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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 24, 2014

EQUITY LIFESTYLE PROPERTIES, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

0-11718
(Commission
File Number)

36-3857664
(IRS Employer
Identification No.)

Two North Riverside Plaza, Chicago, Illinois, 60606
(Address of principal executive offices)

(312) 279-1400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On March 24, 2014, Equity LifeStyle Properties, Inc. (referred to herein as “we,” “us,” and “our”) filed with the Securities and Exchange Commission (“SEC”) the Proxy Statement on Schedule 14A for our 2014 annual meeting of stockholders. On or about March 28, 2014, we will mail a Notice of Internet Availability of Proxy Materials to stockholders of record at the close of business on March 7, 2014, the record date for our 2014 annual meeting of stockholders. The booklet entitled “The Life in a Day of Equity Lifestyle Properties 2013” (the “2013 ELS Storybook”) will be available for stockholders to view, together with our Proxy Statement on Schedule 14A (including proxy card) and our 2013 Annual Report. The 2013 ELS Storybook contains a letter from our Chairman of the Board, Samuel Zell, and our President and Chief Executive Officer, Marguerite Nader; information about our properties; an industry growth comparison and pictures of certain of our properties. Accordingly, as the 2013 ELS Storybook could be deemed to be solicitation materials under the SEC’s proxy rules, we are filing this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 The Life in a Day of Equity Lifestyle Properties, Inc. 2013

SIGNATURES

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

EQUITY LIFESTYLE PROPERTIES, INC.

March 25, 2014

By: /s/ Paul Seavey

Name: Paul Seavey

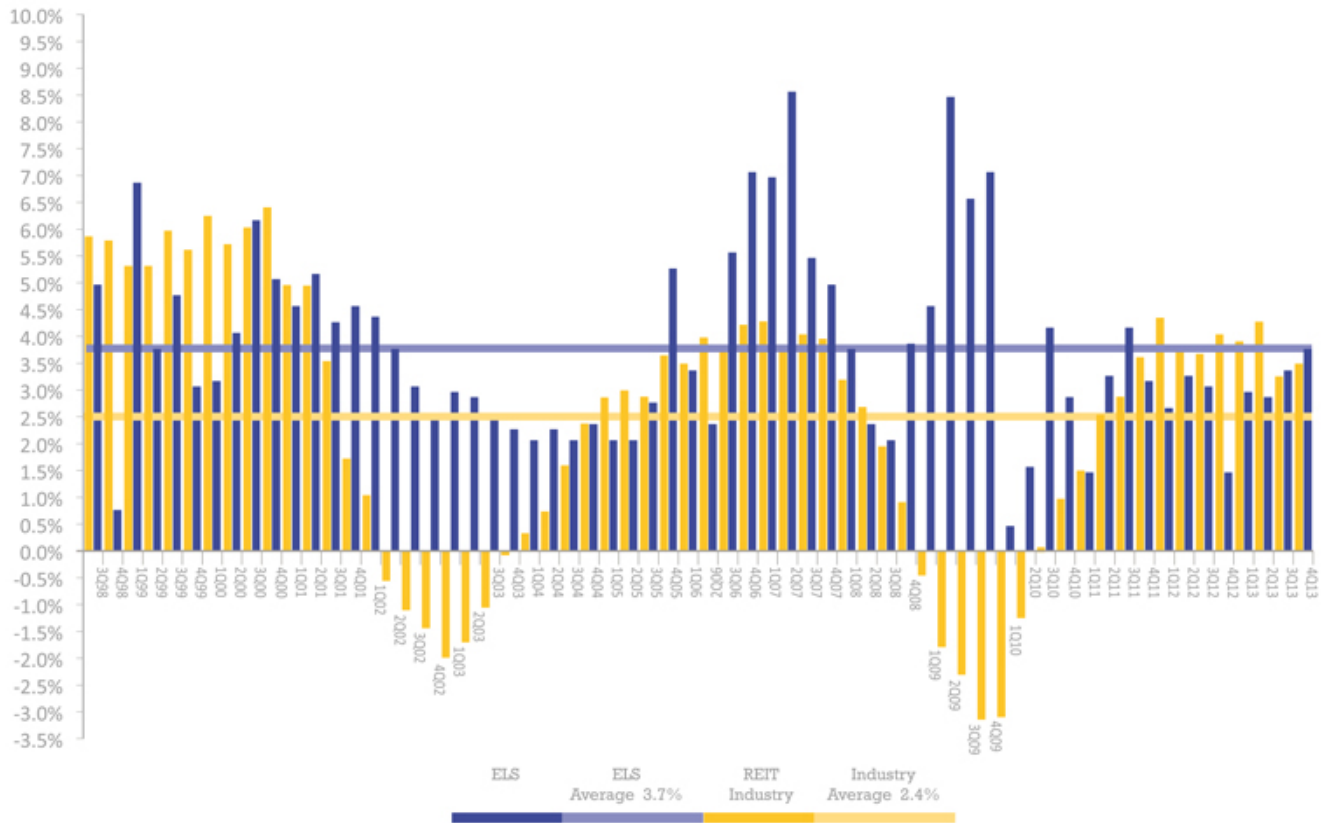
Title: Executive Vice President, Chief Financial Officer and Treasurer



