

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): **November 12, 2013**

AMERICA FIRST TAX EXEMPT 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective November 12, 2013, America First Tax Exempt Investors, L.P. (the “**Partnership**”) changed its name from America First Tax Exempt Investors, L.P. to America First Multifamily Investors, L.P. The Partnership filed with the Delaware Secretary of State a Certificate of Amendment to its Certificate of Limited Partnership (the “**LP Certificate of Amendment**”) and the Partnership’s general partner executed an Amendment (the “**LP Amendment**”) to the Agreement of Limited Partnership of the Partnership to effectuate the name change. The LP Certificate of Amendment and the LP Amendment are attached as Exhibits 3.2 and 3.4, respectively, to this Current Report on Form 8-K.

The Partnership’s trading symbol for its common units, which are currently listed on the NASDAQ Global Select Market as “ATAX” will remain the same. The CUSIP number for the Partnership’s common units also will remain the same.

Item 9.01 Financial Statements and Exhibits.

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

The following exhibits are being furnished with this Current Report on Form 8-K.

Exhibit No.	Description
3.1	Certificate of Limited Partnership of America First Tax Exempt Investors, L.P.
3.2	Amendment to the Certificate of Limited Partnership, effective November 12, 2013
3.3	Agreement of Limited Partnership of the Partnership dated October 1, 1998 (incorporated by reference to Exhibit 4.2 of registrant’s Registration Statement on Form S-3 (Reg. No. 333-191014))
3.4	Amendment to Agreement of Limited Partnership of the Partnership dated November 12, 2013
4.1	Form of Beneficial Unit Certificate of the Partnership

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: November 12, 2013

AMERICA FIRST TAX EXEMPT INVESTORS, L.P.

By: /s/ Mark A. Hiatt

Printed Name: Mark A. Hiatt

Title: President

EXHIBIT INDEX

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICA FIRST TAX EXEMPT INVESTORS, L.P.

America First Capital Associates Limited Partnership Two, (the "General Partner") makes and signs the following certificate for the purpose of forming a limited partnership pursuant to Section 17-201 of the Delaware Revised Uniform Partnership Act.

1. The name of the limited partnership is America First Tax Exempt Investors, L.P. (the "Partnership").
2. The name and address of the Partnership's agent for service of process in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. The address of the Partnership's principal office is 1004 Farnam Street, Suite 400, Omaha, Nebraska 68102.
4. The name and business address of the Partnership's General Partner is America First Capital Associates Limited Partnership Two, Suite 400, 1004 Farnam Street, Omaha, Nebraska 68102.
5. This Certificate of Limited Partnership shall be effective as of the date of its filing in the Office of Secretary of State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 2nd day of April, 1998.

AMERICA FIRST CAPITAL ASSOCIATES LIMITED PARTNERSHIP TWO,
General Partner

By: America First Companies L.L.C., General Partner

By: /s/ Michael Thesing
Michael Thesing, Vice President

**STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is America First Tax Exempt Investors, L.P.

SECOND: Article 1 of the Certificate of Limited Partnership shall be amended as follows:

1. The name of the limited partnership is America First Multifamily Investors, L.P. (the "Partnership").

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 12th day of November, A.D. 2013.

AMERICA FIRST TAX EXEMPT INVESTORS, L.P.

By: America First Capital Associates Limited Partnership Two, its General Partner

By: The Burlington Capital Group LLC, General Partner of America First Capital Associates Limited Partnership Two

By: /s/ Lisa Y. Roskens

Name: Lisa Y. Roskens

Title: Chief Executive Officer

**AMENDMENT TO
AGREEMENT OF LIMITED PARTNERSHIP OF
AMERICA FIRST TAX EXEMPT INVESTORS, L.P.**

This AMENDMENT (the “**Amendment**”) TO AGREEMENT OF LIMITED PARTNERSHIP OF AMERICA FIRST TAX EXEMPT INVESTORS, L.P. (the “**Partnership**”) dated as of November 12, 2013, is entered into by America First Capital Associates Limited Partnership Two, a Delaware limited partnership (the “**General Partner**”), as general partner of the Partnership. Capitalized terms used but not defined herein are used as defined in the Agreement of Limited Partnership of the Partnership dated as of October 1, 1998 (the “**Partnership Agreement**”).

