

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1 Issuer's name</b> <b>AMERICAN RESIDENTIAL PROPERTIES, INC.</b> <b>(BY SUCCESSOR: AMERICAN HOMES 4 RENT)</b>		<b>2 Issuer's employer identification number (EIN)</b> <p style="text-align: center;"><b>45-4941882</b></p>	
<b>3 Name of contact for additional information</b> <b>RAY HUNING</b>	<b>4 Telephone No. of contact</b> <p style="text-align: center;"><b>855-794-2447</b></p>	<b>5 Email address of contact</b> <b>INVESTORS@AH4R.COM</b>	
<b>6 Number and street (or P.O. box if mail is not delivered to street address) of contact</b> <b>30601 AGOURA ROAD, SUITE 200-T</b>		<b>7 City, town, or post office, state, and Zip code of contact</b> <b>AGOURA HILLS, CA 91301</b>	
<b>8 Date of action</b> <b>SEE QUESTION 14 FOR DATES OF ACTION</b>		<b>9 Classification and description</b> <b>CASH DISTRIBUTION TO COMMON SHAREHOLDERS</b>	
<b>10 CUSIP number</b> <b>02927E105</b> <b>02927E204, 02927E303</b>	<b>11 Serial number(s)</b>	<b>12 Ticker symbol</b> <b>ARPI</b>	<b>13 Account number(s)</b>

**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 for 2016 . On January 30, 2017 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 organization action.

Payment Date	Distribution Amount
January 15, 2016	\$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 the above cash distribution made by American Residential Properties, Inc. during 2016, 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 shareholder'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 the above distribution paid on January 15, 2016 to the Company's current Earnings and Profits for 2016, 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 2016.

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.

**Sign Here**

Signature ▶ Ray Huning Date ▶ 2/2/2017

Print your name ▶ RAY HUNING Title ▶ SENIOR VICE PRESIDENT - TAX

**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 ▶		Phone no.	
Firm's address ▶				