

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

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**FORM 8-K**

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**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 22, 2013**

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**EQUITY LIFESTYLE PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**0-11718**  
(Commission  
File Number)

**36-3857664**  
(IRS Employer  
Identification No.)

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

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

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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 22, 2013, Equity LifeStyle Properties, Inc. (the “Company”) filed its 2012 Proxy Statement on Schedule 14A with the Securities and Exchange Commission (“SEC”). On or about March 28, 2013, the Company will mail to stockholders of record at the close of business March 8, 2013 a Notice of Internet Availability of Proxy Materials. The booklet entitled “The Life in a Day of Equity Lifestyle Properties 2012” (the “2012 ELS Storybook”) will be available for stockholders to view, together with the Company’s 2012 Proxy Statement on Schedule 14A (including proxy card) and the 2012 Annual Report. The 2012 ELS Storybook contains a letter from the Company’s Chairman of the Board, Mr. Samuel Zell, and the Company’s former Chief Executive Officer and current Co-Vice Chairman of the Board, Mr. Thomas P. Heneghan; information about the Company’s properties; an industry growth comparison; pictures of certain of the Company’s properties; and commentary from certain of the Company’s customers. Accordingly, as the 2012 ELS Storybook could be deemed to be solicitation materials under the SEC’s proxy rules, the Company is filing this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit      The Life in a Day of Equity Lifestyle Properties, Inc. 2012  
99.1

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**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 26, 2013

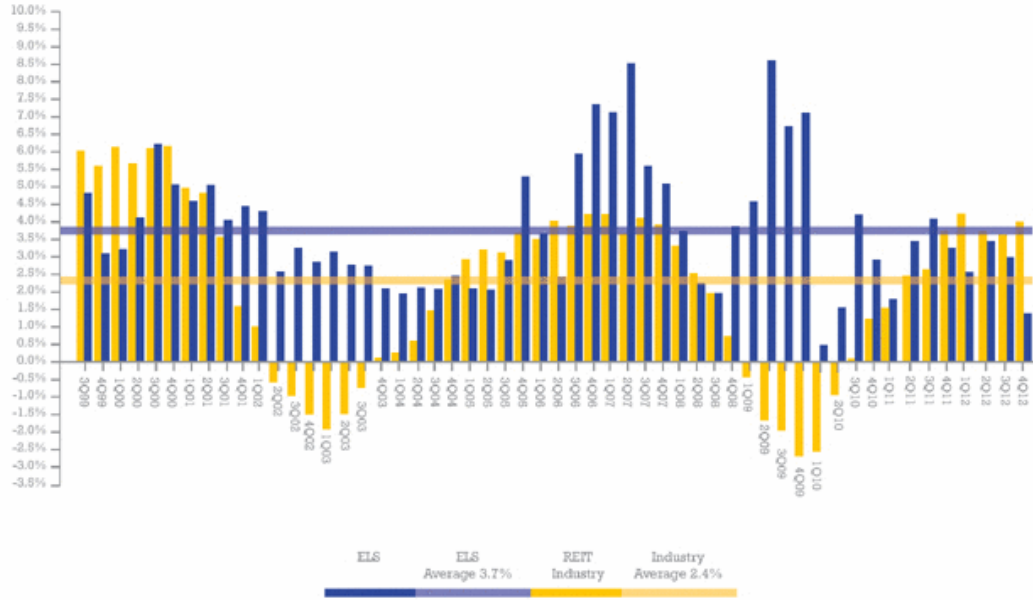
By: /s/ Paul Seavey

Name: Paul Seavey

Title: Senior Vice President, Chief Financial Officer and Treasurer



### REIT Industry Same Store NOI Growth



Source: Citi Investment Research March 2013

## Dear Readers,

As we close out 2012, we are pleased with our overall performance which included the successful integration of 75 properties acquired from Hometown America. We increased FFO by \$0.96 per share or 26% year over year.<sup>(1)</sup> Our core portfolio's continued stable performance included an increase of 278 occupied sites and NOI growth of 23%.<sup>(2)</sup> The execution of our Preferred Stock Exchange along with strategic refinancings and the extension of our unsecured line of credit demonstrate our ability to take advantage of opportunities, further strengthening our balance sheet.

As we close another year, we find ourselves nearing 20 years as a public company, providing the opportunity to review our performance over the past two decades.

Through the years, we have always associated our business philosophy with three words - Community, Quality and Stability.