WHEREAS, Section 5.02(a) of the Partnership Agreement provides that the General Partner is authorized, among other things, to amend the Partnership’s certificate of limited partnership (the “**Certificate**”) and to amend the Partnership Agreement as provided in Section 12.03 therein, and that the General Partner is also authorized to engage in any activity necessary or incidental to, or in connection with, the accomplishment of the purposes of the Partnership; and

WHEREAS, Section 5.02(b) of the Partnership Agreement provides that, with respect to its obligations, powers, and responsibilities under the Partnership Agreement, the General Partner is authorized to execute and deliver, for and on behalf of the Partnership, such documents as it deems proper, all on such terms and conditions as it deems proper; and

WHEREAS, the Board of Managers of The Burlington Capital Group, LLC, which is the general partner of the General Partner of the Partnership, has authorized and instructed the General Partner and its authorized agents, officers, and representatives, to take all actions necessary, desirable, or appropriate to change the name of the Partnership from “America First Tax Exempt Investors, L.P.” to “America First Multifamily Investors, L.P.”; and

WHEREAS, Section 12.03(a) of the Partnership Agreement provides that the General Partner, without the approval of the Limited Partners or the BUC Holders, under certain circumstances, which the General Partner has determined are applicable to this Amendment, may amend the Agreement and the Certificate, and, among other things, prepare, file, and record such documents and certificates under the Act and in any other jurisdiction under the laws of which the Partnership is qualified as shall be required in making such amendments; and

WHEREAS, on November 12, 2013 the General Partner filed an amendment to the Partnership’s Certificate in the office of the Secretary of State of the State of Delaware effecting such change in the Partnership’s name effective November 12, 2013; and

WHEREAS, the General Partner intends to amend the Partnership Agreement to reflect the matters referred to above.

NOW, THEREFORE, the General Partner does hereby amend the Partnership Agreement as follows:

Section 1. **Amendments.**

(a) The name of the Partnership Agreement is hereby amended and restated as follows:

“America First Multifamily Investors, L.P. Agreement of Limited Partnership.”

(b) Article I of the Partnership Agreement is hereby amended to restate the following definition in its entirety:

““*Partnership*” means the limited partnership created by this Agreement and known as America First Multifamily Investors, L.P., as said limited partnership may from time to time be constituted.”

(c) The first sentence of Section 2.01 of the Partnership Agreement is hereby amended and restated in its entirety as follows:

“The Partners have caused the formation of a limited partnership pursuant to the Act under the name of “America First Multifamily Investors, L.P.””

Section 2. **Ratification of Partnership Agreement.** Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

Section 3. **General Authority.** The appropriate agents, officers, and representatives of the General Partner are hereby authorized to make such clarifying and conforming changes as they deem necessary or appropriate, and to interpret the Partnership Agreement, to give effect to the intent and purposes of this Amendment.

Section 4. **Governing Law.** This Amendment shall be governed by and construed and enforced in accordance with the internal laws of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the General Partner has executed this Amendment as of the date first set forth above.

GENERAL PARTNER:

AMERICA FIRST CAPITAL ASSOCIATES LIMITED PARTNERSHIP TWO

By: The Burlington Capital Group LLC, its General Partner

By: /s/ Lisa Y. Roskens

Name: Lisa Y. Roskens

Title: Chief Executive Officer

Certificate No.

CUSIP 02364V 10 7

AMERICA FIRST MULTIFAMILY INVESTORS, L.P.

BENEFICIAL UNIT CERTIFICATE

THIS CERTIFICATES THAT _____ is the registered owner of _____ Beneficial Unit Certificates evidencing an assignment of a portion of the limited partner interest held by America First Fiduciary Corporation Number Five (the "Initial Limited Partner") in America First Multifamily Investors, L.P., a Delaware limited partnership (the "Partnership"), and holds the same subject to the terms of an Agreement of Limited Partnership, dated October 1, 1998, by and between America First Capital Associates Limited Partnership Two (the "General Partner") and the Initial Limited Partner, as it may be amended from time to time (the "Partnership Agreement"). Such Beneficial Unit Certificates are transferable on the books of the Partnership, subject to the limitations in the Partnership Agreement, by the holder hereof in person or by duly authorized attorney, on surrender of this certificate properly endorsed. All capitalized terms not otherwise defined herein have the meaning set forth in the Partnership Agreement.

IN WITNESS WHEREOF, the Initial Limited Partner has caused this instrument to be duly executed.

Dated: _____, 20____

AMERICA FIRST FIDUCIARY CORPORATION NUMBER
FIVE,
Initial Limited Partner

By _____
Lisa Y. Roskens, President

By _____
Mark A. Hiatt, Secretary

American Stock Transfer & Trust Company,
Transfer Agent

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT- Custodian (Cust) (Minor)
under Uniform Gifts to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell, assign and transfer unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE)

the Beneficial Unit Certificates evidenced hereby in America First Multifamily Investors, L.P., and do hereby irrevocably constitute and appoint _____ to transfer the said Beneficial Unit Certificates on the books of the Partnership with full power of substitution in the premises.

NOTICE: The signature(s) to this assignment must correspond with the name as written upon the face of the Certificate in every particular, without alteration or enlargement or any change whatever.

In the presence of:

X _____
Witness

Dated: _____

X _____
Witness

Dated: _____
