
**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): April 28, 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 (Address of Principal Executive Offices)	Chicago, Illinois	60606 (Zip Code)

(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 (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 or Bylaws; Change in Fiscal Year.

On April 28, 2020, the stockholders of Equity LifeStyle Properties, Inc. (referred to herein as the "Company", "we," "us," and "our") approved an amendment to the Company's Articles of Amendment and Restatement (the "Charter") to increase from 400,000,000 to 600,000,000 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 (the "Board") on February 11, 2020 and was described in detail in our definitive proxy materials previously filed with the Securities and Exchange Commission on March 10, 2020. The amendment was approved by the required vote of our stockholders at our Annual Meeting of Stockholders ("Annual Meeting") held on April 28, 2020.

The Articles of Amendment, a copy of which is attached hereto as Exhibit 3.1, was submitted to the State Department of Assessments and Taxation of Maryland for filing on May 4, 2020.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 28, 2020, we held our Annual Meeting, at which stockholders holding 166,930,332 shares of Common Stock (being the only class of shares entitled to vote at the meeting), or 91.65% of our 182,129,331 outstanding shares of Common Stock as of the record date for the meeting, attended the meeting or were represented by proxy. Our stockholders voted on four proposals presented at the meeting, each of which is discussed in more detail in our Proxy Statement on Schedule 14-A. The proposals submitted for vote and related results of the stockholders' votes were as follows:

Proposal No. 1: To elect ten members of the Board to serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified. This proposal received the required affirmative vote of holders of a plurality of the votes cast and the directors were elected.

DIRECTOR	SHARES VOTED		
	FOR	WITHHELD	BROKER NON-VOTES
Andrew Berkenfield	161,451,859	68,581	5,409,892
Philip Calian	156,004,727	5,515,713	5,409,892
David Contis	155,802,109	5,718,331	5,409,892
Constance Freedman	159,747,115	1,773,325	5,409,892
Thomas Heneghan	158,365,230	3,155,210	5,409,892
Tao Huang	159,511,893	2,008,547	5,409,892
Marguerite Nader	160,135,130	1,385,310	5,409,892
Scott Peppet	159,486,898	2,033,542	5,409,892
Sheli Rosenberg	155,877,043	5,643,397	5,409,892
Samuel Zell	147,288,378	14,232,062	5,409,892

Proposal No. 2: To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2020. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

SHARES VOTED	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
	160,703,441	6,210,092	16,799	—

Proposal No. 3: To approve our executive compensation on a non-binding advisory basis. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

SHARES VOTED	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
	151,306,387	9,639,042	575,011	5,409,892

Proposal No. 4: To approve an amendment to the Company's Charter increasing from 400,000,000 to 600,000,000 the number of shares of Common Stock the Company is authorized to issue. This proposal received the required affirmative vote of the holders of record of two-thirds of all votes entitled to be cast and was approved.

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
SHARES VOTED	162,727,872	4,121,879	22,117	58,464

We are a fully integrated owner and operator of lifestyle-oriented properties and own or have an interest in 413 quality properties in 33 states and British Columbia consisting of 156,655 sites. We are a self-administered, self-managed, real estate investment trust with headquarters in Chicago.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 3.1 [Articles of Amendment of Equity LifeStyle Properties, Inc.](#)
- 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: May 4, 2020

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 610,000,000 shares, of which 600,000,000 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 \$6,100,000.00."

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 410,000,000 shares of stock, consisting of 400,000,000 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 \$4,100,000.00.

THIRD: The total number of shares of stock that the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 610,000,000 shares of stock, consisting of 600,000,000 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 \$6,100,000.00.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law 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: These Articles of Amendment shall be effective on May 4, 2020.


SEVENTH: 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.

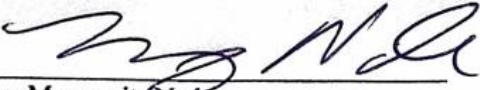
[SIGNATURE PAGE FOLLOWS]

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 Executive Vice President, General Counsel and Corporate Secretary on this 4th day of May, 2020.

ATTEST:

EQUITY LIFESTYLE PROPERTIES, INC.

By: 
Name: David P. Eldersveld
Title: Executive Vice President, General Counsel
and Corporate Secretary

By: 
Name: Marguerite Nader
Title: President and Chief Executive Officer

