTIP Units are intended to constitute profits interests within the meaning of the Code. LTIP units will vest at such times and will be subject to the operating partnership agreement and such additional conditions as the Compensation Committee may determine.

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Other Equity-Based Awards. The Compensation Committee may grant other types of equity-based or equity-related awards in such amounts and subject to such terms and conditions as the Compensation Committee may determine. Any such awards may involve the transfer of Class A common shares to a grantee, or payment in cash or otherwise of amounts based on the value of Class A common shares. Any other equity-based awards granted by the Compensation Committee may be subject to performance goals established by the Compensation Committee based on one or more of the performance measures described above.

Effect of Corporate Transactions. The 2012 Incentive Plan contains provisions, which are described below, that provide for adjustments to the terms of some types of outstanding awards upon the occurrence of specified kinds of corporate transactions, including transactions that would be deemed to constitute a change in control of the Company within the meaning of the 2012 Incentive Plan, which we refer to as a Change in Control. The provisions of the 2012 Incentive Plan governing such transactions will apply unless a different treatment of the applicable award is specified in the applicable award agreement at the time of grant, in another agreement with the grantee of the award, or in another writing entered into after the time of grant with the consent of the grantee.

Change in Capitalization. The Compensation Committee will adjust the terms of outstanding awards under the 2012 Incentive Plan to preserve the proportionate interests of the grantees in such awards if the number of outstanding shares of the Company is increased or decreased or the Company's Class A common shares are changed into or exchanged for a different number of shares of kind of equity shares or other securities of the Company on account of any recapitalization, reclassification, share split, reverse share split, spin-off, combination of shares, exchange of shares, share dividend or other distribution payable in equity shares, or other increase or decrease in the Company's Class A common shares effected without receipt of consideration by the Company. The adjustments will include proportionate adjustments to (1) the number and kind of shares subject to outstanding awards and (2) the per share exercise price of outstanding options and the per share strike price of outstanding SARs.

Reorganization not Constituting a Change in Control. If the Company is the surviving entity in any reorganization, merger or consolidation of the Company with one or more other entities that does not constitute a Change in Control, any outstanding option or SAR will pertain to the securities to which a grantee of the number of shares subject to such option or SAR would have been entitled immediately after the transaction, with a corresponding proportionate adjustment to the per share exercise price for such option and per share strike price. Further, in the event of any such transaction, performance-based awards (and the related performance measures if deemed appropriate by the Compensation Committee) will be adjusted to apply to the securities that a grantee of the number of shares subject to such performance-based awards would have been entitled to receive immediately after the transaction.

Change in Control in which Awards are not Assumed. Except as otherwise provided in an award agreement, another agreement with the grantee, or another writing, upon the occurrence of a Change in Control in which outstanding awards of options, SARs, restricted shares, deferred share units, dividend equivalent rights or other equity-based awards are not assumed or continued, the following provisions will apply to the awards (to the extent the awards are not assumed or continued):

Except with respect to performance-based awards, all outstanding awards of restricted shares, deferred share units and deferred equivalent rights will be deemed to have vested, and the shares subject to such deferred share units and dividend equivalent rights will be delivered immediately before the Change in Control, and either of the following two actions will be taken:

15 days before the scheduled completion of the Change in Control, all outstanding options and SARs will become immediately exercisable and will remain exercisable for a period of 15 days, with the exercise effective upon the completion of the Change in Control; or

the Compensation Committee may elect to cancel any outstanding awards of options, SARs, restricted shares, deferred share units and/or dividend equivalent rights and require payment or

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delivery to the grantee of such awards an amount in cash or securities having a value (as determined by the Compensation Committee), (1) in the case of restricted shares or deferred share units and dividend equivalent rights (for shares subject thereto), equal to the price per share paid to holders of shares pursuant to the Change in Control and (2) in the case of options or SARs, equal to the product of the number of shares subject to such options or SARs multiplied by the amount, if any, by which (a) the price per share paid to holders of shares pursuant to the Change in Control exceeds (b) the exercise price or strike price applicable to such options and SARs.

For performance-based awards denominated in shares, (1) if less than half of the performance period has lapsed, the awards will be converted into restricted shares or performance shares assuming target performance has been achieved (or into unrestricted shares if no further restrictions apply), (2) if at least half of the performance period has lapsed, the awards will be converted into restricted shares or performance shares based on actual performance to date (or into unrestricted shares if no further restrictions apply), and (3) if actual performance is not determinable, the awards will be converted into restricted shares or performance shares assuming target performance has been achieved, based on the discretion of the Compensation Committee (or into unrestricted shares if no further restrictions apply).

Other equity-based awards will be governed by the terms of the applicable award agreement.

Change in Control in which Awards are Assumed. Except as otherwise provided in the applicable award agreement, another agreement with the grantee, or another writing, upon the occurrence of a Change in Control in which outstanding awards of options, SARs, restricted shares, deferred share units, dividend equivalent rights or other equity-based awards are being assumed or continued, the 2012 Incentive Plan and such awards (to the extent the awards are assumed or continued) will continue in the manner and under the terms specified in any writing providing for assumption or continuation of such awards, which may specify the substitution for such awards of new common share options, share appreciation rights, restricted shares, common share units, dividend equivalent rights and other equity-based awards relating to the shares of a successor entity, or a parent or subsidiary thereof. In the event of such a substitution, appropriate adjustments will be made to the number of shares subject to the original awards (disregarding any transaction consideration that is not Class A common shares) and to exercise prices and strike prices. If an award is assumed, continued or substituted upon the consummation of a Change in Control and the employment of the grantee with the Company or an affiliate is terminated without Cause (as defined in the 2012 Incentive Plan) within two years following the consummation of the Change in Control, the award will be fully vested and may be exercised in full, if applicable, for the one-year period immediately following such termination or a longer period as determined by the Compensation Committee.

Definition of Change in Control. The 2012 Incentive Plan generally defines a Change in Control to mean:

a person (with certain exceptions) becomes the beneficial owner of more than 50% of the combined voting power of the Company's then outstanding securities;

during a period of two consecutive years, individuals who, at the beginning of such period, cease for any reason to constitute a majority of the board of trustees, treating any individual whose election or nomination was approved by at least two-thirds of the incumbent trustees as an incumbent trustee for this purpose;

the Company experiences a merger or consolidation other than a merger or consolidation that results in the voting securities of the Company immediately prior to the transaction continuing to represent 50% or more of the combined power of the voting securities of the surviving entity (with certain exceptions);

the Company experiences a sale or other disposition of all or substantially all of its assets other than a sale to persons who beneficially own 50% or more of the combined voting power of the outstanding voting securities of the Company at the time of the sale; or

the Company is liquidated or dissolved.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Advisory Management Agreement

Upon completion of our initial private placement in November 2012, we entered into an advisory management agreement with our former manager under which our former manager designed and implemented our business strategy and administered our business activities and day-to-day operations, subject to oversight by our board of trustees. Under the advisory management agreement, our former manager provided us with accounting, tax, legal and administrative services. Our former manager paid the cost of these personnel, and we paid the cost of third-party service providers, such as auditors, tax preparers and outside counsel plus an advisory management fee in an amount equal to 1.75% of our shareholders' equity (pro forma to include any OP units or other securities convertible into our common shares if not already included). For the period from October 19, 2012 (our inception) to June 10, 2013, our former manager earned an advisory management fee of approximately \$7.3 million. Our former manager was a subsidiary of AH LLC. HF Investments 2010, LLC, which is comprised of trusts established by our chairman, Mr. Hughes, for certain of his heirs, owns an approximately 88.66% membership interest in AH LLC.

Upon completion of the Management Internalization on June 10, 2013, our former manager became a wholly-owned subsidiary of our operating partnership, and the advisory management agreement was terminated.

Property Management Agreement

Upon completion of our initial private placement in November 2012, we also entered into a property management agreement with our former property manager, under which our former property manager generally oversaw and directed the leasing, management and advertising of the properties in our portfolio, including collecting rents and acting as a liaison with the tenants. Our former property manager either provided these services through its direct or indirect subsidiaries or engaged third-party property managers to provide these services. When our former property manager engaged third-party providers, it was responsible for the fees of these third-party property management companies and all cooperating broker fees. We were responsible for all direct property level expenses. We paid our former property manager a property management fee equal to 6% of collected rents and a leasing fee equal to one-half of the monthly rent for a twelve month term (prorated for the actual term of the lease) upon execution of each lease and renewal. For the period from October 19, 2012 (our inception) to June 10, 2013, we incurred \$1,276,000 in property management fees and \$2,943,000 in leasing fees to our former property manager. Our former property manager was a subsidiary of AH LLC.