### COMMUNITY

What sets us apart is the ability to create a community that our customers become a part of. Our customers find our communities to be cities within themselves - a one-stop shop for all they need from activity to amenity to family and friendship. Those friendships now carry over to the social networks, where more than 25,000 fans engage regularly.

Our unique understanding of our customers has allowed us to provide them with options for continuing to enjoy the lifestyle we offer as their needs change. We provide attractive housing options and membership products with price points that appeal to a broad customer base. Our customer focus is to provide not only what they want now but also what they will want in 10-20 years. This focus results in long-term customer relationships, which have been the key to our success year after year.

<sup>(1)</sup> See page 46 of our 2012 Form 10-K for a reconciliation of net income to FFO.  
<sup>(2)</sup> NOI for purposes of this figure equals income from property operations, excluding deferrals and property management expenses. See table on page 35 of our 2012 Form 10-K for further detail.

### QUALITY

With a primary investment in land and a primary product of lifestyle, we offer an unparalleled experience to our customer base, comprised of approximately 80 million baby boomers, retirees and active RVers who are searching for options in both location and lifestyle. Our portfolio has grown from an initial 41 properties to more than 380 and our presence in sought-after destinations on both coasts and the Sunbelt allows us to offer our customers the variety they seek.

### STABILITY

Creating long-term stable cash flow has been one of our core principles, and the performance of our portfolio over the last 20 years has been impressive. We have achieved positive same store NOI growth annually since our IPO, and a shareholder from the IPO through the end of 2012 would have realized a 17% compounded annual return.

That said, our focus is forward-looking to continued success. We invite you now to enjoy the photos within this book as they depict The Life in a Day of Equity LifeStyle Properties.

December 31, 2012



Samuel Zell  
Chairman of the Board



Thomas P. Heneghan  
CEO

In the fall of 2012, we announced that Tom Heneghan would be leaving ELS to join Equity International. Tom will continue to contribute to our success in his role as Co-Vice Chairman of the Board of Directors. Marguerite Nader, who most recently served as President and CFO, assumed the role of President and CEO as of February 1, 2013.

# Pickleball

Paradise RV Resort, Sun City, AZ





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# January

"I had no idea what Pickleball was, but one game and I was hooked. I participated in my first official tournament...you can bet I'll be back."  
- Sue S.

"The concert series offered, for those of us of a 'certain age', evokes memories of sock hops, beach bonfires and much more. Thank you so much for these wonderful shows and the groups that continue to sing our favorite memories."  
- Elaine S.

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DOIRELANDERS JAZZ BAND



## February

"Each year we look forward to the annual ELS Expo events planned at our community. We participate in the talent show, shuffleboard tournament and this year we loved the Jazz on the Green show. Thanks for hosting these events each year!"

- John S.





## March

"This year's annual golf tournament was a big hit. The prizes awarded and the lunch provided were great! All seem to have a good time and the event continues to grow bigger and bigger. We look forward to it each season."

- Charles M.



## April

"We were immediately hooked the first time we visited Mid-Florida Lakes. The lifestyle made available to us here has been beneficial to us in all ways. We love to spend our Sunday afternoons boating or playing bocce with friends!"

- Donna A.



