

**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): February 19, 2020

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

Maryland
(State or other jurisdiction
of incorporation)

1-11718
(Commission
File No.)

36-3857664
(IRS Employer
Identification Number)

Two North Riverside Plaza Chicago, Illinois
(Address of Principal Executive Offices)

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

60606
(Zip 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 (see General Instruction A.2. below):

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

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|----------------------|--|
| Common Stock, \$0.01 Par Value | ELS | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation of Bylaws; Change in Fiscal Year.

On February 19, 2020, Equity LifeStyle Properties, Inc. (referred to herein as the “Company,” “we,” “us,” and “our”) filed articles supplementary with respect to the reclassification of three authorized but unissued shares of our 6.75% Series C Cumulative Redeemable Perpetual Preferred Stock, \$.01 par value per share (the “Series C Preferred Stock”) as shares of our Preferred Stock without designation as to class or series. The articles supplementary were effective on February 19, 2020.

The foregoing description of the articles supplementary is qualified in its entirety by reference to the text of the articles supplementary, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

3.1 [Articles Supplementary](#)

104 Cover Page Interactive Data File included as Exhibit 101 (embedded within the Inline XBRL document)

SIGNATURE

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

EQUITY LIFESTYLE PROPERTIES, INC.

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

Date: February 25, 2020

EQUITY LIFESTYLE PROPERTIES, INC.

ARTICLES SUPPLEMENTARY

Equity LifeStyle Properties, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: On September 11, 2012, the Corporation filed with the Department Articles Supplementary (the "Articles Supplementary") classifying and designating 54,461 authorized but unissued shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"), of the Corporation as shares of 6.75% Series C Cumulative Redeemable Perpetual Preferred Stock, \$.01 par value per share (the "Series C Preferred Stock"). On September 14, 2012, the Corporation issued 54,458 shares of Series C Preferred Stock. On September 25, 2017, the Corporation redeemed 54,458 shares of Series C Preferred Stock in accordance with the provisions of the Articles Supplementary for the Series C Preferred Stock. Pursuant to Section 5(d) of the Articles Supplementary for the Series C Preferred Stock, the 54,458 redeemed shares of Series C Preferred Stock have the status of authorized but unissued Preferred Stock, without designation as to series until such shares are once more classified and designated as part of a particular series by the Board of Directors of the Corporation (the "Board of Directors").

SECOND: Under a power contained in Section 3 of Article V of the charter of the Corporation, the Board of Directors, by duly adopted resolutions, has confirmed the reclassification of the remaining 3 authorized but unissued shares of Series C Preferred Stock as shares of Preferred Stock without designation as to series until such shares are once more classified and designated as part of a particular series by the Board of Directors.

THIRD: A description of the Preferred Stock is contained in Article V of the charter of the Corporation.

FOURTH: The shares of Series C Preferred Stock have been reclassified pursuant to Section 5(d) of the Articles Supplementary for the Series C Preferred Stock and the above described action of the Board of Directors and such classification has been confirmed by the Board of Directors under the authority contained in the Charter of the Corporation.

FIFTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

SIXTH: The undersigned acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his/her knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

SEVENTH: These Articles Supplementary shall become effective upon acceptance for record by the Department.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Senior Vice President - Legal & Assistant Secretary on this 19th day of February, 2020.

ATTEST:

EQUITY LIFESTYLE PROPERTIES, INC.

/s/ Paul Huff
Paul Huff
Senior Vice President— Legal and Assistant
Secretary

By: /s/ Marguerite Nader
Marguerite Nader
President and Chief Executive Officer