



As filed with the Securities and Exchange Commission on August 1, 2023

Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Creative Media & Community Trust Corporation
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or
organization)
17950 Preston Road, Suite 600, Dallas TX
(Address of Principal Executive Offices)

75-6446078
(I.R.S. Employer Identification No.)
75252
(Zip Code)

**CREATIVE MEDIA & COMMUNITY TRUST CORPORATION 2015 EQUITY COMPENSATION
PLAN**
(Full title of the plan)

David Thompson
Chief Executive Officer
Creative Media & Community Trust Corporation
17950 Preston Road, Suite 600
Dallas, Texas 75252
(972) 349-3200

(Name, address and telephone number, including area code, of agent for service)

Copies to:
Patrick S. Brown
Sullivan & Cromwell LLP
1888 Century Park East, Suite 2100
Los Angeles, California 90067
(310) 712-6600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act of 1934.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
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 7(a)(2)(B) of the Securities Act of 1933. ☐

EXPLANATORY NOTE

At the 2023 annual meeting of stockholders of Creative Media & Community Trust Corporation (the “Company” or the “Registrant”), the Company’s stockholders approved the amendment to the Creative Media & Community Trust Corporation 2015 Equity Incentive Plan (the “Amended Plan”), which provides for grants of equity awards to independent directors of the Company. The number of shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), which may be granted under the Amended Plan has been increased by 400,000 shares of Common Stock. This Registration Statement on Form S-8 (this “Registration Statement”) relates to the additional 400,000 shares of Common Stock authorized for issuance under the Amended Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 with respect to the Creative Media & Community Trust 2015 Equity Incentive Plan (formerly the CIM Commercial Trust Corporation 2015 Equity Incentive Plan) (Registration No. 333-218475) (the “Original Registration Statement”), filed with the Securities and Exchange Commission on June 2, 2017, including the information contained therein, are hereby incorporated by reference to this Registration Statement, except that the provisions contained in Part II of the Original Registration Statement are modified as set forth in this Registration Statement.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Registration Statement as required by Rule 428(b)(1) under the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, as amended by Amendment No. 1 on Form 10-K/A filed on April 28, 2023 (the “Form 10-K”);
- (b) the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023;
- (c) the Registrant’s Current Reports on Form 8-K filed on February 3, 2023, February 24, 2023, March 29, 2023, May 8, 2023 and July 31, 2023; and
- (d) the description of the Registrant’s Common Stock contained in Exhibit 4.1 to the Registrant’s Form 10-K, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Maryland law permits a Maryland corporation to include in its charter a provision eliminating the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active or deliberate dishonesty established in a judgment or other final adjudication to be material to the cause of action. Our charter contains a provision that eliminates the liability of our directors and officers to the maximum extent permitted by Maryland law.

Maryland law requires a Maryland corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a Maryland corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or threatened to be made a party by reason of their service in those or other capacities unless it is established that:

- an act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty;
- the director or officer actually received an improper personal benefit in money, property or services; or
- in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, Maryland law permits a Maryland corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of:

- a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation; and
- a written undertaking by the director or officer or on the director's or officer's behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the director or officer did not meet the standard of conduct.

Our charter and bylaws obligate us, to the maximum extent permitted by Maryland law, to indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, pay or reimburse reasonable expenses in advance of final disposition of a proceeding to:

- any present or former director or officer who is made, or threatened to be made, a party to, or witness in, the proceeding by reason of his or her service in that capacity; or
- any individual who, while a director or officer of our Company and at our Company's request, serves or has served another corporation, REIT, limited liability company, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director, officer, trustee, member, manager or partner and who is

made, or threatened to be made, a party to, or witness in, the proceeding by reason of his or her service in that capacity.

Our charter and bylaws also permit us, subject to approval from our Board of Directors, to indemnify and advance expenses to any person who served a predecessor of our Company in any of the capacities described above and to any employee or agent of our Company or a predecessor of our Company.

