

AGREE REALTY CORP

Form 8-K

October 21, 2008

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**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): October 21, 2008  
AGREE REALTY CORPORATION  
(Exact name of registrant as specified in its charter)  
Maryland  
(State of other jurisdiction of incorporation)**

**1-12928**  
(Commission file number)

**38-3148187**  
(I.R.S. Employer Identification No.)

**31850 Northwestern Highway  
Farmington Hills, MI**  
(Address of principal executive offices)

**48334**  
(Zip code)

(Registrant's telephone number, including area code) **(248) 737-4190**

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))
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**Item 7.01. Regulation FD Disclosure**

On October 21, 2008, Agree Realty Corporation issued a press release announcing that its Board of Directors had unanimously rejected an unsolicited acquisition proposal from Compson Holding Corporation to acquire the Company. A copy of the Compson acquisition proposal is furnished hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the Company's press release in response to the Compton offer is furnished hereto as Exhibit 99.2 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit	Description
99.1	Compson acquisition proposal
99.2	Press release, dated October 21, 2008, in response to the Compson offer

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**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.

**AGREE REALTY CORPORATION**

/s/ Kenneth R. Howe  
Vice President, Finance, Chief Financial  
Officer

Date: October 21, 2008

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