Upon completion of the Management Internalization on June 10, 2013, our former property manager became a wholly-owned subsidiary of our operating partnership, and the property management agreement remains in place for administrative convenience since our former property manager is licensed as a real estate broker in all states in which we own properties. This arrangement does not result in any additional fees paid by us.

Agreement on Investment Opportunities

Upon completion of our initial private offering in November 2012, we entered into an agreement on investment opportunities with AH LLC. As part of the Management Internalization, this agreement was amended and restated as described below under Management Internalization.

The agreement on investment opportunities remains in effect unless and until it is terminated in accordance with its terms. We or AH LLC may terminate the agreement on investment opportunities with 60 days' written notice in the event that the other party breaches the agreement in any material respect or is otherwise unable to perform its obligations under the agreement and the breach continues for a period of 30 days after written notice is delivered. AH LLC may also terminate the agreement if we become a regulated investment company under

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the 1940 Act, in which case the agreement will be considered to have terminated immediately prior to such event. In addition, the agreement on investment opportunities is terminable by us upon the occurrence of a change of control of AH LLC.

AH LLC may not assign its rights and obligations under the agreement on investment opportunities (whether by merger, consolidation, operation of law or otherwise) other than to a controlled affiliate without the consent of our board of trustees, including a majority of the independent trustees.

Option Settlement

Upon completion of our initial private placement in November 2012, we entered into a subscription agreement with AH LLC under which we provided AH LLC the option to purchase \$50 million of our Class A common shares for cash at \$15.00 per share no later than November 21, 2015 or at the time of our initial public offering, whichever is earlier. On April 16, 2013, we and AH LLC entered into an amendment to the subscription agreement that resulted in our issuance of net Class A common shares to AH LLC having a value, based on \$17.25 per share, equal to the excess of \$17.25, the then most recent per share price at which our Class A common shares were traded as reported by the FBR PLUS System, over \$15.00 per share (i.e., \$2.25 per share), multiplied by the number of shares subject to the original option, resulting in a total issuance of 434,783 Class A common shares. These shares are subject to restrictions on resale.

December 2012 Acquisition of Properties Owned by AH LLC

As contemplated in our initial private placement, on December 31, 2012, AH LLC made an approximately \$50.0 million investment in our company and our operating partnership through the contribution to us of 367 single-family properties (substantially all of which were not yet leased to tenants) valued at approximately \$49.4 million, AH LLC's cost, and approximately \$0.6 million in cash. For these purposes, cost means AH LLC's purchase price plus renovation costs incurred through November 5, 2012, an acquisition fee of 5% (based on the purchase price plus renovation costs incurred through November 5, 2012) and all other out-of-pocket costs anticipated to have been incurred by AH LLC in connection with the contribution of the properties, including transfer costs, title insurance premiums and legal fees. At the time of this contribution, we issued 3,300,000 Class A common shares and 667 Class B common shares, and our operating partnership issued 32,667 Class A units to AH LLC in exchange for the properties at \$15.00 per share or unit. We are responsible for paying all costs of renovating the properties incurred after November 5, 2012 and the acquisition fees related to such renovation costs.

Transactions Regarding the RJ Joint Ventures

AH LLC formed the RJ joint ventures with accredited investors identified by Raymond James to own and operate residential homes as rental properties. The RJ joint ventures have raised a total of approximately \$45 million from high net worth individual investors and currently own an aggregate of 377 homes in 12 markets.

The RJ joint ventures target an annual cumulative non-compounded 6% preferred return plus a portion of any capital gains driven by increases in cash flow or home appreciation. After the investors have received a 6% preferred return, AH LLC receives a promoted interest ranging from 15% to 35% of all remaining distributions. If AH LLC receives less than a 6% preferred return, AH LLC will receive interest at 6% per annum on its preferred distribution shortfall prior to any distributions to investors in excess of their 6% preferred return.

RJ1

Under the terms of a contribution agreement entered into in December 2012, our operating partnership acquired AH LLC's approximately one-third equity interest in RJ1 and 20% of its promoted interest in exchange

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for 653,492 3.5% convertible perpetual preferred units, at an agreed-upon price per unit of \$15.00, with an aggregate liquidation preference of approximately \$9.8 million. Following this acquisition, an affiliate of AH LLC made an \$11 million loan to RJ1 on January 14, 2013 that bears interest at a rate of LIBOR plus 1.5%, adjusted monthly, and matures in January 2014. The loan proceeds were distributed to each of the members of RJ1 in accordance with RJ1's limited liability company agreement. Our operating partnership received approximately \$3.4 million of the loan proceeds.

In June 2013, AH LLC transferred the remaining 80% of the promoted interest to our operating partnership and converted its 653,492 3.5% convertible perpetual preferred units into 653,492 Class A units, and our operating partnership made a \$7.6 million loan to RJ1, the proceeds of which were used to repay the remaining balance on the \$11 million loan from an affiliate of AH LLC.

RJ2

In June 2013, AH LLC contributed to our operating partnership all of its equity interest and 100% of its promoted interest in RJ2 at its equity interest valuation at formation of approximately \$12.2 million. The consideration for the contribution consisted of 705,167 Class A units valued at a price per unit of \$17.25.

Bridge Loan

In anticipation of our entry into our credit facility, in February 2013, we entered into a \$250 million bridge loan with Wells Fargo. The bridge loan is guaranteed by Tamara Hughes Gustavson, the daughter of Mr. Hughes, the chairman of our board of trustees. Ms. Gustavson received no payment or other forms of compensation from us in connection with the guarantee. On March 14, 2013, we repaid the bridge loan with the proceeds from our follow-on private placement. The bridge loan expired in May 2013.

Acquisition of the AH LLC Portfolio

On February 28, 2013, pursuant to a contribution agreement with AH LLC, we acquired the AH LLC Portfolio for a maximum agreed upon value of approximately \$491.7 million in exchange for approximately 31 million Series C units and approximately 634,000 Class B common shares (in the ratio of one Class B common share for each 49 Series C units), in each case based on a price per unit or share of \$15.50. On the Conversion Date, the Series C units may be converted into Class A units. At any time, at the option of holders, the Series C units may be converted into Class A units, which we refer to as the Conversion Date. See Operating Partnership and the Partnership Agreement Series C Convertible Units for a discussion of the terms of the Series C Units.

In addition to the properties we acquired, at the time of the acquisition, AH LLC had approximately 224 homes in escrow or subject to outstanding offers for an estimated total investment of approximately \$33.5 million. AH LLC will either assign us the contracts and offers for these homes (if assignable) for no consideration or acquire these homes and immediately sell them to us for cash at its cost. In either circumstance, we will acquire these homes for cost plus a fee of 5% of the acquisition and estimated renovation costs.

Management Internalization

From our formation through June 10, 2013, we were externally managed and advised by our former manager, and the leasing, managing and advertising of our properties was overseen and directed by our former property manager. On June 10, 2013, we completed a series of transactions to implement the Management Internalization, and our operating partnership acquired our former manager and our former property manager from AH LLC in exchange for 4,375,000 Series D units and 4,375,000 Series E units.

The agreements related to the Management Internalization (as well as the other agreements described in this section) were negotiated between related parties, and their terms, including fees and amounts payable, may not be as favorable to us as if they had been negotiated with unaffiliated third parties.

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Acquisition of Our Former Manager and Our Former Property Manager

Our operating partnership acquired our former manager and our former property manager in exchange for 4,375,000 Series D units and 4,375,000 Series E units. All administrative, financial, property management, marketing and leasing personnel, including executive management, became fully dedicated to us. Acquisition and renovation personnel have continued to remain employees of AH LLC or its affiliates. On September 10, 2014, we have the right to offer employment to all such personnel, which employment would commence on December 10, 2014, and AH LLC is obligated to cooperate in transitioning those employees who accept our offers of employment. Until such time as we have completed our hiring of such acquisition and renovation personnel as described above, AH LLC will pay us a monthly fee of \$100,000 for maintenance and use of certain intellectual property transferred to us in the Management Internalization. Our Chief Operating Officer, Mr. Corrigan, remains responsible for overall acquisition and renovation activity.

