

UMH PROPERTIES, INC.
Form 8-A12B
January 22, 2018

As filed with the Securities and Exchange Commission on January 22, 2018.

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

FORM 8-A

FOR REGISTRATION OF CURRENT CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
Securities Exchange Act of 1934

UMH Properties, Inc.
(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Maryland | 22-1890929 |
| (Jurisdiction of Incorporation or Organization) | (IRS Employer Identification No.) |

| | |
|---|------------|
| Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ | 07728 |
| (Address of principal executive offices) | (Zip Code) |

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

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| 6.375% Series D Cumulative Redeemable Preferred Stock, Liquidation Preference \$25 per share | New York Exchange, LLC |

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

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

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:
_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

This registration statement relates to the registration under Section 12(b) of the Securities Exchange Act of 1934 of the 6.375% Series D Cumulative Redeemable Preferred Stock, Liquidation Preference \$25.00 per Share (the "Series D Preferred Stock"), of UMH Properties, Inc., a Maryland corporation (the "Registrant"). A description of the Series D Preferred Stock is set forth under the captions "Summary—The Offering," and "Description of Series D Preferred Stock" in the Registrant's Prospectus Supplement dated January 17, 2018 (the "Prospectus Supplement") and under the caption "Description of Capital Stock—Description of Preferred Stock" in the Registrant's Prospectus dated July 12, 2017 (the "Base Prospectus"), which were filed with the Securities and Exchange Commission on January 18, 2018 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended. The Prospectus Supplement and the Base Prospectus relate to the Registrant's shelf registration statement on Form S-3 (File No. 333-219118), which became effective on July 12, 2017. The description of the Series D Preferred Stock set forth in the Prospectus Supplement and the Base Prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits. List below all exhibits filed as a part of the registration statement:

| Exhibit Number | <u>Description</u> |
|-------------------|--|
| (3) | <u>Articles of Incorporation and Bylaws:</u> |
| 3.1 | Articles of Incorporation of UMH Properties, Inc., a Maryland corporation (incorporated by reference from the Company's Definitive Proxy Statement as filed with the Securities and Exchange Commission on July 10, 2003, Registration No. 001-12690). |
| 3.2 | Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 3, 2006, Registration No. 001-12690). |
| 3.3 | Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 26, 2011, Registration No. 001-12690). |
| 3.4 | Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 26, 2011, Registration No. 001-12690). |
| 3.5 | Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 10, 2012, Registration No. 001-12690). |
| 3.6 | Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 10, 2012, Registration No. 001-12690). |
| 3.7 | Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 31, 2012, Registration No. 001-12690). |
| 3.8 | Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 31, 2012, Registration No. 001-12690). |
| 3.9 | Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 20, 2015, Registration No. 001-12690). |

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- 3.10 Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 20, 2015, Registration No. 001-12690).
- 3.11 Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 5, 2016, Registration No. 001-12690).
- 3.12 Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 5, 2016, Registration No. 001-12690).
- 3.13 Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on August 11, 2016, Registration No. 001-12690).
- 3.14 Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on June 5, 2017, Registration No. 001-12690).
- 3.15 Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on July 26, 2017, Registration No. 001-12690).
- 3.16 Articles Supplementary for the Registrant's Series C Preferred Stock (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on July 26, 2017, Registration No. 001-12690).
- 3.17 Bylaws of the Company, as amended and restated, dated March 31, 2014 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on March 31, 2014, Registration No. 001-12690).
- (4) Instruments Defining the Rights of Security Holders, Including Indentures:
- 4.1 Articles Supplementary for the Registrant's Series D Preferred Stock (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 22, 2018, Registration No. 001-12690).
- 4.2 Specimen certificate representing the 6.375% Series D Cumulative Redeemable Preferred Stock, par value \$0.10 per share, of the Registrant (filed herewith).
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SIGNATURE

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

| | |
|--------------|---|
| (Registrant) | UMH PROPERTIES, INC. |
| Date | January 22, 2018 |
| By | /s/ Anna T.Chew Name: Anna T. Chew Vice President Title: and Chief Financial Officer |

EXHIBIT INDEX

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