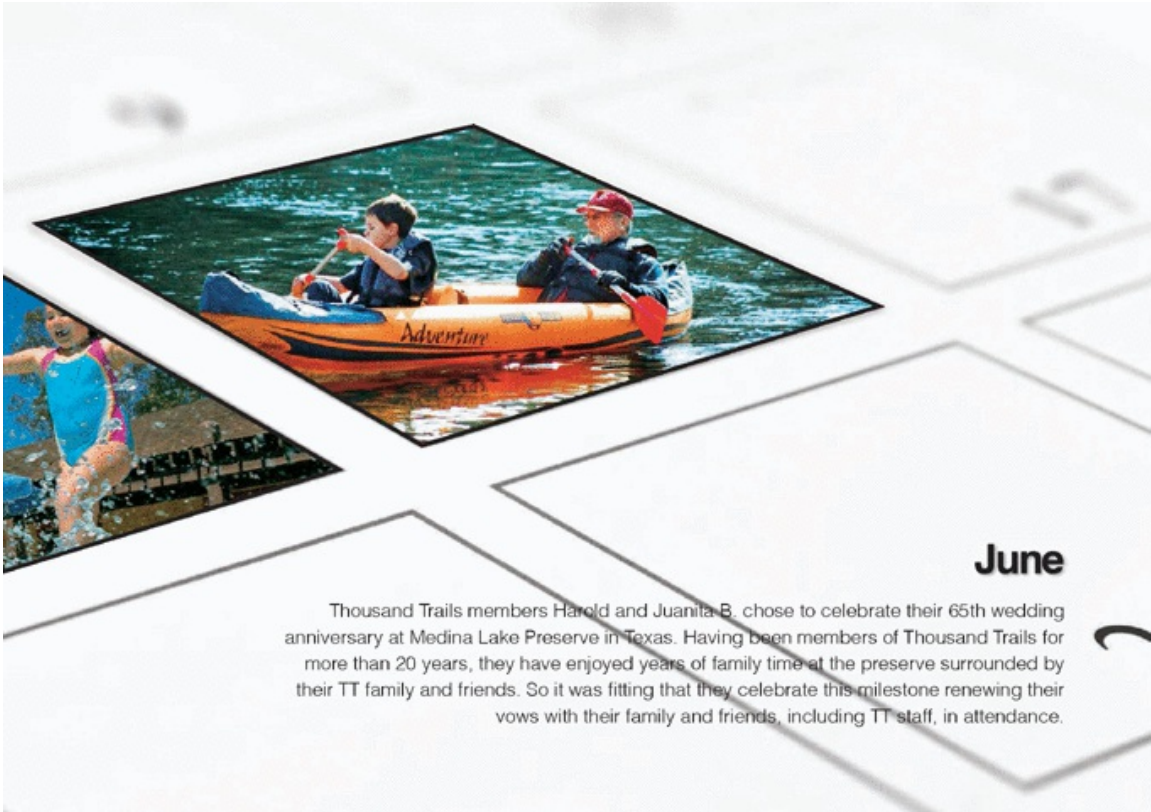


**Bocce**  
Bay Indies, Venice, FL

## May

The Spring Gulch Annual Folk Festival is the reason to visit Spring Gulch RV Resort in Pennsylvania. This much anticipated gathering brings together talented musicians and artists who fill the days with music, singing, dancing, workshops, crafts and more. "This is definitely a 'Festival to Remember,' said Resort Manager Lisa Kurtz. "Once you've attended, you'll want to return year after year."