Amended and Restated Agreement on Investment Opportunities

In connection with the Management Internalization, the agreement on investment opportunities was amended and restated as follows:

Exclusive Acquisition Vehicle. Under the original agreement, we were AH LLC's exclusive vehicle for acquiring single-family properties, subject to certain limited exceptions. However, AH LLC was permitted to render property management and investment advisory fee services for third parties. After the Management Internalization, we now render these services, and AH LLC is precluded from doing so.

Acquisition Fees. We pay AH LLC a fee equal to 5% of the sum of the purchase price and initial renovation costs of each property that we acquire, and AH LLC pays all expenses related to acquisition and renovation personnel, including all internal and third-party costs related to the investigation of properties not acquired by us. Under the amended and restated agreement, on December 10, 2014, we will cease paying this fee to AH LLC, and AH LLC will cease rendering acquisition and renovation services for us. On September 10, 2014, we will have the right to offer employment that would commence on December 10, 2014, to all of AH LLC's acquisition and renovation personnel necessary for our operations, and AH LLC is required to cooperate in transitioning any employees who choose to accept our offer. If we elect not to transition employees from AH LLC, we could engage AH LLC on mutually acceptable terms to continue to provide acquisition and renovation services. In addition, the amended and restated agreement provides that no acquisition fee was payable to AH LLC by any party in connection with the Alaska Joint Venture Acquisition.

Intellectual Property Fee. During the period that we pay AH LLC a fee for acquisition and renovation services, AH LLC is required to pay us a monthly fee of \$100,000 for maintenance and use of certain intellectual property transferred to us in the Management Internalization.

Future Investment Vehicles. Under the original agreement on investment opportunities, AH LLC received 80% of the promoted interests in respect of outside capital invested in any investment vehicles formed after our initial private placement and before November 21, 2015 throughout the terms of those vehicles. Under the amended and restated agreement, AH LLC has foregone any right to receive any promoted interests in any investment vehicles formed after the closing of the Management Internalization.

The duration, termination and assignment provisions in the agreement on investment opportunities remained unchanged from the original agreement.

Registration Rights Agreement

In connection with the Management Internalization, we entered into a registration rights agreement with AH LLC providing for registration rights exercisable after December 10, 2015. After June 10, 2015, if we are eligible to file a shelf registration statement under the Securities Act with the SEC, AH LLC has a right to

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request that we file and maintain a shelf registration statement to register for resale the Class A common shares and securities convertible into Class A common shares that are held by AH LLC. In addition, AH LLC has the right to request that we cooperate with AH LLC in up to three underwritten offerings of our Class A common shares under the shelf registration statement, provided such right may not be invoked more often than once every six months (subject to suspension rights in favor of our company) and each such underwritten offering generally must yield gross proceeds to AH LLC of not less than \$100 million per offering. After December 10, 2015, AH LLC has unlimited piggyback registration rights to include the Class A common shares and securities convertible into Class A common shares that AH LLC owns in other registration statements that we may initiate, subject to certain conditions and limitations (including cut-back rights in favor of our company). Under the registration rights agreement with AH LLC, we pay all expenses relating to registrations, and AH LLC pays all underwriting discounts and commissions relating to the sale of its Class A common shares. The registration rights agreement also contains other customary terms, including for indemnification. The registration rights agreement will terminate when AH LLC may freely sell its Class A common shares pursuant to Rule 144 under the Securities Act. In July 2013, the registration rights agreement was subsequently amended to provide for the registration of any Class A common shares beneficially owned by AH LLC at any time during the term of the agreement.

Lock-up Agreement

The Series D and Series E units that AH LLC received in the Management Internalization are subject to a lock-up until 180 days after the closing of our initial public offering, which lock-up cannot be waived without the written consent of Goldman, Sachs & Co.

Intellectual Property

AH LLC contributed all licenses and intellectual property including, without limitation, rights to the trade name American Homes 4 Rent (provided that AH LLC is entitled to use such name until December 10, 2014) and all intellectual property related to the accounting systems and customized data systems necessary for the acquisition, asset management, renovation and property management functions. AH LLC pays a \$100,000 per month fee to us to utilize the intellectual property and services related to its maintenance and use until the expiration of the arrangement by which AH LLC provides acquisition and renovation services.

Employee Administration Agreement

Effective upon the closing of the Management Internalization, we entered into an employee administration agreement with MMI, an affiliate of AH LLC, to obtain the exclusive services of our management and property management personnel, who were previously employees of MMI under the direction of AH LLC. Pursuant to this agreement, MMI continues to provide us with dedicated personnel to staff all general and administrative functions necessary to operate our business. The agreement obligates MMI to provide all personnel and any facilities, goods and equipment necessary to perform the services we need, including general and administrative services such as SEC reporting, Sarbanes-Oxley compliance, accounting, audit, finance, tax, benefits, compensation and human resource administration, property management, risk management, marketing, and legal. Pursuant to the agreement, we obtained the exclusive services of the employees dedicated to us for all management and other personnel dedicated to our business and are able to direct MMI to implement employment decisions with respect to the employees dedicated to us. We are required to reimburse MMI for all compensation and benefits and costs associated with the employees dedicated to us, on a pass-through basis. We do not pay any fee or any other form of compensation to MMI. MMI is owned by Tamara Hughes Gustavson, the daughter of Mr. Hughes, the chairman of our board of trustees, the B. Wayne Hughes Jr. Living Trust (who together control MMI), the Singelyn Family Trust and Mr. Goldberg. The employee administration agreement with MMI, as amended, will terminate on January 1, 2015, and is not renewable, unless our independent trustees determine to renew it. By that date, if not renewed, we would implement all general and administrative functions necessary to operate our business and directly employ those employees dedicated to us who provide all management and other personnel utilized in conducting our business.

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Captive Insurance Company

Until the Management Internalization, a component of our property insurance (covering the first loss of \$125,000 per property) was provided by a captive insurance company affiliated with our former manager. As part of the Management Internalization, we cancelled our insurance with the captive insurance company, which eliminated the approximately \$195 per property annual premium payable to the captive insurance company and resulted in us self-insuring this component of our property insurance going forward.

Alaska Joint Venture Acquisition

Alaska Joint Venture

In July 2012, AH LLC and APFC formed the Alaska Joint Venture under the Alaska Joint Venture Agreement. APFC contributed \$600 million to the Alaska Joint Venture, and AH LLC contributed an additional \$150 million. AH LLC had a promoted interest in the Alaska Joint Venture in addition to owning 20% of its equity.

As of April 12, 2013, the Alaska Joint Venture owned 4,778 single-family properties for an estimated total investment of \$730.4 million (excluding 43 California properties that were sold to a third party in May 2013 for approximately \$11.3 million at a gain of approximately \$2.2 million). As of July 31, 2013, approximately 4,260 of the Alaska Joint Venture's 4,778 properties were rent-ready, including approximately 4,027 that were leased.

Agreement for Alaska Joint Venture Acquisition

General

On June 11, 2013, APFC and AH LLC contributed their interests in the Alaska Joint Venture to our operating partnership, and the Alaska Joint Venture became wholly owned by our operating partnership.

Valuation of the Alaska Joint Venture

The 4,778 properties owned by the Alaska Joint Venture as of April 12, 2013 (excluding 43 California properties that were sold to a third party in May 2013) were valued by applying a capitalization rate of 5.65% to the net cash flow of these properties, resulting in an agreed upon valuation for these properties of approximately \$904.5 million.

For these purposes, net cash flow is, with respect to each property, its annual (actual or estimated) gross rental income less estimated operating expenses (including property management fees, leasing fees and premiums paid to the captive insurance company). The estimated net cash flow for the properties is based solely on data and estimates provided by AH LLC in connection with the acquisition and calculated on a non-GAAP basis. The actual net cash flow from the properties may differ from the estimates based on numerous factors, including difficulties we experience in leasing the properties, greater than anticipated property operating expenses and/or capital expenditures, as well as other risks. Moreover, although the capitalization rate applied to the estimated net cash flow for purposes of the valuation formula is generally consistent with the underwriting standards we apply when analyzing potential property acquisitions, we are employing a new and untested business model, and our underwriting standards are based on limited experience.

