

EQUITY LIFESTYLE PROPERTIES INC  
Form 8-A12B  
September 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**EQUITY LIFESTYLE PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or organization)

**Two North Riverside Plaza**

**Chicago, Illinois**

**36-3857664**  
(I.R.S. Employer Identification No.)

**60606**

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(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>   | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Depository Shares Each Representing 1/100 of a Share of 6.75%<br/>Series C Cumulative Redeemable Perpetual Preferred Stock, Par<br/>Value \$0.01 per Share, Liquidation Preference Equivalent to \$25.00<br/>per Depository Share</b> | <b>The New York Stock Exchange</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **None.**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**
**Item 1. Description of Registrant's Securities to be Registered.**

Equity LifeStyle Properties, Inc. (the Company) registers hereunder its 6.75% Series C Cumulative Redeemable Perpetual Preferred Stock (the Series C Preferred Stock) and the depository shares each representing 1/100 of a share of the Series C Preferred Stock (the Depository Shares). The descriptions of the Series C Preferred Stock and the Depository Shares are contained in the sections entitled Description of Our Series C Shares and Description of Our Depository Shares in the Company's Schedule TO/13E-3, as filed with the U.S. Securities and Exchange Commission on August 9, 2012, as amended, in connection with an exchange offer pursuant to and exempt from registration under Section 3(a)(9) of the Securities Act of 1933, as amended, and conducted in accordance with the requirements of Regulations 14D and 14E and Rules 13e-3 and 13e-4 under the Securities Exchange Act of 1934, as amended, which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

| Exhibit<br>No. | Description   |
|----------------|---|
| 3.1            | Articles of Amendment and Restatement of the Company (Previously filed as Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-11718) filed May 18, 2007 and incorporated herein by reference).  |
| 3.2*           | Articles Supplementary designating the Company's 6.75% Series C Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$2,500.00 per share, par value \$0.01 per share.   |
| 3.3            | Second Amended and Restated Bylaws of the Company (Previously filed as Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-11718) filed August 8, 2007 and incorporated herein by reference).   |
| 4.1            | Form of Deposit Agreement, among the Company, American Stock Transfer & Trust Company, LLC, as Depository, and the holders from time to time of the Depository Shares (Previously filed as Exhibit (a)(5)(ii) to the Schedule TO/13E-3 (File No. 005-43043) filed August 9, 2012 and incorporated herein by reference). |
| 4.2*           | Specimen stock certificate evidencing the Company's 6.75% Series C Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$2,500.00 per share, par value \$0.01 per share.  |
| 4.3*           | Specimen receipt evidencing the Depository Shares.  |

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

September 14, 2012

**EQUITY LIFESTYLE PROPERTIES, INC.**

/s/ Marguerite Nader  
Marguerite Nader

President and Chief Financial Officer

**EXHIBIT INDEX**

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