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): June 14, 2024

Invitation Homes Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

Common stock, \$0.01 par value

001-38004 (Commission File Number) 90-09390 (IRS Emplo Identification N

New York Stock

5420 LBJ Freeway, Suite 600
Dallas, TX 75240
(Address of principal executive offices, including zip code)

(972) 421-3600 (Registrant's phone number, including area code)

1717 Main Street, Suite 2000
Dallas, TX 75201
(Former name or former address, if changed since last report)

INVH

	Trading Name of each ex	
Sec	curities registered pursuant to Section 12(b) of the Act:	
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 24	
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 24	
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)	
	eck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obl gistrant under any of the following provisions (see General Instruction A.2.):	

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of 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 \square
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extender for complying with any new or revised financial accounting standards provided pursuant to Section Exchange Act. \Box

Item 8.01 Other Events.

On June 14, 2024, Invitation Homes Inc. (the "Company") filed with the Securities and Exchange Co "SEC") an automatic shelf registration statement on Form S-3, which became automatically effective upon replaced the Company's previous automatic shelf registration statement on Form S-3 (File No. 333-2582) the SEC on July 30, 2021. In connection with the filing of the new automatic shelf registration statement also filed with the SEC a new prospectus supplement, dated June 14, 2024, with respect to the Company at-the-market program (the "ATM program"). Under the ATM program, the Company may, from time to the sell shares of its common stock having an aggregate offering price of up to \$1,250,000,000. To date, app \$1,150,000,000 remains unsold under the ATM program. For additional information, please refer to the 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 be 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 jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Form of Distribution Agreement, dated as of December 20, 2021 (incorporated by reference Exhibit 1.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on Dece 2021)
5.1	Opinion of Venable LLP
23.1	Consent of Venable LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused 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 a

Chief Legal Officer