

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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): April 24, 2014

**NTS REALTY HOLDINGS LIMITED PARTNERSHIP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**001-32389**  
(Commission file  
number)

**41-2111139**  
(IRS Employer  
Identification No.)

**600 North Hurstbourne Parkway  
Suite 300  
Louisville, Kentucky 40222**  
(Address of principal executive offices)

**(502) 426-4800**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

- 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 February 4, 2014, NTS Realty Holdings Limited Partnership (the “**Company**”, “**we**”, “**us**” or “**our**”), together with the other defendants in the class action lawsuit described below, entered into a Stipulation and Agreement of Compromise, Settlement and Release (the “**Settlement Agreement**”) with the plaintiffs in the class action (the “**Kentucky Action**”) captioned, *Stephen J. Dannis, et al. v. J.D. Nichols, et al.*, Case No. 13-CI-00452, pending in Jefferson County Circuit Court of the Commonwealth of Kentucky (the “**Court**”) against the Company, NTS Realty Capital, Inc., our managing general partner (“**Realty Capital**”), each of the members of the board of directors of Realty Capital, NTS Realty Partners, LLC and NTS Merger Parent, LLC (“**Parent**”). On February 5, 2014, the Court signed an order granting its preliminary approval of the Settlement Agreement, subject to a final fairness settlement hearing (“**Final Settlement Hearing**”).

The Settlement Agreement provides for the full and complete compromise, settlement, release and dismissal of the Kentucky Action as well as the class action lawsuit pending in the Delaware Court of Chancery under the consolidated case caption of *In re NTS Realty Holdings Limited Partnership Unitholders Litigation*, Consol. C.A. No. 8302-VCP (the “**Delaware Action**” and with the Kentucky Action, the “**Actions**”).

Under the Settlement Agreement: (1) NTS Merger Sub, LLC (“**Merger Sub**”) will merge with and into the Company pursuant to the terms of the Agreement and Plan of Merger dated February 25, 2014 (the “**Merger Agreement**”) among the Company, Parent, Merger Sub and Realty Capital; and (2) as consideration for the settlement and release of the claims asserted in the Actions, at the closing of the merger, our limited partnership units (each a “**Unit**”), other than those Units owned by our founder and the Chairman of Realty Capital, J.D. Nichols, the President and Chief Executive Officer of Realty Capital, Brian F. Lavin, and certain of their affiliates, will be canceled and converted automatically into the right to receive a cash payment equal to (i) \$7.50 per Unit plus (ii) a pro rata share of a settlement fund of \$7,401,487 (representing \$1.75 per Unit) less fees (aggregating \$2,220,446 or approximately \$0.53 per Unit) and expenses awarded to plaintiffs’ counsel (aggregating \$123,930 or approximately \$0.03 per Unit) and an incentive award payable to the named plaintiffs in the case (aggregating \$50,000 or approximately \$0.01 per Unit), as described below. Therefore, the cash payment due as merger consideration will be equal to \$8.68 per Unit.

On April 24, 2014, the Court held the Final Settlement Hearing. At such Final Settlement Hearing, no objections to the Settlement Agreement or the transactions contemplated thereby were made, and the Court entered its Order and Final Judgment (the “**Order and Final Judgment**”), pursuant to which the Court:

- permanently certified a non-opt out class pursuant to Kentucky Rule of Civil Procedure 23 and designated plaintiffs in the Kentucky Action as the class representatives with plaintiffs’ counsel as class counsel;
- determined that the requirements of the rules of the Court and due process have been satisfied;

- determined that settlement of the Actions on the terms and conditions provided for in the Settlement Agreement is fair, reasonable and adequate, and in the best interests of the class and approved the settlement;
- dismissed with prejudice in its entirety the Kentucky Action;
- approved the grant of various releases among the plaintiffs, class members and the defendants and their respective affiliates (the “Releases”);
- permanently barred and enjoined plaintiffs and all members of the class from instituting, commencing or prosecuting any of the settled claims against any of the parties that are released pursuant to the Releases; and
- granted plaintiffs’ counsel’s petition for fees (aggregating \$2,220,446 or approximately \$0.53 per Unit) and reimbursement of expenses (aggregating \$123,930 or approximately \$0.03 per Unit) and an incentive award to the named plaintiffs in the Actions (aggregating \$50,000 or approximately \$0.01 per Unit).