All properties acquired by the Alaska Joint Venture between April 12 and April 30, 2013 were valued at cost (including a 5% acquisition fee). The Alaska Joint Venture has assigned to us eight properties in escrow, and such properties were acquired subject to customary closing conditions.

Consideration Paid to APFC and AH LLC

In consideration for the 4,778 properties owned by the Alaska Joint Venture at April 12, 2013, we issued 43,609,394 Class A common shares to APFC, and our operating partnership issued 12,395,965 Class A units to

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AH LLC. The consideration for the Alaska Joint Venture was allocated between APFC and AH LLC as if the Alaska Joint Venture had been valued as of June 30, 2013 in accordance with the Alaska Joint Venture Agreement, except that APFC's share of the consideration was increased by \$3.0 million and AH LLC's share was decreased by that amount.

Renovation of 4,778 Properties

All of the Alaska Joint Venture's net monetary assets (generally, cash, including the net proceeds from the sale of the 43 California properties, an imputed amount equal to the cost of properties acquired between April 12 and April 30, 2013, receivables and deposits for properties in escrow less payables and other liabilities as of April 30, 2013) are available to fund all costs incurred in connection with the initial repair and renovation of the 4,778 properties owned by the Alaska Joint Venture at April 12, 2013 prior to initial leasing of the properties following the Alaska Joint Venture Acquisition.

At December 31, 2013, any remaining net monetary assets will be distributed to APFC and AH LLC in accordance with the terms of the Alaska Joint Venture Agreement. If the net monetary assets are insufficient to fund these renovations, AH LLC will be responsible for paying for them.

Board Seat and Management Rights

APFC has the option to designate an additional member to our board of trustees, subject to our board's approval.

Registration Rights

In connection with the Alaska Joint Venture Acquisition, we entered into a registration rights agreement with APFC at the same time we entered into the contribution agreement. Under the terms of that agreement, we are required to file a Form S-3 registration statement once we become eligible to rely on that form for registration of securities, and we are required to attain such eligibility at the earliest practicable date. Thereafter, we will be required to maintain that registration statement in effect and to facilitate up to three underwritten offerings of our Class A common shares under the shelf registration statement (subject to suspension rights in favor of our company). Beginning February 2, 2014, APFC has unlimited piggyback registration rights to include the Class A common shares that APFC acquired through the Alaska Joint Venture Acquisition in other registration statements that we may initiate, subject to certain conditions and limitations. Under the registration rights agreement, we are required to pay all expenses relating to registrations, and APFC is required to pay all underwriting discounts and commissions relating to the sale of its Class A common shares. The registration rights agreement also contains other customary terms, including indemnification. The registration rights agreement will terminate when APFC may freely sell its Class A common shares pursuant to Rule 144 under the Securities Act.

Lock-Up Agreement

The Class A common shares that APFC received in the Alaska Joint Venture Acquisition are subject to a lock-up until 180 days after July 31, 2013, which lock-up cannot be waived without the written consent of Goldman, Sachs & Co.

Concurrent Private Placements with AH LLC and APFC

In August 2013, concurrently with our initial public offering, AH LLC purchased 3,125,000 of our Class A common shares and APFC purchased 1,562,500 of our Class A common shares in private placements at the initial public offering price of \$16.00 per share, for total gross proceeds of \$75 million. At the time we entered into a purchase agreement with AH LLC in connection with the concurrent private placement, we also amended our registration rights agreement with AH LLC to provide for the registration for resale of any Class A common shares beneficially owned by AH LLC at any time during the term of the registration rights agreement.

Outside Business Interests of AH LLC

At July 31, 2013, AH LLC also owned directly 108 homes. Most of them are held for sale to third parties.

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2012 Incentive Plan

Prior to completion of our initial private placement in November 2012, our board of trustees adopted and our shareholders approved the 2012 Incentive Plan, pursuant to which awards may be provided to certain employees, trustees and consultants providing services to us and our affiliates. We have granted an aggregate of (1) 550,000 options to purchase our Class A common shares to our executive team and (2) 50,000 options to purchase our Class A common shares to our independent trustees under the 2012 Incentive Plan that vest ratably over a period of four years from the date of grant. In April 2013, our board of trustees approved an amendment to the 2012 Incentive Plan allowing for an increase in the maximum number of Class A common shares available for issuance from 1.5 million to 6 million. This increase will be reversed unless at least 200 million Equity Units are outstanding on or before December 31, 2013. Currently, 4,810,000 of our Class A common shares are available for issuance in the future under the 2012 Incentive Plan. Our board of trustees amended and restated the 2012 Incentive Plan, effective as of June 6, 2013.

Indemnification Agreements

We have entered into indemnification agreements with each of our trustees and our executive officers that provide for indemnification and advance of expenses to the maximum extent permitted by Maryland law.

Related Party Transaction Policy

We have adopted a written policy for the review and approval of related party transactions requiring disclosure under Item 404(a) of Regulation S-K. This policy provides that either the Audit Committee of our board of trustees or our full board of trustees is responsible for reviewing and approving or disapproving all interested transactions, meaning any transaction, arrangement or relationship in which (1) the amount involved may be expected to exceed \$120,000 in any fiscal year, (2) our company or one of our subsidiaries will be a participant and (3) a related person has a direct or indirect material interest. A related person is defined as an executive officer, trustee or nominee for election as trustee, or a greater than 5% beneficial owner of our Class A common shares, or an immediate family member of the foregoing. The policy may deem certain interested transactions to be pre-approved.

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INVESTMENT POLICIES AND POLICIES WITH RESPECT TO CERTAIN ACTIVITIES

Our Investment Policies

The following is a discussion of our investment policies and our policies with respect to certain other activities, including financing matters and conflicts of interest. These policies may be amended or revised from time to time at the discretion of our board of trustees without shareholder approval. We cannot assure you that our investment objectives will be attained.

Investment in Real Estate and Interests in Real Estate

We conduct substantially all of our investment activities through our operating partnership and its subsidiaries. Our investment objectives are to generate attractive, risk-adjusted returns for our shareholders through dividends and capital appreciation. We have not established a specific policy regarding the relative priority of these investment objectives. For a discussion of our business and growth strategies, see *Our Business and Properties* *Our Business and Growth Strategies*.

We pursue our investment objectives primarily through the ownership by our operating partnership of single-family rental properties. Future investment activities will not be limited to any geographic area, property type or to a specified percentage of our assets. While we may diversify in terms of property locations, size and market, we do not have any limit on the amount or percentage of our assets that may be invested in any one property or any one geographic area. We intend to engage in such future investment activities in a manner that is consistent with the maintenance of our status as a REIT for U.S. federal income tax purposes. In addition, we may purchase or lease other income-producing properties for long-term investment or sell such properties, in whole or in part, when circumstances warrant.

We may also participate with third parties in property ownership through investment vehicles, including joint ventures, partnership arrangements or other types of co-ownership. These types of investments may permit us to own interests in larger portfolios of properties and, therefore, provide us with flexibility in structuring our portfolio. We may participate in these investment vehicles even if we have funds available for investment. We will not, however, enter into an investment vehicle that would not otherwise meet our investment policies, as established or modified by our board of trustees from time to time, including the following guidelines:

We intend to make an investment of at least 10% of the aggregate investment by all parties in such investment vehicle;

Our investment in such investment vehicles shall not be subject to any promoted interests;

None of our trustees, officers or employees may invest personally in such investment vehicles (other than indirectly through their respective ownership of our common shares or OP units in our operating partnership);

We may invest jointly in such investment vehicles with AH LLC or its affiliates if our board of trustees believes that such joint investment is the best alternative for acquiring properties at that time; and

Any of our investments in such investment vehicles must be approved by a majority of our independent trustees. These guidelines do not apply to our former manager's existing investment vehicles.

The structure and terms of the investment vehicles may vary and will depend on market conditions. We will manage the residences owned by these investment vehicles. Any of these transactions would require approval by a majority of our independent trustees.

We do not have a specific policy to acquire assets primarily for capital gain or primarily for income.

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Investments in Real Estate Mortgages

While our business and growth strategies emphasize equity investments in single-family rental properties, we may, at the discretion of our board of trustees, invest in mortgages, including NPLs, consistent with our qualification as a REIT. Investments in real estate mortgages run the risk that one or more borrowers may default under the mortgages and that the collateral securing those mortgages may not be sufficient to enable us to recoup our full investment.