Insofar as the foregoing provisions permit indemnification of directors, officers or persons controlling us for liability arising under the Securities Act, we have been informed that in the opinion of the SEC this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Further, we have entered into an Indemnification Agreement with each of our directors and certain executive officers. Each Indemnification Agreement provides that we will indemnify and hold harmless each such director or named executive officer to the fullest extent permitted by law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	Articles of Amendment and Restatement of PMC Commercial Merger Sub, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 2, 2014).
4.2	Articles of Amendment (Name Change) (incorporated by reference to Exhibit 3.4 to the Registrant's Current Report on Form 8-K filed with the SEC on May 2, 2014).
4.3	Articles of Amendment (Reverse Stock Split) (incorporated by reference to Exhibit 3.5 to the Registrant's Current Report on Form 8-K filed with the SEC on May 2, 2014).
4.4	Articles of Amendment (Par Value Decrease) (incorporated by reference to Exhibit 3.6 to the Registrant's Current Report on Form 8-K filed with the SEC on May 2, 2014).
4.5	Articles of Amendment (Reverse Stock Split) (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on September 6, 2019).
4.6	Articles of Amendment (Par Value Decrease) (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on September 6, 2019).
4.7	Articles of Amendment (Name Change) (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 10, 2022).
4.8	Articles Supplementary for the Series A Preferred Stock (incorporated by reference to Exhibit 4.1 of the Form S-11 Registration Statement (333-210880) filed by the Registrant with the SEC on June 29, 2016).
4.9	Amendment No. 1 to the Articles of Amendment and Restatement of CIM Commercial Trust Corporation, designating the Series A Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 31, 2020).
4.10	Articles Supplementary to the Articles of Amendment and Restatement of CIM Commercial Trust Corporation, designating the Series D Preferred Stock (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on January 31, 2020).
4.11	Articles Supplementary for the Series L Preferred Stock, dated November 15, 2017 (incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 4 to the Form S-11 Registration Statement (333-218019) filed by the Registrant with the SEC on November 15, 2017).
4.12	Articles Supplementary to the Articles of Amendment and Restatement of Creative Media & Community Trust Corporation, designating the Series A1 Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 17, 2022).
4.13	Bylaws (incorporated by reference to Exhibit 3.6 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 16, 2022).

**Exhibit
Number**

Description

- | | |
|-------|---|
| 4.14 | Purchase Agreement among PMC Commercial Trust, PMC Preferred Capital Trust-A and Taberna Preferred Funding I, Ltd. dated March 15, 2005 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2005). |
| 4.15 | Junior Subordinated Indenture between PMC Commercial Trust and JPMorgan Chase Bank, National Association as Trustee dated March 15, 2005 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2005). |
| 4.16 | Amended and Restated Trust Agreement among PMC Commercial Trust, JPMorgan Chase Bank, National Association, Chase Bank USA, National Association and The Administrative Trustees Named Therein dated March 15, 2005 (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2005). |
| 4.17 | Floating Rate Junior Subordinated Note due 2035 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005). |
| 4.18 | Warrant Agreement, dated June 28, 2016, between Creative Media & Community Trust Corporation and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.2 of the Form S-11 Registration Statement (333-210880) filed by the Registrant with the SEC on June 29, 2016). |
| 4.19 | First Amendment to Warrant Agreement, dated November 6, 2019, between Creative Media & Community Trust Corporation and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 8, 2019). |
| 4.20 | Form of Warrant Certificate for the Series A Preferred Stock (incorporated by reference to Exhibit 4.4 of the Form S-11 Registration Statement (333-210880) filed by the Registrant with the SEC on June 29, 2016). |
| 4.21 | Form of Indenture for Debt Securities (incorporated by reference to Exhibit 4.21 of the Form S-3 Registration Statement (333-268032) filed by the Registrant with the SEC on October 27, 2022). |
| *5.1 | Opinion of Venable LLP. |
| *23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Venable LLP (included in Exhibit 5.1). |
| 24.1 | Powers of Attorney (included on the signature page of this Registration Statement). |
| *107 | Filing Fee Table. |

* _____
Filed herewith

ITEM 9. UNDERTAKINGS

Not required to be filed with this Registration Statement pursuant to General Instruction E to Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on August 1, 2023.