The life in a day

Equity LifeStyle Properties | 2013

REIT Industry Same Store NOI Growth



Source: Citi Investment Research March 2014

Dear Readers,

This year was highlighted by all of the hallmarks of our business - stable, predictable cash flow and continued strong occupancy. Our results showed strong performance throughout the portfolio. In addition to the detailed guidance that we distributed for 2013, we set our goals at the beginning of the year to increase our customer base, increase homeownership transactions in our communities and address our significant near term maturities. As with every year, in regard to acquisitions, we seek those opportunities that are in sync with our core business strategy. We are pleased with the results that were achieved last year.

Setting ourselves up for the future

In early 2013, we looked at the financing market and recognized that we had the opportunity to take advantage of not only historically low rates but also had the ability to attain historically long maturities. We have experienced unfavorable financial markets in the past and recognized that now was the time to set ourselves up for the future; to that end, we initiated a plan to refinance \$430 million of debt at 4.5% for 18 years. There was uncertainty with respect to the impact that potential change to government policy would have on interest rates and capital availability. We decided to remove the uncertainty by refinancing our near term maturities. In retrospect, the decision to refinance turned out to be prudent, a solid execution that allows us to continue to maintain balance sheet flexibility.

With the uncertainty behind us, we were able to increase the dividend by 30% for 2014, a substantial increase to an already strong dividend growth record.

Additionally, we took a look at our portfolio and purchased several properties that would strengthen our position in attractive destination and core metropolitan markets. We purchased Fiesta Key RV Resort in the Florida Keys, a location that has proven to be highly desirable to our customer base.

A place to call home

One key theme throughout our organization is flexibility, the flexibility to be able to make opportunistic decisions. This year, we focused on that flexibility as we increased our sales platform and introduced more homeowners to our properties. We saw an increase in our customers choosing the option to own a home rather than rent. As the housing market started to heal, our volume of home sales increased. We increased our used home sales volume in our manufactured home communities by almost 30% in 2013. As markets adjust, we can regulate the mix of homeowners and renters.

For ELS, home is not just where our customers rest their heads; it is where they exercise, join clubs, attend dances and concerts, become part of the athletic teams, relax poolside and simply enjoy all of our lifestyle offerings. Flexibility again comes into play as the choice belongs to the customer to determine the lifestyle that suits them. We are focused on making the customer feel at home with us with the goal of increasing customer loyalty.

New faces, new places

Our RV footprint produced strong results this year. We increased the emphasis of exposing new customers to more properties. We redesigned our websites and increased traffic by 19%. These website enhancements increased Internet booking reservations by 78%.

The lifestyle that we offer motivates our customers to want to share their experiences with friends and family. As such, we understand the value of a satisfied customer as they are one of our best sources of new business. The coming year promises to be another successful year for ELS.

Please take a moment to review the pictures in the following pages that illustrate all of the reasons ELS is home to so many satisfied customers.



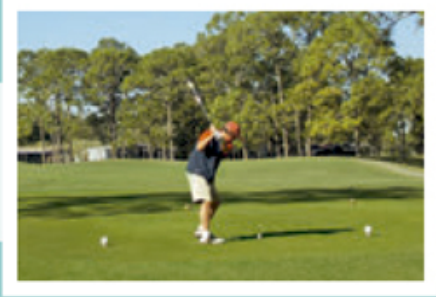
Sam Zell, Chairman of the Board



Marguerite Nader, President and CEO



*Where paradise is both
a place and a state of mind.*



Just two days ago we were stuck inside the house and battling a polar vortex, and today we're soaking in warm breezes and living life without down coats! We might turn in our snowbird hats and stay down here forever.