Investments in Securities of or Interests in Persons Primarily Engaged in Real Estate Activities and Other Issuers

Subject to the percentage of ownership limits and gross income and asset tests necessary for REIT qualification, we may invest in securities of other REITs, other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities. We do not intend to underwrite securities of other issuers.

Purchase and Sale of Investments

We expect to invest in our properties primarily for generation of current rental income and long-term capital appreciation. Although we do not currently intend to sell our properties, we may deliberately and strategically dispose of certain properties in the future and redeploy funds into new acquisitions that align with our strategic objectives.

Lending Policies

We do not expect to engage in any significant lending in the future. However, we do not have a policy limiting our ability to make loans to other persons, although our ability to do so may be limited by applicable law, such as the Sarbanes-Oxley Act of 2002. Subject to tax rules applicable to REITs, we may choose to guarantee debt of certain joint ventures with third parties. Our board of trustees may adopt a formal lending policy in the future without notice to or consent of our shareholders.

Issuance of Additional Securities

If our board of trustees determines that obtaining additional capital would be advantageous to us, we may, without shareholder approval, issue debt or equity securities, including causing our operating partnership to issue additional OP units, retain earnings (subject to the REIT distribution requirements for U.S. federal income tax purposes) or pursue a combination of these methods. As long as our operating partnership is in existence, the proceeds of all equity capital raised by us will be contributed to our operating partnership in exchange for additional OP units, which will dilute the ownership interests of any other limited partners.

We may offer our common shares, OP units, or other debt or equity securities in exchange for cash, real estate assets or other investment targets, and to repurchase or otherwise re-acquire our common shares, OP units or other debt or equity securities. We may issue preferred shares from time to time, in one or more classes or series, as authorized by our board of trustees without the need for shareholder approval. We have not adopted a specific policy governing the issuance of senior securities at this time.

Reporting Policies

We are subject to the information reporting requirements of the Exchange Act, pursuant to which we will file periodic reports, proxy statements and other information, including audited financial statements, with the SEC.

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Investment Company Act of 1940

We intend to conduct our operations so that neither we nor any of our subsidiaries are required to register as an investment company under the 1940 Act. Investments are also subject to our policy not to be treated as an investment company under the 1940 Act.

Our Financing Strategy

Although we do not believe we need to use leverage to execute our business strategy, we may use leverage to increase potential returns to our shareholders in the future. Our decision to use leverage will be based on our assessment of a variety of factors, including the terms of available credit and our outlook for borrowing costs relative to the unleveraged yield on our assets. Any decision as to the use of leverage and the terms of any financings will be made by our board of trustees and will not be subject to shareholder approval. While we are not restricted by our governing documents in the amount of leverage that we may use, we do not anticipate that the ratio of loan-to-value (based on the estimated value of our assets at the time of incurrence) will exceed 50% at the time of any incurrence.

As our company grows, we may seek to access financing sources other than indebtedness. These sources may include securitizations, issuances of common or preferred shares by us and issuances of OP units, including classes or series of common or preferred OP units. Based in part on the experience of our executive team at Public Storage, we believe that preferred shares provide an attractive source of permanent capital. In addition, we will seek to participate in investment vehicles with third-party investors as an alternative source of equity to grow our business. Our executive officers have substantial experience organizing and managing investment vehicles with third-party investors, including during their time at Public Storage. There can be no assurance that we will be able to access these financing sources on favorable terms or at all.

On March 7, 2013, we entered into a \$500 million credit facility with Wells Fargo. On September 30, 2013, we amended our credit facility to add J.P. Morgan Chase Bank as a lender, expand our borrowing capacity under the credit facility to \$800 million and extend the repayment period to September 30, 2018. The amount that we may borrow under our credit facility is generally based on the borrowing base. Our credit facility bears interest at 30-day LIBOR plus 2.75% until March 2017, and thereafter, at 30-day LIBOR plus 3.125%. At October 31, 2013, we had \$220 million of borrowings outstanding under our credit facility and cash and cash equivalents on hand of approximately \$128 million. On November 8, 2013, we announced that we had engaged advisors to assist in structuring and negotiating a securitization transaction secured by a portion of our portfolio of single-family properties that we intend to market in the first quarter of 2014, subject to capital markets conditions, rating agency review and customary closing conditions. We also continue to explore other financing sources and capital raising alternatives with various financial institutions from time to time. There can be no assurance that we will complete these potential transactions.

Policies with Respect to Certain Transactions

We have adopted a written policy for the review and approval of related party transactions requiring disclosure under Item 404(a) of Regulation S-K. See [Certain Relationships and Related Party Transactions](#) [Related Party Transaction Policy](#).

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STRUCTURE AND FORMATION OF OUR COMPANY

Our Structure

We were formed as a Maryland REIT on October 19, 2012. The following chart illustrates our current organizational structure:

- ¹ Our trustees, our executive officers, our dedicated personnel and others have been granted options to purchase an aggregate 1,190,000 of our Class A common shares under the 2012 Incentive Plan.
- ² Consists of 6,860,783 Class A common shares and 635,075 Class B common shares.
- ³ Consists of 13,787,292 Class A units, 31,085,974 Series C units, 4,375,000 Series D units and 4,375,000 Series E units.

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The following table sets forth information regarding the beneficial ownership of our common shares and common shares into which our OP units may be exchangeable by (1) each of the executive officers named in the table appearing under the caption Management Our Trustees and Executive Officers, (2) each of our trustees, (3) all of our executive officers and trustees as a group, and (4) each person known by us to be the beneficial owner of 5% or more of our common shares and OP units. The table does not reflect the issuance of any Series B Participating Preferred Shares in this offering.

The SEC has defined beneficial ownership of a security to mean the possession, directly or indirectly, of voting power and/or investment power. A security holder is also deemed to be, as of any date, the beneficial owner of all securities that such security holder has the right to acquire within 60 days after that date through (i) the exercise of any option, warrant or right, (ii) the conversion of a security, (iii) the power to revoke a trust, discretionary account or similar arrangement, or (iv) the automatic termination of a trust, discretionary account or similar arrangement. Each person named in the table has sole voting and investment power with respect to all of the common shares shown as beneficially owned by such person, except as otherwise set forth in the notes to the table. Unless otherwise indicated, the address of each named person is c/o American Homes 4 Rent, 30601 Agoura Road, Suite 200, Agoura Hills, California 91301. The following table sets forth information, as of November 8, 2013, known to us about the beneficial ownership of our common shares and our OP units prior to and immediately after this offering.

Name of Beneficial Owner	Number of Common Shares Beneficially Owned ⁽¹⁾	Number of Common Shares and OP Units Beneficially Owned ⁽²⁾	Percentage of All Class A Common Shares ⁽¹⁾	Percentage of All Common Shares and OP Units Beneficially Owned ⁽²⁾
Five Percent or Greater Beneficial Owners:				
American Homes 4 Rent, LLC ⁽³⁾⁽⁴⁾	6,860,783	61,119,124	3.7%	25.0%
Alaska Permanent Fund Corporation ⁽⁵⁾	45,171,894	45,171,894	24.4%	18.5%
EJF Capital LLC ⁽⁶⁾	9,970,014	9,970,014	5.4%	4.1%
Trustees and Executive Officers:				
B. Wayne Hughes				
David P. Singelyn ⁽⁴⁾⁽⁷⁾⁽¹²⁾	6,880,983	61,139,324	3.7%	25.0%
Jack Corrigan ⁽⁴⁾⁽⁸⁾⁽¹²⁾	200	200	*	*
Peter J. Nelson ⁽¹²⁾	13,333	13,333	*	*
David Goldberg ⁽⁴⁾⁽⁹⁾⁽¹²⁾	100	100	*	*
Sara H. Vogt-Lowell ⁽¹²⁾	3,875	3,875	*	*
Dann V. Angeloff ⁽¹⁰⁾⁽¹³⁾	23,400	23,400	*	*
Matthew J. Hart ⁽¹³⁾	17,500	17,500	*	*
James H. Kropp ⁽¹¹⁾⁽¹³⁾	15,000	15,000	*	*
Lynn Swann ⁽¹³⁾	13,000	13,000	*	*
Kenneth Woolley ⁽¹³⁾	36,333	36,333	*	*
All trustees and executive officers as a group (11 persons) ⁽⁴⁾⁽¹²⁾⁽¹³⁾	7,003,724	61,262,065	3.8%	25.1%

* Represents less than 1.0%.