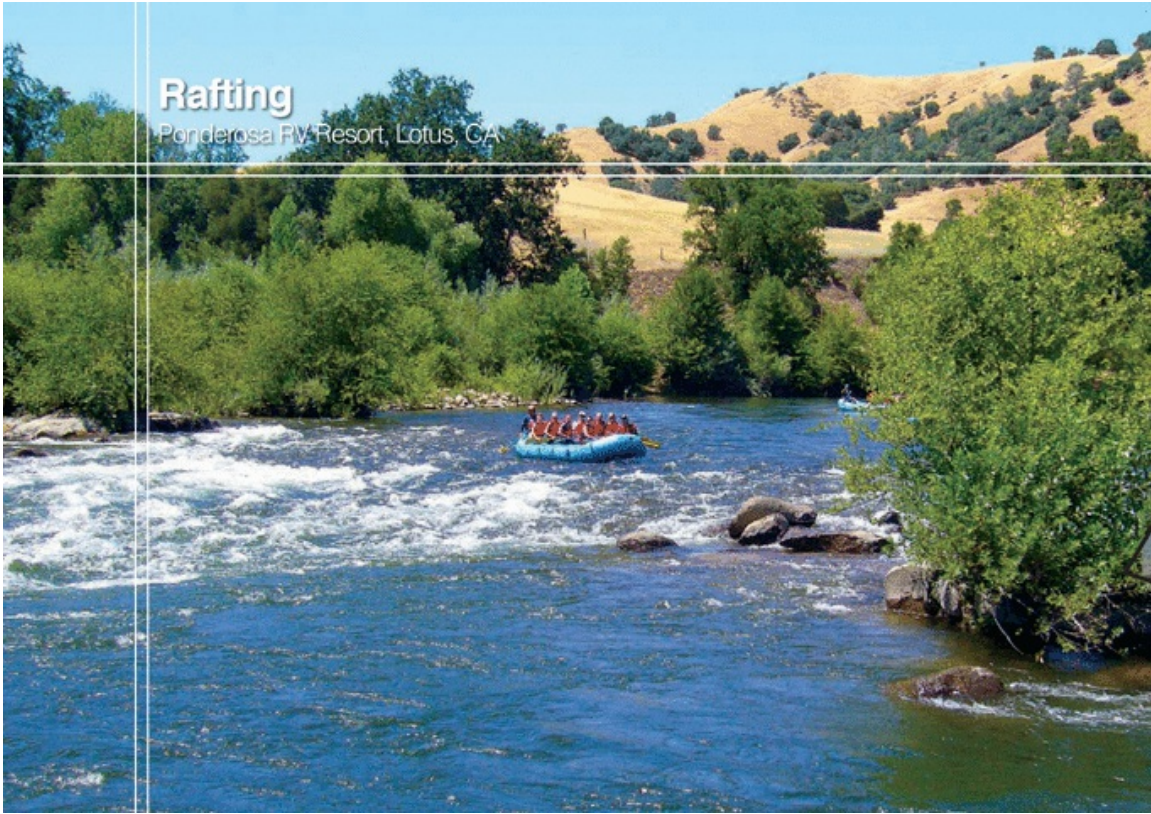


## June

Thousand Trails members Harold and Juanita B. chose to celebrate their 65th wedding anniversary at Medina Lake Preserve in Texas. Having been members of Thousand Trails for more than 20 years, they have enjoyed years of family time at the preserve surrounded by their TT family and friends. So it was fitting that they celebrate this milestone renewing their vows with their family and friends, including TT staff, in attendance.

# Rafting

Ponderosa RV Resort, Lotus, GA





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**July** When  
California's Lake Minden  
Preserve scheduled a July 4th Celebration  
in partnership with the local firefighters  
association, they were unsure of the turn-out.  
When all was said and done, over 1,400  
people came together to celebrate a  
wonderful event that included a craft  
fair, carnival, kayak races  
and more.

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## August

"A 'two-fer!' Kayaking and fishing along the Piankatank River near Chesapeake Bay, Virginia, provided 'double' the fun! In all fairness, my husband, Bob, caught bigger fish."

- Joanne S.





## September

Crabbing memories were made at Oregon's Whalers Rest when the preserve introduced crabbing classes down at the local docks. One member went on to teach his daughter and her family how to crab. "They had never eaten crab and now can't wait for the yummy supply thanks to these classes," said Northwest Recreation Coordinator Denise Schaecher.



## October

"Enjoyed a spooky, fun-filled weekend at LaConner Preserve. We loved trick-or-treating, and the Haunted Forest and Haunted House. Can't wait until next year. This is our newest family tradition."

- Sharon D.





**Cultus Lake RV Resort**  
B.C. Canada

## November

"Come winter you'll find me in Arizona playing softball. I have been playing since my wife and I moved to Arizona 15 years ago. The team spirit and love of the game are just a few of the reasons why I play."

- Bob L.

