



Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 101(b) of the Securities Exchange Act. ☐

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**Item 8.01 Other Events.**

On June 14, 2024, Invitation Homes Inc. (the “Company”) filed with the Securities and Exchange Commission (“SEC”) an automatic shelf registration statement on Form S-3, which became automatically effective upon filing. This filing replaced the Company’s previous automatic shelf registration statement on Form S-3 (File No. 333-258212) filed with the SEC on July 30, 2021. In connection with the filing of the new automatic shelf registration statement, the Company also filed with the SEC a new prospectus supplement, dated June 14, 2024, with respect to the Company’s at-the-market program (the “ATM program”). Under the ATM program, the Company may, from time to time, offer and sell shares of its common stock having an aggregate offering price of up to \$1,250,000,000. To date, approximately \$1,150,000,000 remains unsold under the ATM program. For additional information, please refer to the Company’s Current Report on Form 8-K, filed with the SEC on December 20, 2021.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
1.1	<a href="#">Form of Distribution Agreement, dated as of December 20, 2021 (incorporated by reference to Exhibit 1.1 of the Registrant’s Current Report on Form 8-K, filed with the SEC on December 20, 2021)</a>
5.1	<a href="#">Opinion of Venable LLP</a>
23.1	<a href="#">Consent of Venable LLP (included in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused to be signed on its behalf by the undersigned hereunto duly authorized.

**INVITATION HOMES INC.**

Date: June 14, 2024

By: /s/ Mark A. Solls  
Name: Mark A. Solls  
Title: Executive Vice President, Secretary and  
Chief Legal Officer