(1) Assumes 184,869,219 Class A common shares are outstanding as of the date of this prospectus.

(2) Assumes a total of 244,187,560 common shares and OP units (which OP units may be redeemed for cash or, at our option, exchanged for our Class A common shares) outstanding as of the date of this prospectus, excluding OP units held by our company. Does not reflect Class A common shares reserved for potential future issuance under our 2012 Incentive Plan.

(3) HF Investments 2010, LLC, which is comprised of trusts established by Mr. Hughes for certain of his heirs, owns approximately 88.66% membership interest in AH LLC. The balance of the membership interest of AH LLC is

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- owned by entities owned by family members of Mr. Singelyn (4.93% membership interest), Mr. Corrigan (4.93% membership interest), and Mr. Marvin M. Lotz (0.5% membership interest) and individually by Mr. Goldberg (1% membership interest). Mr. Singelyn is the sole manager of HF Investments 2010, LLC and AH LLC. As the sole manager of AH LLC, Mr. Singelyn has voting and dispositive power over the 61,119,124 common shares and OP units directly owned by AH LLC and may be deemed to have beneficial ownership over such securities. The address of AH LLC is 30601 Agoura Road, Suite 200, Agoura Hills, California 91301.
- (4) AH LLC ownership interests include:
- (i) 6,860,783 Class A common shares issued by us prior to this offering ;
 - (ii) 635,075 Class B common shares issued by us (for voting purposes, each Class B common share entitles the holder to 50 votes on all matters on which the holders of Class A common shares are entitled to vote);
 - (iii) 13,787,292 Class A units issued by our operating partnership;
 - (iv) 31,085,974 Series C units issued by our operating partnership;
 - (v) 4,375,000 Series D units issued by our operating partnership; and
 - (vi) 4,375,000 Series E units issued by our operating partnership.
- See Our Business and Properties Our History and Capitalization and Certain Relationships and Related Party Transactions.
- (5) Acting for and on behalf of the funds which APFC is designated by Alaska Statutes 37.13 to manage and invest. This information is based on a Schedule 13G filed on August 12, 2013 by the Alaska Permanent Fund Corporation to report that it has sole voting and dispositive power over such shares. The address of APFC is 801 West 10th Street, Suite 302, Juneau, Alaska 99801.
- (6) Based solely on the information provided in the Schedule 13G filed on October 9, 2013 that indicated that EJF Capital LLC has shared voting and dispositive power with respect to 9,970,014 Class A common shares. The Schedule 13G further indicated that Emanuel J. Friedman has shared voting and dispositive power with respect to 9,970,014 Class A common shares, EJF Debt Opportunities Master Fund, L.P. has shared voting and dispositive power with respect to 6,330,060 Class A common shares, EJF Debt Opportunities GP, LLC has shared voting and dispositive power with respect to 6,330,060 Class A common shares, EJF Debt Opportunities Master Fund II, LP has shared voting and dispositive power with respect to 3,250,083 Class A common shares, EJF Debt Opportunities II GP, LLC has shared voting and dispositive power with respect to 3,250,083 Class A common shares, EJF Financial Services Fund, LP has shared voting and dispositive power with respect to 306,233 Class A common shares, and EJF Financial Services GP, LLC has shared voting and dispositive power with respect to 306,233 Class A common shares. EJF Debt Opportunities GP, LLC serves as the general partner and investment manager of EJF Debt Opportunities Master Fund, L.P. and may be deemed to share beneficial ownership of the Class A common shares of which EJF Debt Opportunities Master Fund, L.P. is the record owner. EJF Debt Opportunities II GP, LLC serves as the general partner and investment manager of EJF Debt Opportunities Master Fund II, LP and may be deemed to share beneficial ownership of the Class A common shares of which EJF Debt Opportunities Master Fund II, LP is the record owner. EJF Financial Services GP, LLC serves as the general partner and investment manager of EJF Financial Services Fund, LP and may be deemed to share beneficial ownership of the Class A common shares of which EJF Financial Services Fund, LP is the record owner. EJF Capital LLC is the sole member and manager of each of EJF Debt Opportunities GP, LLC, EJF Debt Opportunities II GP, LLC and EJF Financial Services GP, LLC, and may be deemed to share beneficial ownership of the Class A common shares of which such entities may share beneficial ownership. EJF Capital LLC also serves as the investment manager of various other managed accounts and may be deemed to share beneficial ownership of the 83,638 Class A common shares of which the various other managed accounts are the record owners. Emanuel J. Friedman is the controlling member of EJF Capital LLC and may be deemed to share beneficial ownership of the Class A common shares over which EJF Capital LLC may share beneficial ownership. The address of the shareholder is 2107 Wilson Boulevard, Suite 410, Arlington, VA 22201.

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- (7) Includes 100 Class A common shares registered to and beneficially owned by Mr. Singelyn, 100 Class A common shares registered to and beneficially owned by Mr. Singelyn's wife, 20,000 Class A common shares registered to an entity for the benefit of Mr. Singelyn and members of his family and all of the ownership interest of AH LLC and to which Mr. Singelyn has voting and dispositive power. See Notes 4 and 5 above.
- (8) Includes 100 Class A common shares registered to and held beneficially by Mr. Corrigan's wife. Does not include any beneficial interest Mr. Corrigan may have in common shares and OP units held by AH LLC. See Notes 4 and 5 above.
- (9) Does not include any beneficial interest Mr. Goldberg may have in common shares and OP units held by AH LLC. See Notes 4 and 5 above.
- (10) Represents Class A common shares issued to entities for the benefit of Mr. Angeloff and members of his family to which Mr. Angeloff has voting and dispositive power.
- (11) Includes 10,000 Class A common shares registered to the Millennium Trust Company LLC, custodian FBO James H. Kropp IRA.
- (12) Excludes an aggregate of 550,000 options to purchase our Class A common shares granted to our executive team under the 2012 Incentive Plan.
- (13) Does not reflect a grant of 10,000 options to purchase Class A common shares made to each independent trustee upon completion of our initial private placement in November 2012 that vest ratably over a period of four years from the date of grant and none of which are exercisable in the next 60 days.

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DESCRIPTION OF SERIES B PARTICIPATING PREFERRED SHARES

The description of certain terms and provisions of our Series B Participating Preferred Shares contained in this prospectus does not purport to be complete and is in all respects subject to, and qualified in its entirety by reference to our declaration of trust, including the Articles Supplementary setting forth the terms of our Series B Participating Preferred Shares, our bylaws and Maryland law.

For purposes of this section, references to we, our and our company refer only to American Homes 4 Rent and not to any of its subsidiaries.

General

Under our declaration of trust, we currently are authorized to issue up to 100,000,000 preferred shares of beneficial interest, \$0.01 par value per share. Our declaration of trust further provides that our board of trustees may classify any unissued preferred shares into one or more classes or series of shares by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such preferred shares. Prior to the completion of this offering, there will be no preferred shares outstanding, other than 5,060,000 Series A Participating Preferred Shares. There are generally no preemptive rights with respect to our Series B Participating Preferred Shares.

Maturity

The Series B Participating Preferred Shares have no stated maturity and will not be subject to any sinking fund or mandatory redemption (except as described below under Redemption Redemption upon an Absence of Suitable Indices Event and Conversion Conversion upon an Absence of Suitable Indices Event), and will remain outstanding indefinitely unless (i) we redeem such Series B Participating Preferred Shares at our option as described below in Redemption, (ii) we convert such Series B Participating Preferred Shares at our option as described below in Conversion Rights Conversion at Our Option or (iii) subject to our special right of redemption in the event of a Change of Control (as defined below), they are converted by the holder of such Series B Participating Preferred Shares in the event of a Change of Control as described below in Conversion Rights Conversion upon a Change of Control.

Reopening

The Articles Supplementary establishing our Series B Participating Preferred Shares permit us to reopen this series, without the consent of the holders of our Series B Participating Preferred Shares, in order to issue additional shares of Series B Participating Preferred Shares from time to time. We may in the future issue additional shares of Series B Participating Preferred Shares without your consent. Any additional shares of Series B Participating Preferred Shares will have the same terms as the shares of Series B Participating Preferred Shares that we are issuing in this offering. These additional shares of Series B Participating Preferred Shares will, together with the shares of Series B Participating Preferred Shares being issued in this offering, constitute a single series of securities.

