
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: November 25, 2013
(Date of earliest event reported)

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

Maryland (State or other jurisdiction of incorporation or organization)	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 material pursuant to Rule 14a14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement material pursuant to Rule 13e-4(c) under the Exchange Act (17 CFE 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As discussed further below, on November 25, 2013, the stockholders of Equity LifeStyle Properties, Inc. (referred to herein as “we,” “us,” and “our”) approved an amendment to our charter to increase from 100,000,000 to 200,000,000 the number of shares of common stock, par value \$0.01 per share (“Common Stock”) we are authorized to issue. This amendment was previously approved by our Board of Directors and was described in detail in our definitive proxy materials previously filed with the Securities and Exchange Commission on October 17, 2013.

The Articles of Amendment, a copy of which is attached hereto as Exhibit 3.1, was effective on November 26, 2013 upon the acceptance for record of the Articles of Amendment by the State Department of Assessments and Taxation of Maryland.

Item 5.07. Submission of Matters to a Vote of Security Holders.

We held a Special Meeting of Stockholders on November 25, 2013 (the “Special Meeting”). Stockholders holding 76,762,396 shares of Common Stock (being the only class of shares entitled to vote at the Special Meeting) or 92.12% of our 83,328,295 outstanding shares of Common Stock as of October 4, 2013, the record date for the Special Meeting, attended the meeting or were represented by proxy. The following proposal was voted upon at the Special Meeting and the final voting results with respect to such proposal are set forth below:

Approval of an amendment to the charter increasing to 200,000,000 the number of shares of Common Stock we are authorized to issue:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
<u>74,973,224</u>	<u>1,772,404</u>	<u>16,768</u>	<u>—</u>

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 Articles of Amendment of Equity LifeStyle Properties, Inc.

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 thereunto duly authorized.

EQUITY LIFESTYLE PROPERTIES, INC.

By:/s/ Paul Seavey

Paul Seavey

Senior Vice President, Chief Financial Officer and
Treasurer

Date: November 26, 2013

EQUITY LIFESTYLE PROPERTIES, INC.

ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation (the "Charter") is hereby amended by deleting therefrom in its entirety Section 1 of Article V and inserting in lieu thereof a new Section 1 to read as follows:

"SECTION 1. AUTHORIZED SHARES. The total number of shares of stock that the Corporation has authority to issue is 210,000,000 shares, of which 200,000,000 shares are shares of Common Stock, \$.01 par value per share ("Common Stock") and 10,000,000 shares are shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$2,100,000.00."

SECOND: The total number of shares of stock that the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 110,000,000 shares of stock, consisting of 100,000,000 shares of Common Stock, \$.01 par value per share, and 10,000,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of stock having par value was \$1,100,000.00.

THIRD: The total number of shares of stock that the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 210,000,000 shares of stock, consisting of 200,000,000 shares of Common Stock, \$.01 par value per share, and 10,000,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$2,100,000.00.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law (the "MGCL") is not changed by the foregoing amendment of the Charter.

FIFTH: The foregoing amendment of the Charter has been duly advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required by law.

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its President and Chief Executive Officer and attested to by its Senior Vice President, General Counsel and Secretary on this 26th day of November, 2013.

ATTEST:

EQUITY LIFESTYLE PROPERTIES, INC.

By: /s/ Kenneth A. Kroot

Name: Kenneth A. Kroot

Title: Senior Vice President, General Counsel and Secretary

By: /s/ Marguerite Nader

Name: Marguerite Nader

Title: President and Chief Executive Officer