

Campus Crest Communities, Inc.  
Form 8-K  
July 02, 2012

**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): June 27, 2012

**CAMPUS CREST COMMUNITIES, INC.**

(Exact name of registrant specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Maryland  | 1-34872                     | 27-2481988                           |
| (State or Other Jurisdiction<br>Of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**2100 Rexford Road**

**Suite 414**

**Charlotte, NC 28211**

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(704) 496-2500**

**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:

- 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))

**Item 8.01 Other Events.**

On June 27, 2012, Campus Crest Communities, Inc. (the “Company”) and its operating partnership, Campus Crest Communities Operating Partnership, LP, entered into an underwriting agreement (the “Underwriting Agreement”) with Raymond James & Associates, Inc., Citigroup Global Markets Inc. and Barclays Capital Inc., as representatives of the several underwriters named in Schedule II thereto, relating to the issuance and sale of 7,475,000 shares of the Company’s common stock, par value \$0.01 per share (including 975,000 shares issued and sold pursuant to the underwriters’ exercise in full of their option to purchase additional shares), at a public offering price of \$10.10 per share. The offering closed on July 2, 2012.

The offering was made pursuant to a shelf registration statement declared effective by the Securities and Exchange Commission on December 8, 2011 (File No. 333-177646), a base prospectus, dated November 23, 2011, included as part of the registration statement, and a prospectus supplement, dated June 27, 2012, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to that exhibit.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Underwriting Agreement, dated as of June 27, 2012, among Campus Crest Communities, Inc., Campus Crest Communities Operating Partnership, LP and Raymond James & Associates, Inc., Citigroup Global Markets Inc. and Barclays Capital Inc., as representatives of the several underwriters named therein |
| 5.1                   | Opinion of Saul Ewing LLP regarding legality of the shares  |
| 8.1                   | Opinion of DLA Piper LLP (US), dated November 1, 2011, regarding certain tax matters (incorporated herein by reference to Exhibit 8.1 to the registration statement on Form S-3 (File No. 333-177646) filed with the Securities and Exchange Commission on November 1, 2011)                            |
| 23.1                  | Consent of Saul Ewing LLP (included in Exhibit 5.1)   |

23.2 Consent of DLA Piper LLP (US) (included in Exhibit 8.1)

**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.

CAMPUS CREST COMMUNITIES, INC.

By: /s/ Donald L. Bobbitt, Jr.

Donald L. Bobbitt, Jr.

Executive Vice President, Chief Financial Officer and Secretary

Dated: July 2, 2012

**EXHIBIT INDEX**

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