Ranking

The Series B Participating Preferred Shares will rank, with respect to dividend rights and rights upon our liquidation, dissolution or winding up:

- (1) senior to our common shares and to any other class or series of our equity shares expressly designated as ranking junior to the Series B Participating Preferred Shares;
- (2) on parity with any existing or other preferred or convertible preferred securities, including our Series A Participating Preferred Shares; and

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- (3) junior to all equity shares issued by us with terms specifically providing that those equity shares rank senior to the Series B Participating Preferred Shares with respect to rights of dividend payments and the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of our company, or Liquidation Event, which issuance is subject to the approval of the holders of two-thirds of the outstanding Series B Participating Preferred Shares and any parity preference shares.

The term equity shares does not include convertible debt securities, which debt securities would rank senior to the Series B Participating Preferred Shares.

Dividends

When, as and if authorized by our board of trustees, holders of the Series B Participating Preferred Shares will be entitled to receive cumulative cash dividends from and including the issue date, payable quarterly in arrears on the last day of March, June, September and December of each year, beginning on March 31, 2014, at the rate of 5.000% per annum on the initial liquidation preference per share (equivalent to the fixed annual rate of \$1.25 per share). The first dividend is scheduled to be paid on March 31, 2014 to holders of record as of March 15, 2014 and will be a pro rata dividend from and including the original issue date to but excluding March 31, 2014 in the amount of \$ per share. If any dividend payment date falls on any day other than a business day as defined in the Articles Supplementary for our Series B Participating Preferred Shares, the dividend due on such dividend payment date shall be paid on the first business day immediately following such dividend payment date, and no dividends will accrue as a result of such delay. Dividends will accrue and be cumulative from, and including, the prior dividend payment date (or, if no prior dividend payment date, the original issue date of the Series B Participating Preferred Shares) to, but excluding, the next dividend payment date, to holders of record as of 5:00 p.m., New York time, on the related record date. The record dates for the Series B Participating Preferred Shares are the March 15, June 15, September 15 or December 15 immediately preceding the relevant dividend payment date, regardless of whether that day is a business day. Prior to December 31, 2020, no dividends will accrue or be paid on any HPA Amount.

On and after December 31, 2020, in lieu of the dividend rate detailed in the preceding paragraph, a dividend rate of 10.000% per annum will accrue and be paid on the initial liquidation preference per Series B Participating Preferred Share plus the HPA Amount, if any.

Our board of trustees will not authorize and we will not pay or set apart for payment dividends on our Series B Participating Preferred Shares at any time when the terms and provisions of any agreement of ours, including any agreement relating to our indebtedness, prohibits the authorization, payment or setting apart for payment or provides that the authorization, payment or setting apart for payment would constitute a breach of the agreement or a default under the agreement, or if the authorization, payment or setting apart for payment shall be restricted or prohibited by law. We also have the right to withhold, from any amounts otherwise payable to you, with respect to all distributions (deemed or actual) to the extent that withholding is or was required for such distributions under applicable tax withholding rules. See Material U.S. Federal Income Tax Considerations. You should review the information appearing above under Risk Factors Our future growth depends, in part, on the availability of additional debt or equity financing. If we cannot obtain additional financing on terms favorable or acceptable to us, our growth may be limited, and the information appearing in the last paragraph under this caption Dividends for information regarding the circumstances under which the terms of our credit facility with Wells Fargo may limit or prohibit the payment of dividends on the Series B Participating Preferred Shares.

Notwithstanding the foregoing, dividends on the Series B Participating Preferred Shares will accrue whether or not there are funds legally available for the payment of those dividends, whether or not we have earnings or whether or not there are funds legally available for the payment of those dividends and whether or not those dividends are authorized. No interest, or sum in lieu of interest, will be payable in respect of any dividend payment or payments on the Series B Participating Preferred Shares that may be in arrears, and holders of the Series B Participating Preferred Shares will not be entitled to any dividends in excess of full cumulative dividends described above. Any dividend payment made on the Series B Participating Preferred Shares,

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including any Capital Gains Amounts, as described in the paragraph below, shall first be credited against the earliest accrued but unpaid dividend due with respect to those shares.

If, for any taxable year, we designate as a capital gain dividend, as defined in Section 857 of the Internal Revenue Code of 1986, as amended, or the Code, any portion of the dividends, or the Capital Gains Amount, as determined for federal income tax purposes, paid or made available for that year to holders of all classes of our shares of beneficial interest, then, except as otherwise required by applicable law, the portion of the Capital Gains Amount that shall be allocable to the holders of the Series B Participating Preferred Shares will be in proportion to the amount that the total dividends, as determined for federal income tax purposes, paid or made available to holders of Series B Participating Preferred Shares for the year bears to the total dividends paid or made available for that year to holders of all classes of our shares of beneficial interest. In addition, except as otherwise required by applicable law, we will make a similar allocation with respect to any undistributed long-term capital gains that are to be included in our shareholders' long-term capital gains, based on the allocation of the Capital Gains Amount that would have resulted if those undistributed long-term capital gains had been distributed as capital gain dividends by us to our shareholders. See Material U.S. Federal Income Tax Considerations.

Future distributions on our common shares and preferred shares, including the Series B Participating Preferred Shares offered hereby, will be at the discretion of our board of trustees and will depend on, among other things, our results of operations, funds from operations, cash flow from operations, financial condition and capital requirements, the annual distribution requirements under the REIT provisions of the Code, our debt service requirements and any other factors our board of trustees deems relevant. In addition, our credit facility with Wells Fargo contains provisions that could limit or, in certain cases, prohibit the payment of distributions on our common shares and preferred shares, including the Series B Participating Preferred Shares offered hereby. Accordingly, although we expect to pay quarterly cash distributions on our common shares and scheduled cash dividends on our Series B Participating Preferred Shares being offered hereby, we cannot guarantee that we will maintain these distributions or what the actual distributions will be for any future period.

Voting Rights

Holders of the Series B Participating Preferred Shares generally will have no voting rights. However, if we are in arrears on dividends, whether or not authorized or declared, on the Series B Participating Preferred Shares for six or more quarterly periods, whether or not consecutive, holders of Series B Participating Preferred Shares (voting separately as a class together with the holders of all other classes or series of parity preferred shares and upon which like voting rights have been conferred and are exercisable) will be entitled to elect two additional trustees at a special meeting called upon the request of at least 10% of such holders or at our next annual meeting and each subsequent annual meeting of shareholders, each additional trustee being referred to as a Preferred Share Trustee, until all unpaid dividends with respect to the Series B Participating Preferred Shares and such other classes or series of preferred shares with like voting rights have been paid or declared and set aside for payment. Preferred Share Trustees will be elected by a vote of holders of record of a majority of the outstanding Series B Participating Preferred Shares and any other series of parity equity shares with like voting rights, voting together as a class. Special meetings called in accordance with the provisions described in this paragraph shall be subject to the procedures in our bylaws, except that we, rather than the holders of Series B Participating Preferred Shares, will pay all costs and expenses of calling and holding the meeting.

Any Preferred Share Trustee may be removed at any time with or without cause by the vote of, and may not be removed otherwise than by the vote of, the holders of record of a majority of the outstanding Series B Participating Preferred Shares and all other classes or series of parity preferred shares entitled to vote thereon when they have the voting rights described above (voting together as a single class). So long as a dividend arrearage continues, any vacancy in the office of a Preferred Share Trustee may be filled by written consent of the Preferred Share Trustee remaining in office, or if none remains in office, by a vote of the holders of record of a majority of the outstanding Series B Participating Preferred Shares when they have the voting rights described above (voting as a single class with all other classes or series of parity preferred shares upon which like voting rights have been conferred and are exercisable).

