

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): September 1, 2015

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)

Registrant's telephone number, including area code: (402) 444-1630

Not applicable  
(Former name, former address and former fiscal year, if applicable)

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 September 1, 2015, America First Multifamily Investors, L.P., ("Registrant") successfully completed the exchange of the Suites on Paseo ("Paseo") A and B mortgage revenue bonds for the deed to the Paseo land and improvements. As set forth below, the Registrant is furnishing the press release as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

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

Exhibit No.	Description
99.1	Press Release dated September 3, 2015

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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.

Dated: September 3, 2015

AMERICA FIRST MULTIFAMILY INVESTORS, L.P.

By: /s/ Craig S. Allen  
Craig S. Allen, Chief Financial Officer

Press Release                      **FOR IMMEDIATE RELEASE**

**September 3, 2015**

**CONTACT:** Chad Daffer or Andy Grier  
800-283-2357

**AMERICA FIRST MULTIFAMILY INVESTORS, L.P. SUCCESSFULLY EXCHANGES THE SUITES ON PASEO MORTGAGE REVENUE BONDS**

On September 1, 2015, America First Multifamily Investors, L.P. (NASDAQ: ATAX) successfully completed the exchange of the Suites on Paseo (“Paseo”) A and B mortgage revenue bonds for the deed to the Paseo land and improvements. Paseo is a 394 unit multifamily student housing residential property located near the campus of the San Diego State University.

ATAX continues to work in cooperation with Paseo’s property manager and third party bistro operator to improve Paseo’s performance. Since June 30, 2015, the occupancy rate has increased by 61%, and is now 100% occupied for the Fall 2015 Semester.

“After careful consideration of the highest and best use of our investment in Paseo, we determined that owning the property would allow us to create the best conditions to enhance value to our unitholders,” said Chad Daffer, ATAX Fund Manager. “We will continue to monitor and evaluate the performance of Paseo for the long-term benefit of our unitholders.”

**About America First Multifamily Investors, L.P.**

America First Multifamily Investors, L.P. was formed on April 2, 1998 under the Delaware Revised Uniform Limited Partnership Act 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 for affordable multifamily, student housing, senior citizen residential properties, and commercial properties. The Company is pursuing a business strategy of acquiring additional mortgage revenue bonds and other investments on a leveraged basis in order to (i) increase the amount of interest available for distribution to our shareholders; (ii) reduce risk through asset diversification and interest rate hedging; and (iii) achieve economies of scale. The Company expects and believes the interest earned on these mortgage revenue bonds is 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 other investments as permitted by the Partnership Agreement, taking advantage of attractive financing structures available in the 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](http://www.ataxfund.com).

**Safe Harbor Statement**

Information contained in this press release contains “forward-looking statements,” 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 the overall negative economic and credit market conditions. For a further list and description of such risks, see the reports

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and other filings made by the Partnership with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2014. The Partnership disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.