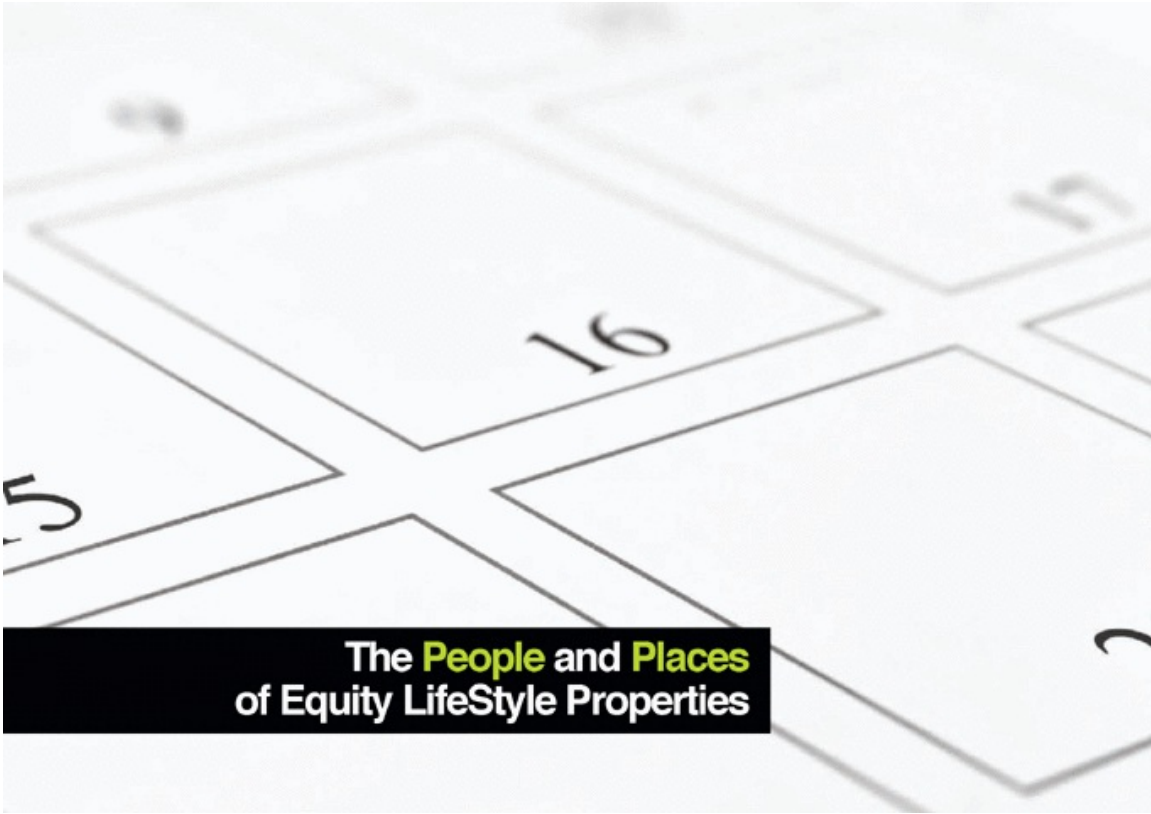




## December

"While I love going to all the lunches, pizza nights, potlucks and coffee and donut hours, the holiday dinners at Grand Island Resort are really wonderful, especially for those who don't have family nearby."

- Lois C.



