

Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): May 4, 2020

EQUITY RESIDENTIAL

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12252
(Commission
File Number)

13-3675988
(IRS Employer
Identification Number)

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

60606
(Zip Code)

Registrant's telephone number, including area code (312) 474-1300

Not applicable
(Former name or former address, if changed since last report.)

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 Shares of Beneficial Interest, \$0.01 Par Value (Equity Residential)	EQR	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 May 4, 2020, the Board of Trustees (the “Board”) of Equity Residential (the “Company”) amended the Company’s Eighth Amended and Restated Bylaws (the “Bylaws”) to permit meetings of the Company’s shareholders to be held by remote communication pursuant to Maryland law. The Board adopted this amendment to allow for increased flexibility as a result of the coronavirus (COVID-19) pandemic.

The foregoing description of the amendment to the Bylaws is qualified in its entirety by reference to a copy of the Second Amendment to Eighth Amended and Restated Bylaws which is filed as Exhibit 3.1 to this Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
3.1	<u>Second Amendment to Eighth Amended and Restated Bylaws of Equity Residential, effective as of May 4, 2020.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 RESIDENTIAL

Date: May 8, 2020

By: /s/ Scott J. Fenster

Name: Scott J. Fenster

Its: Executive Vice President and General Counsel

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Section 2: EX-3.1 (EX-3.1)

Exhibit 3.1

EQUITY RESIDENTIAL

**SECOND AMENDMENT TO
EIGHTH AMENDED AND RESTATED BYLAWS**

1. The Eighth Amended and Restated Bylaws (the “Bylaws”) of Equity Residential, a Maryland real estate investment trust, are hereby amended by deleting therefrom Section 14 of Article II in its entirety and inserting in lieu thereof a new Section 14 of Article II as follows:

Section 14. **MEETINGS BY CONFERENCE TELEPHONE AND REMOTE COMMUNICATION.**

(a) **Conference Telephone.** The Board of Trustees or the chairman of the meeting may permit shareholders to participate in a meeting of shareholders by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

(b) **Remote Communication.** The Board of Trustees may determine that a meeting of shareholders may be held solely by means of remote communication.

2. Except as set forth herein, the Bylaws shall remain in full force and effect.

Effective Date: May 4, 2020

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