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So long as any Series B Participating Preferred Shares remain outstanding, we will not, without the affirmative vote or written consent of the holders of at least two-thirds of the then outstanding Series B Participating Preferred Shares and each other class or series of parity preferred shares with like voting rights (voting together as a single class), authorize, create, or increase the number of authorized or issued shares of, any class or series of equity shares ranking senior to the Series B Participating Preferred Shares with respect to rights of dividend payments and the distribution of assets upon a Liquidation Event, or reclassify any of our authorized equity shares into such equity shares, or create, authorize or issue any obligation or security convertible into or evidencing the right to purchase such equity shares. However, we may create additional classes of parity equity securities and junior equity securities, amend our declaration of trust and the Articles Supplementary for the Series B Participating Preferred Shares to increase the authorized number of shares of parity equity securities (including the Series B Participating Preferred Shares) and junior equity securities and issue additional series of parity equity securities and junior equity securities without the consent of any holder of Series B Participating Preferred Shares.

In addition, the affirmative vote or written consent of the holders of at least two-thirds of the outstanding Series B Participating Preferred Shares and each other class or series of parity preferred shares with like voting rights (voting together as a single class) is required for us to amend, alter or repeal any provision of our declaration of trust so as to materially and adversely affect the terms of the Series B Participating Preferred Shares. If such amendment to our declaration of trust does not equally affect the terms of the Series B Participating Preferred Shares and the terms of one or more other classes or series of parity preferred shares, the affirmative vote or written consent of the holders of at least two-thirds of the shares outstanding at the time of Series B Participating Preferred Shares, voting separately as a class, is required. Holders of the Series B Participating Preferred Shares also will have the exclusive right to vote on any amendment to our declaration of trust on which holders of the Series B Participating Preferred Shares are otherwise entitled to vote and that would alter only the rights, as expressly set forth in our declaration of trust, of the Series B Participating Preferred Shares.

In any matter in which holders of Series B Participating Preferred Shares may vote (as expressly provided in the articles supplementary setting forth the terms of the Series B Participating Preferred Shares), each Series B Participating Preferred Share shall be entitled to one vote per share.

Liquidation Preference

If we experience a Liquidation Event, holders of our Series B Participating Preferred Shares will have the right to receive the sum of (i) the initial liquidation preference, (ii) the HPA Amount (if the HPA Amount for the relevant period is a positive number) and (iii) an amount per Series B Participating Preferred Share equal to all dividends (whether or not authorized or declared) accrued and unpaid thereon to, but excluding, the date of final distribution to such holders, or the Final Liquidation Preference, before any distribution or payment is made to holders of our securities and any other class or series of our equity shares ranking junior to the Series B Participating Preferred Shares as to liquidation, dissolution or winding up. The rights of holders of Series B Participating Preferred Shares to receive this amount will be subject to the proportionate rights of any other class or series of our equity shares ranking on parity with the Series B Participating Preferred Shares as to rights upon liquidation, dissolution or winding up, and junior to the rights of any class or series of our equity shares expressly designated as ranking senior to the Series B Participating Preferred Shares.

Holders of Series B Participating Preferred Shares will be entitled to written notice of any distribution in connection with any Liquidation Event not less than 30 days and not more than 60 days prior to the distribution payment date. After payment of the full amount of the liquidating distributions to which they are entitled, holders of Series B Participating Preferred Shares will have no right or claim to any of our remaining assets. Our consolidation or merger with or into any other corporation, trust or other entity, or the voluntary sale, transfer or conveyance of all or substantially all of our property or business, will not be deemed to constitute a Liquidation Event.

In determining whether a distribution (other than upon voluntary or involuntary liquidation), by dividend, redemption or other acquisition of any of our shares of beneficial interest or otherwise, is permitted under Maryland

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law, amounts that would be needed, if we were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of holders of Series B Participating Preferred Shares will not be added to our total liabilities.

Home Price Appreciation Amount

The initial liquidation preference for the Series B Participating Preferred Shares may be increased by the HPA Amount. The HPA Amount for any period will equal the product of the initial liquidation preference and the HPA Factor for such period. However, the HPA Amount for all periods after December 31, 2020 will be equal to the HPA Amount calculated with respect to the period ended September 30, 2020, and the HPA Amount will be subject to a cap as described below under the caption HPA Amount Cap.

The HPA Amount for the Series B Participating Preferred Shares may be realized upon (i) exercise by us of our optional redemption right or conversion right after December 31, 2017, (ii) any conversion or redemption in connection with a Change of Control (as defined below) or (iii) liquidation, dissolution or winding up of the Company. In addition, on and after December 31, 2020, dividends will accrue on the HPA Amount, if any, added to the initial liquidation preference per Series B Participating Preferred Share.

Home Price Appreciation Factor

HPA for the Series B Participating Preferred Shares represents the cumulative change in value from September 30, 2013 of an index based on the purchase prices of single-family homes located in our top 20 markets, by estimated total investment, as of September 30, 2013. HPA is determined using the Quarterly Purchase-Only Index, or POI, specifically the non-seasonally adjusted Purchase-Only Index for the 100 Largest Metropolitan Statistical Areas, currently disclosed at the following URL: <http://www.fhfa.gov/weblink/hpicbsapo.txt>. The contents of the FHFA website are not incorporated by reference in or otherwise part of this prospectus. Other indices referenced in this prospectus will not be used in calculating the HPA Amount.

The POI is a weighted, repeat-sales index, meaning that it measures average price changes in repeat sales of the same single-family properties. This information is obtained by reviewing repeat transactions involving conforming, conventional mortgages purchased or securitized by Fannie Mae or Freddie Mac since January 1975. Only mortgage transactions involving single-family homes are included. Conforming refers to a mortgage that both meets the underwriting guidelines of Fannie Mae or Freddie Mac and that does not exceed the conforming loan limit that is currently \$625,000 for mortgages in the contiguous United States originated after September 30, 2011. Conventional mortgages are those that are neither insured nor guaranteed by the FHA, VA or other federal government entities. Mortgages on properties financed by government-insured loans, such as FHA or VA mortgages, are excluded from the POI, as are properties with mortgages that have a principal amount exceeding the conforming loan limit.

Subject to the calculation of the HPA as described below, the value set forth in the POI, or the POI Value, with respect to each of the 21 metropolitan statistical areas (each, an MSA) listed below, will be used for the purpose of calculating HPA.

HPA for the Series B Participating Preferred Shares will be calculated as follows:

- (i) The change in HPA for each MSA since September 30, 2013 will be calculated promptly following each date of FHFA's release of the POI for each quarter, or Index Release Date, in accordance with the following equation, where MSA_x represents any given MSA and HPA_x represents the change in HPA for such MSA:

$$HPA_x = ((POI \text{ Value for } MSA_x \text{ as of the most recent Index Release Date} \div POI \text{ Value for } MSA_x \text{ as of September 30, 2013}) \times 100) - 100$$

For the avoidance of doubt, for the purposes of calculating HPA_x , (i) the POI Value for MSA_x as of September 30, 2013 shall be as reported in the POI on November 26, 2013, and (ii) the POI Value for

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MSA_x as of September 30, 2020 shall be as reported in the POI on the first Index Release Date following September 30, 2020, in each case, notwithstanding any future revisions to such value that may be included in the POI on subsequent Index Release Dates.

- (ii) The Cumulative HPA is the sum of the twenty-one (21) products of (A) the change in HPA for a given MSA since September 30, 2013 (expressed below as HPA_x) and, for any given MSA, as calculated as described in paragraph (i) above and (B) the relative weighting for a given MSA (expressed below as W_x) and, for any given MSA, as set forth in the table in paragraph (iii) below, divided by 100 in order to be expressed as a percentage, which will be calculated promptly following each Index Release Date in accordance with the following equation:

$$\text{Cumulative HPA} = ((\text{HPA}_1 \times W_1) + (\text{HPA}_2 \times W_2) + (\text{HPA}_3 \times W_3) + \dots + (\text{HPA}_{21} \times W_{21})) \div 100$$

- (iii) The following relative weightings for each MSA will be used in determining Cumulative HPA in accordance with paragraph (ii) above:

MSA	Relative Weighting Applied in Determining Cumulative HPA
Dallas Plano Irving, TX	4.930%
Fort Worth Arlington, TX	4.930%
Indianapolis, IN	8.937%
Atlanta, GA	7.693%
Greater Chicago Area, IL and IN	7.645%
Houston, TX	6.283%
Nashville, TN	6.251%
Cincinnati, OH	6.128%
Charlotte, NC	5.466%
Salt Lake City, UT	5.191%
Tampa, FL	5.168%
Phoenix, AZ	4.977%
Jacksonville, FL	4.465%
Raleigh, NC	4.176%
Las Vegas, NV	4.156%
Orlando, FL	