

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): **February 18, 2014**

AMERICA FIRST MULTIFAMILY INVESTORS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-24843

(Commission File Number)

47-0810385

(IRS Employer Identification No.)

1004 Farnam Street, Suite 400, Omaha, Nebraska

(Address of principal executive offices)

68102

(Zip Code)

(402) 444-1630

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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 8.01. Other Events.

On February 18, 2014, America First Multifamily Investors, L.P. (the “**Partnership**”), issued a press release announcing that the underwriters for the Partnership’s previously announced underwritten public offering of shares representing assigned limited partnership interests in the Partnership have fully exercised their over-allotment option to purchase an additional 1,200,000 shares at a price of \$5.95 to the public. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No.

99.1

Description

Press Release dated February 18, 2014

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.

Date: February 18, 2014

AMERICA FIRST MULTIFAMILY INVESTORS, L.P.

By: /s/ Mark A. Hiatt

Printed Name: Mark A. Hiatt

Title: President

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated February 18, 2014

PRESS RELEASE**FOR IMMEDIATE RELEASE****February 18, 2014****CONTACT:** Chad Daffer or Andy Grier
800/283-2357**AMERICA FIRST MULTIFAMILY INVESTORS, L.P. ANNOUNCES
UNDERWRITERS' FULL EXERCISE OF OVER-ALLOTMENT OPTION**

Omaha, NE – February 18, 2014 - America First Multifamily Investors, L.P. (NASDAQ: ATAX) (the “Company”) announced today that the underwriters of its previously announced underwritten public offering of shares representing assigned limited partnership interests have fully exercised their option to purchase an additional 1,200,000 shares at \$5.95 per share. Net proceeds to the Company from the exercise of the option will be approximately \$6,711,600 after the payment of underwriting discounts and commissions. The closing of the over-allotment option exercise is expected to occur on February 20, 2014, subject to customary closing conditions.

The Company intends to utilize the net proceeds from the offering, including from the exercise of the option, to acquire additional mortgage revenue bonds and other investments meeting its investment criteria and for general working capital needs.

Deutsche Bank Securities Inc. acted as the lead book-running manager for the offering and Oppenheimer & Co. acted as the co-book-running manager. BB&T Capital Markets, a division of BB&T Securities, LLC, served as the lead manager for the offering, and Aegis Capital Corp., National Securities Corporation and Loop Capital Markets LLC served as the co-managers.

A registration statement on Form S-3 relating to the offered securities was previously declared effective by the Securities and Exchange Commission. The offering was made only by means of a prospectus supplement and accompanying base prospectus. Copies of the prospectus supplement and base prospectus relating to these securities may be obtained from Deutsche Bank Securities Inc., Attention: Prospectus Group, 60 Wall Street, New York, NY 10005-2836, Email: prospectus.cpdg@db.com, Telephone: (800) 503-4611, or from Oppenheimer & Co., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, New York 10004, Phone (212) 667-8563, Fax (212) 667-6141, or EquityProspectus@opco.com.

About America First Multifamily Investors, L.P.

America First Multifamily Investors, L.P. was formed for the primary purpose of acquiring, holding, selling and otherwise dealing with a portfolio of mortgage revenue bonds which have been issued to provide construction and/or permanent financing of multifamily residential apartments. The Company is pursuing a business strategy of acquiring additional mortgage revenue bonds on a leveraged basis in order to: (i) increase the amount of interest available for distribution to its investors; (ii) reduce risk through asset diversification and interest rate hedging; (iii) achieve economies of scale; and (iv) provide cash distributions that the Company believes are substantially exempt from federal income tax. The Company believes and expects that the interest paid on these mortgage revenue bonds will be excludable from gross income for federal income tax purposes. The Company seeks to achieve its investment growth strategy by investing in additional mortgage revenue bonds and investments it expects and believes to be tax-exempt, taking advantage of attractive financing structures available in the municipal securities market and entering into interest rate risk management instruments. America First Multifamily Investors, L.P. press releases are available on the World Wide Web at www.ataxfund.com.

Safe Harbor Statement

Information contained in this press release contains “forward-looking statements,” including statements related to the offering and the expected use of the net proceeds, which are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to, risks involving current maturities of our financing arrangements and our ability to renew or refinance such maturities, fluctuations in short-term interest rates, collateral valuations, bond investment valuations and overall economic and credit market conditions. For a further list and description of such risks, see the reports and other filings made by the Company with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2012. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.