

CAMDEN PROPERTY TRUST  
Form S-8 POS  
June 20, 2018

As filed with the Securities and Exchange Commission on June 20, 2018

Registration No. 333-62570

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

CAMDEN PROPERTY TRUST  
(Exact name of registrant as specified in its charter)

Texas 76-6088377  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

11 Greenway Plaza, Suite 2400  
Houston, Texas 77046  
(713) 354-2500  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Camden Property Trust 1999 Employee Share Purchase Plan  
(Full title of the plan)

Richard J. Campo  
Chairman of the Board and Chief Executive Officer  
Camden Property Trust  
11 Greenway Plaza, Suite 2400  
Houston, Texas 77046  
(713) 354-2500  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
Toni Weinstein  
Dentons US LLP  
2000 McKinney Avenue, Suite 1900  
Dallas, Texas 75201  
(214) 647-2488  
Facsimile: (214) 259-0910



Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act

EXPLANATORY STATEMENT — DEREGISTRATION OF SHARES

Camden Property Trust (the "Company") has filed this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement (this "Post-Effective Amendment") to deregister certain securities issuable under the Camden Property Trust 1999 Employee Share Purchase Plan (the "1999 ESPP"), which were originally registered by the Company on a Form S-8 Registration Statement (File No. 333-62570) filed with the Securities and Exchange Commission on June 8, 2001 (the "Prior Registration Statement").

On May 17, 2018 shareholders of the Company approved the Camden Property Trust 2018 Employee Share Purchase Plan (the "2018 ESPP").

As of June 15, 2018, there were 41,800 common shares of beneficial interest, par value \$0.01 per share (the "Common Shares") of the Company, which were authorized to be awarded by the Company under the 1999 ESPP but, as of June 15, 2018, were not issued. Accordingly, as a result of the approval of the 2018 ESPP, these 41,800 Common Shares are no longer available for new awards under the 1999 ESPP and will not be issued under the 1999 ESPP.

Except to the extent specified above, the Prior Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on June 20, 2018.

CAMDEN PROPERTY TRUST

By: /s/ Michael P. Gallagher  
Michael P. Gallagher  
Senior Vice President—Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

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| Signature  | Title  | Date             |
|--|--|------------------|
| /s/ Richard J. Campo<br>Richard J. Campo                                   | Chairman of the Board of Trust Managers and Chief Executive Officer<br>(Principal Executive Officer)     | June 20,<br>2018 |
| /s/ D. Keith Oden<br>D. Keith Oden   | President and Trust Manager  | June 20,<br>2018 |
| /s/ Alexander J. Jessett<br>Alexander J. Jessett                           | Executive Vice President-Finance, Chief Financial Officer and Treasurer<br>(Principal Financial Officer) | June 20,<br>2018 |
| /s/ Michael P. Gallagher<br>Michael P. Gallagher                           | Senior Vice President-Chief Accounting Officer (Principal Accounting<br>Officer)                         | June 20,<br>2018 |
| /s/ Heather J. Brunner<br>Heather J. Brunner                               | Trust Manager  | June 20,<br>2018 |
| /s/ Scott S. Ingraham<br>Scott S. Ingraham                                 | Trust Manager  | June 20,<br>2018 |
| /s/ Renu Khator<br>Renu Khator   | Trust Manager  | June 20,<br>2018 |
| /s/ William B. McGuire, Jr.<br>William B. McGuire, Jr.                     | Trust Manager  | June 20,<br>2018 |
| /s/ William F. Paulsen<br>William F. Paulsen                               | Trust Manager  | June 20,<br>2018 |
| /s/ Frances Aldrich<br>Sevilla-Sacasa<br>Frances Aldrich<br>Sevilla-Sacasa | Trust Manager  | June 20,<br>2018 |
| /s/ Steven A. Webster<br>Steven A. Webster                                 | Trust Manager  | June 20,<br>2018 |
| /s/ Kelvin R. Westbrook<br>Kelvin R. Westbrook                             | Trust Manager  | June 20,<br>2018 |