The **People and Places**  
of Equity LifeStyle Properties



Sunshine Key RV Resort & Marina  
The Florida Keys





**Country Place**  
New Port Richey, FL



Coral Cay Plantation  
Margate, FL

**Emerald Lake**  
Punta Gorda, FL





Village Green  
Vero Beach, FL

Royal Coachman RV Resort  
Nokomis, FL





Royal Coachman RV Resort  
Nokomis, FL

Lighthouse Point  
Port Orange, FL



Ramblers Rest RV Resort  
Venice, FL





Sunshine Travel RV Resort  
Vero Beach, FL





Coquina Crossing  
Elkton, FL



**Victoria Palms**  
Donna, TX



Alamo Palms  
Alamo, TX



**Sunrise Heights**  
Phoenix, AZ



Monte Vista Village Resort  
Mesa, AZ

Apollo Village  
Peoria, AZ





Palm Shadows  
Glendale, AZ



**Westwood Village**  
Farr West, UT





Holiday Hills  
Denver, CO

Verde Valley RV Resort  
Cottonwood, AZ





Mountain View  
Henderson, NV



Rancho Mesa  
El Cajon, CA



**Date Palm Country Club**  
Cathedral City, CA



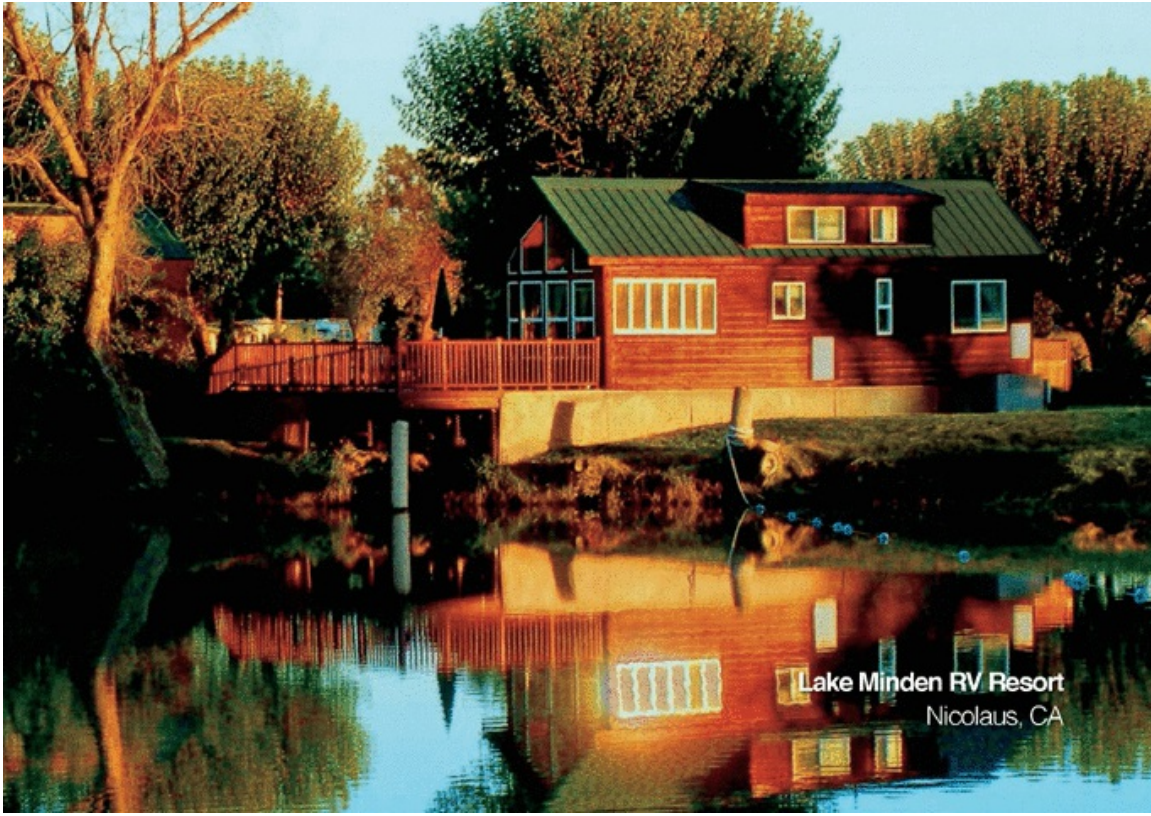
Whalers Rest RV Resort  
South Beach, OR





