

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
AMERICAN RESIDENTIAL PROPERTIES, INC.		45-4941882	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
SHANT KOUMRIQIAN	480-474-4800	ir@amresprop.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
7047 E GREENWAY PARKWAY, SUITE 350		SCOTTSDALE, AZ 85254	
8 Date of action		9 Classification and description	
SEE QUESTION 14 FOR DATES OF ACTION		CASH DISTRIBUTION TO COMMON STOCKHOLDERS	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
02927E105 02927E204, 02927E303		ARPI	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **American Residential Properties, Inc. made cash distributions on its common stock in excess of its current and accumulated earnings and profits. On January 29, 2016 the company determined that all of this distribution represents a return of capital to the stockholders. Consequently, each stockholder that received a cash distribution would be affected by this organizational action.**

Payment Date	Distribution Amount
July 15, 2015	\$0.10 per share
October 15, 2015	\$0.10 per share

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **For each of the above cash distributions made by American Residential Properties, Inc. during 2015, 100% of the distribution is a return of capital. Accordingly, each stockholder should treat 100% of the distribution as a nontaxable distribution and reduce the tax basis of their stock on a per share basis. Any nontaxable distributions in excess of a stockholder's basis should be treated as a gain from the sale or exchange of property.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **American Residential Properties, Inc. calculated the return of capital portion of the distribution by comparing total distributions paid in 2015 to the company's current Earnings and Profits as determined under Internal Revenue Code ("IRC") Section 312 (as modified by IRC Section 857(d) for a Real Estate Investment Trust) and the regulations thereunder.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Section 316 defines a "dividend" generally as any distribution of property made by a corporation to its stockholders out of Earnings and Profits (as defined by IRC Section 312 and the regulations thereunder). Pursuant to IRC Section 301(c)(2), the portion of the distribution which is not a dividend shall be applied against and reduce the adjusted tax basis of the stock. Pursuant to IRC Section 301(c)(3), a distribution which is not a dividend, to the extent that it exceeds the stockholder's adjusted tax basis of the stock, shall be treated as a gain from the sale or exchange of property.

18 Can any resulting loss be recognized? ▶ The organizational action reported herein does not result in any losses.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The amount of nontaxable distribution on the date mentioned above either (i) reduces the stockholder's adjusted tax basis in their stock, or (ii) to the extent that it exceeds the stockholder's adjusted tax basis in their stock on the date of the distribution, it is treated as a gain from the sale or exchange of property in 2015.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 2-23-2016

Print your name ▶ Shant Koumriqian Title ▶ Chief Financial Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.