Fiesta Key RV Resort

70001 Overseas Highway

Long Key, FL 33001

The Sunshine State
Florida



Home is where friends always belong.



We didn't fully understand the concept of living in a community until we moved here. We've found friends in the activities offered here and those friends are becoming family. That's how we knew we were in the right place!

Colony Cove

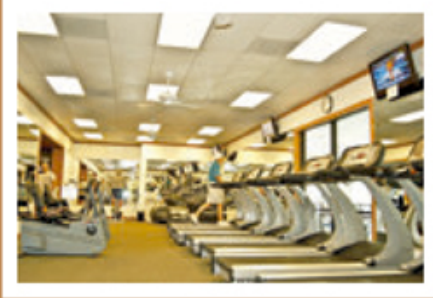
101 Amsterdam Avenue

Ellenton, FL 34222

The Sunshine State
Florida



A chance to meet new people and see old friends.



What better way to live and experience life than with friends? Last night we spent hours exchanging stories, catching up and meeting new people. It was the perfect way to unwind after winning four straight games of pickleball in a tournament earlier that day.

Araby Acres

6649 E. 32nd Street

Yuma, AZ 85365

The Grand Canyon State
Arizona



*The purpose of life is to live it
and experience it.*





*There's so much to do; I
can't wait for you to get here!
The biggest stress in my life
is trying to decide how to
fit it all in - I'd say I'm
doing something right.*

Casa del Sol Resort West

11411 North 91st Avenue

Peoria, AZ 85345

The Valley of the Sun
Arizona



The best of both worlds.





I can't imagine living anywhere else. My wife can't get enough of the gorgeous weather and where else can you ask yourself which you'd like to see more today, the mountains or the beach?

Date Palm Country Club

36-200 Date Palm Drive

Cathedral City, CA 92234

The Golden State
California



I've found my change of scenery.



I can't believe we've been coming here 25 years now as a family. Are we that old or has time just flown that quickly? I hope it's the latter! Now that our son brings his own family, it feels just the way it did when we all first started here. Here's to the memories and creating many more!



Bend-Sunriver

17480 South Century Drive

Bend, OR 97707

The Beaver State
Oregon



Adventure awaits just outside your door.



*Watching my little girl catch
her first fish is something
I will never forget.*



*Determination was written
all over her face and as soon
as she did it, she was so
excited she almost dropped
her rod into the lake!*

Leavenworth

20752 Chiniana Loop Road

Leavenworth, WA 98826



The Evergreen State
Washington



*A chance to relax,
unplug and be merry.*



The countdown to our weekend camping trip is finally over! Our rule is to leave all electronics at home. With two teenagers, we thought it would be a battle but they're just as excited as we are. We're so happy to kick off this year's camping season with a much needed weekend getaway.