South Jetty RV Resort  
Florence, OR





Lake Minden RV Resort  
Nicolaus, CA

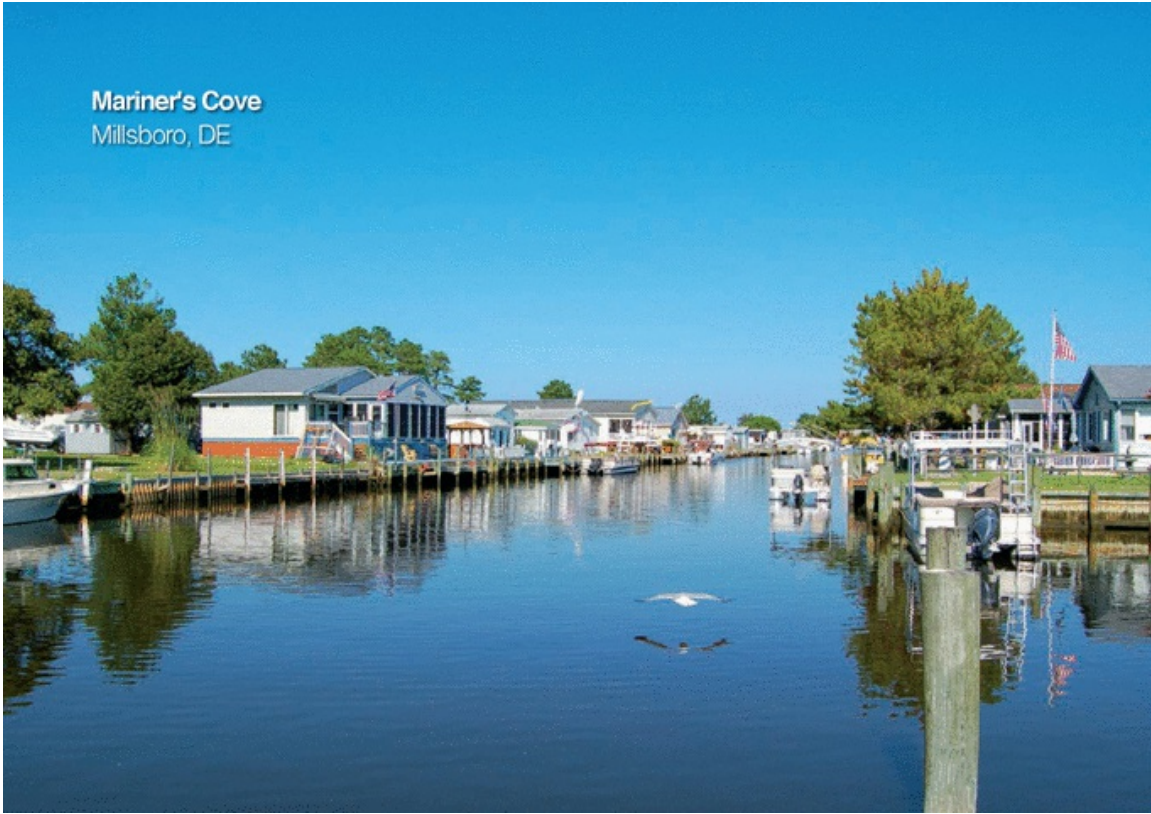
Plymouth Rock RV Resort  
Plymouth, WI





Lake George Escape RV Resort  
Lake George, NY

**Mariner's Cove**  
Millsboro, DE



Tuxbury RV Resort  
South Hampton, NH



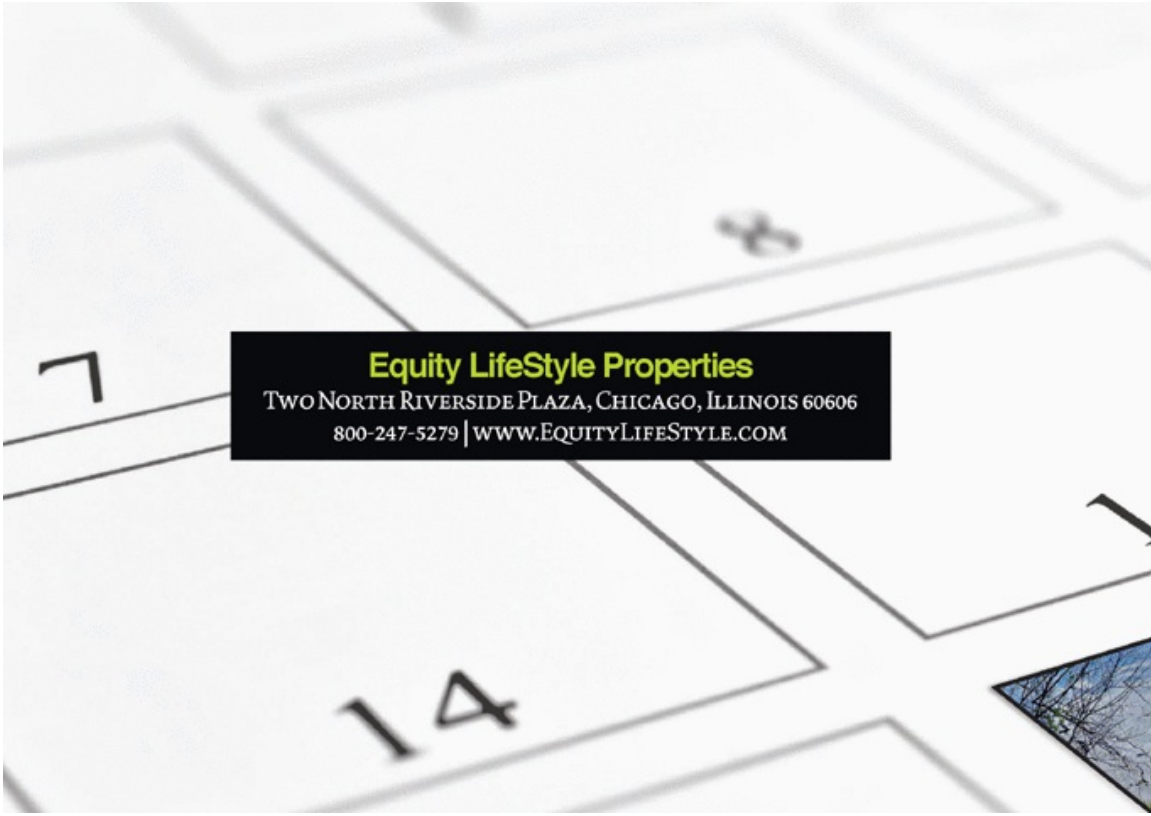


**Narrows Too RV Resort**  
Bar Harbor, ME



**Narrows Too RV Resort**  
Bar Harbor, ME





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