In addition to dismissing the Kentucky Action with prejudice, the Settlement Agreement provides that an order dismissing the Delaware Action with prejudice will be entered. Generally, if there are no appeals filed to the Order and Final Judgment or to any orders dismissing the Actions, then each such order will become final and no longer be subject to appeal after expiration of thirty (30) days following the date of entry of each respective order. Assuming no appeal of the Order and Final Judgment or any orders dismissing the Actions is filed, we expect to satisfy the conditions to closing of the Merger Agreement and to close the merger in June 2014, although there can be no assurance that we will be able to do so.

On April 25, 2014, we issued a press release announcing that the Court held the Final Settlement Hearing. A copy of the press release is attached to this report as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired: N/A
- (b) Pro Forma Financial Information: N/A
- (c) Shell Company Transactions: N/A
- (d) Exhibits:
  - 99.1 Press release of NTS Realty Holdings Limited Partnership, dated April 25, 2014

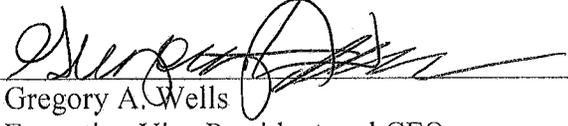
## SIGNATURES

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 thereunto duly authorized.

### NTS REALTY HOLDINGS LIMITED PARTNERSHIP

By: NTS Realty Capital, Inc.  
Its: Managing General Partner

By:

  
Name: Gregory A. Wells  
Title: Executive Vice President and CFO  
Date: April 25, 2014

## EXHIBIT INDEX

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Suite 300  
Louisville, Kentucky 40222  
(502) 426-4800

Contact: Gregory A. Wells, Executive Vice President and CFO

Date: April 25, 2014

**FOR IMMEDIATE RELEASE**

**NTS Realty Holdings Limited Partnership Announces Preliminary Court Approval of Settlement of Class Action Lawsuit**

**Louisville, KY (April 25, 2014) (NYSE MKT: NLP)** – On February 4, 2014, NTS Realty Holdings Limited Partnership (the “**Company**”, “**we**”, “**us**” or “**our**”), together with the other defendants in the class action lawsuit described below, entered into a Stipulation and Agreement of Compromise, Settlement and Release (the “**Settlement Agreement**”) with the plaintiffs in the class action (the “**Kentucky Action**”) captioned, *Stephen J. Dannis, et al. v. J.D. Nichols, et al.*, Case No. 13-CI-00452, pending in Jefferson County Circuit Court of the Commonwealth of Kentucky (the “**Court**”) against the Company, NTS Realty Capital, Inc., our managing general partner (“**Realty Capital**”), each of the members of the board of directors of Realty Capital, NTS Realty Partners, LLC and NTS Merger Parent, LLC (“**Parent**”). On February 5, 2014, the Court signed an order granting its preliminary approval of the Settlement Agreement, subject to a final fairness settlement hearing (“**Final Settlement Hearing**”).

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- determined that settlement of the Actions on the terms and conditions provided for in the Settlement Agreement is fair, reasonable and adequate, and in the best interests of the class and approved the settlement;
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### **About NTS Realty Holdings Limited Partnership**

The Company currently owns, wholly, as a tenant in common with unaffiliated co-owners, or through joint venture investments with affiliated and unaffiliated third parties, twenty-four properties comprised of fifteen multifamily properties, seven office buildings and business centers and two retail properties. The properties are located in and around Louisville and Lexington, Kentucky, Nashville and Memphis, Tennessee, Richmond, Virginia, Fort Lauderdale

and Orlando, Florida, Indianapolis, Indiana and Atlanta, Georgia. The Company's limited partnership units are listed on the NYSE MKT platform under the trading symbol of "NLP."

### **Forward Looking Statements**

This press release contains forward looking statements that can be identified by the use of words like "would," "believe," "expect," "may," "could," "intend," "project," "estimate" or "anticipate." These forward looking statements, implicitly or explicitly, include assumptions underlying the statements and other information with respect to the Company's beliefs, plans, objectives, goals, expectations, estimates, intentions, financial condition, results of operations, future performance and business, including its expectation of, and estimates with respect to, revenues, expenses, earnings, return of and on equity, return on assets, asset quality and other financial data and performance ratios. Although the Company believes that the expectations reflected in its forward looking statements are reasonable, these statements involve risks and uncertainties which are subject to change based on various important factors, some of which are beyond the Company's control. Important factors that would cause actual results to differ materially from expectations are disclosed under "Risk Factors" and elsewhere in the Company's most recent annual report on Form 10-K, which was filed on March 14, 2014, and registration statement on Form S-4, which became effective on October 27, 2004.

If one or more of the factors affecting forward looking information and statements proves incorrect, the Company's actual results of operations, financial condition or prospects could differ materially from those expressed in, or implied by, the forward looking information and statements contained in this press release.