Lake George Escape

175 East Schroon River Road

Lake George, NY 12845

The Empire State
New York



The people and places
of Equity LifeStyle Properties

Fiesta Key RV Resort
The Florida Keys





Ramblers Rest RV Resort
Venice, FL

Ramblers Rest RV Resort
Venice, FL



Village Green

Vero Beach, FL





Bay Indies
Venice, FL

Mid Florida Lakes
Leesburg, FL





Heron Cay
Vero Beach, FL

Orlando RV Resort
Clermont, FL





Winter Quarters Manatee RV Resort
Bradenton, FL



Coquina Crossing
Elkton, FL



Toby's RV Resort
Arcadia, FL



Sunrise Heights
Phoenix, AZ



Hacienda de Valencia
Mesa, AZ

Monte Vista Village Resort
Mesa, AZ





Victoria Palms Resort
Donna, TX

De Anza Santa Cruz
Santa Cruz, CA



Idyllwild RV Resort
Idyllwild, CA



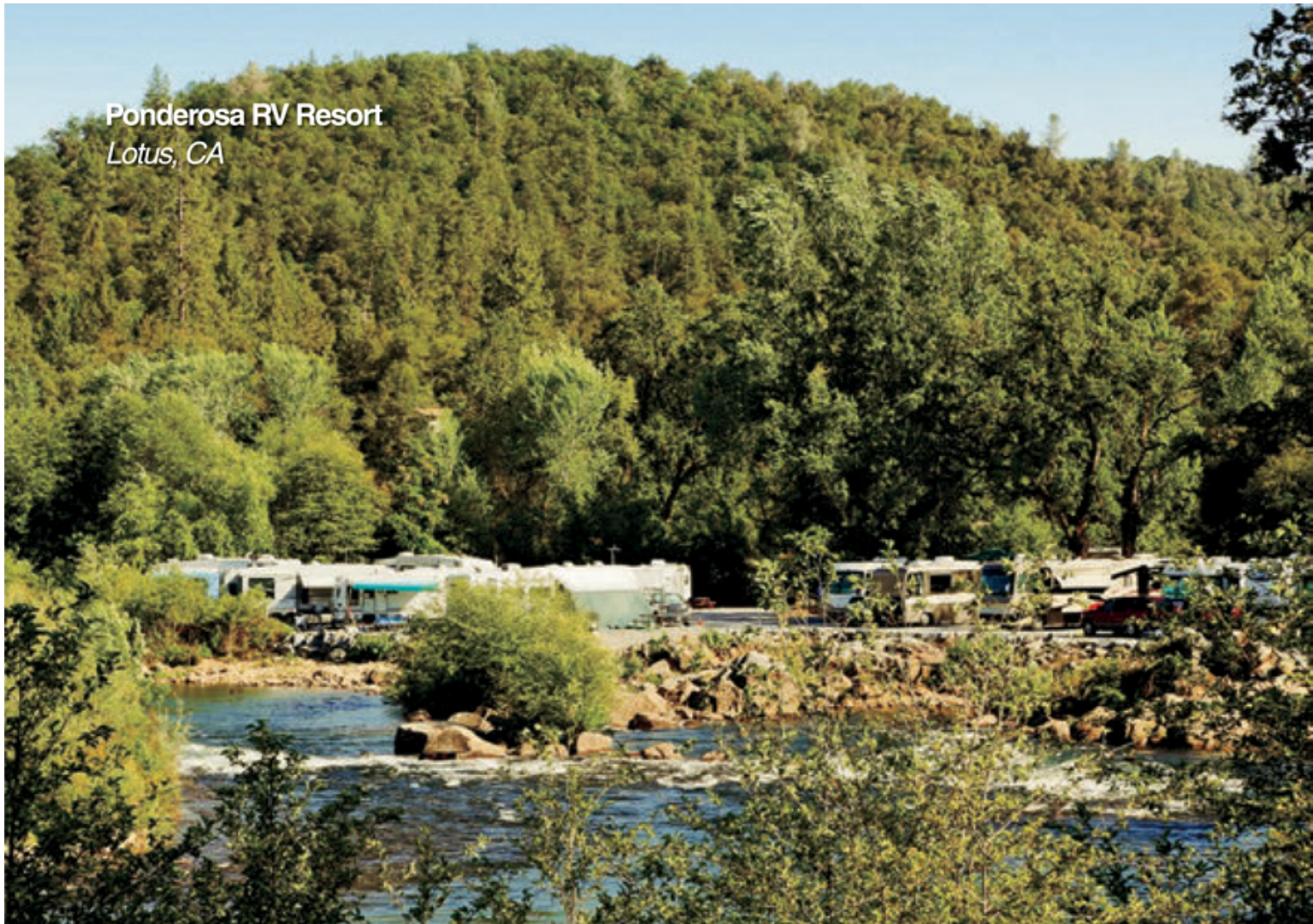


Rancho Oso RV Resort
Santa Barbara, CA

Palm Springs RV Resort
Palm Desert, CA



Ponderosa RV Resort
Lotus, CA





Flamingo West
Las Vegas, NV



Las Vegas RV Resort
Las Vegas, NV

Mt. Hood Village RV Resort
Welches, OR





South Jetty RV Resort
Florence, OR



Tall Chief RV Resort
Fall City, WA



Leavenworth RV Resort
Leavenworth, WA



Alpine Lake RV Resort
Corinth, NY



Greenwood Village
Manorville, NY



Horseshoe Lakes RV Resort
Clinton, IN



Willow Lake Estates
Elgin, IL



Westwood Estates
Pleasant Prairie, WI



Arrowhead RV Resort
Wisconsin Dells, WI

Lake George Escape RV Resort
Lake George, NY



The life in a day

Equity LifeStyle Properties

Two North Riverside Plaza, Chicago, Illinois 60606

800-247-5279 | www.EquityLifeStyle.com