CREATIVE MEDIA & COMMUNITY TRUST CORPORATION

By: /s/ David Thompson
Name: David Thompson
Title: Chief Executive Officer

By: /s/ Barry Berlin
Name: Barry N. Berlin
Title: Chief Financial Officer

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Messrs. Thompson and Berlin or either one of them, his true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to the Registration Statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ David Thompson</u> David Thompson	<i>Chief Executive Officer (Principal Executive Officer)</i>	August 1, 2023
<u>/s/ Barry Berlin</u> Barry N. Berlin	<i>Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</i>	August 1, 2023
<u>/s/ Douglas Bech</u> Douglas Bech	<i>Director</i>	August 1, 2023
<u>/s/ John Hope Bryant</u> John Hope Bryant	<i>Director</i>	August 1, 2023
<u>/s/ Marcie Edwards</u> Marcie Edwards	<i>Director</i>	August 1, 2023
<u>/s/ Shaul Kuba</u> Shaul Kuba	<i>Director</i>	August 1, 2023

/s/ Richard Ressler Richard Ressler	<i>Director</i>	August 1, 2023
/s/ Avraham Shemesh Avraham Shemesh	<i>Director</i>	August 1, 2023
/s/ Elaine Wong Elaine Wong	<i>Director</i>	August 1, 2023

[LETTERHEAD OF VENABLE LLP]

August 1, 2023

Creative Media & Community Trust Corporation
17950 Preston Road, Suite 600
Dallas, Texas 75252

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Creative Media & Community Trust Corporation, a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the registration of 400,000 shares (the “Shares”) of Common Stock, \$0.001 par value per share (the “Common Stock”), of the Company issuable under the Creative Media & Community Trust Corporation 2015 Equity Compensation Plan, as amended (the “Plan”). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement;
2. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the approval of an amendment to the Plan (the “Plan Amendment”) to increase the number of shares of Common Stock issuable pursuant to the Plan by 400,000 and the issuance of the Shares (the “Board Resolutions”), certified as of the date hereof by an officer of the Company;
6. The Plan, certified as of the date hereof by an officer of the Company;

7. The final voting results on proposals considered and voted upon at the 2023 Annual Meeting of Stockholders of the Company held on July 27, 2023, approving the Plan, filed with the Commission on July 31, 2023, as Item 5.07 to the Company's Current Report on Form 8-K, certified as of the date hereof by an officer of the Company;

8. A certificate executed by an officer of the Company, dated as of the date hereof; and

9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued in violation of any restriction or limitation contained in Article VII of the Charter or in the Plan.

6. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

7. Each award that provides for the potential issuance of a Share pursuant to the Plan (each, an “Award”) will be duly authorized and validly granted in accordance with the Plan, and any Share issued pursuant to any such Award will be issued in accordance with the terms of the Plan and such Award, including any agreement entered into in connection therewith.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued in accordance with the Registration Statement, the Resolutions and the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning United States federal law or the laws of any other jurisdiction. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, federal or state laws regarding fraudulent transfers or the laws, codes or regulations of any municipality or other local jurisdiction. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 31, 2023 relating to the financial statements of Creative Media & Community Trust Corporation and the effectiveness of Creative Media & Community Trust Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Creative Media & Community Trust Corporation for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Tempe, Arizona
August 1, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Creative Media & Community Trust Corporation
(Exact Name of the Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	457(c) and 457(h)	400,000 ⁽²⁾	\$4.68 ⁽³⁾	\$1,872,000 ⁽³⁾	0.0001102	\$206.2944 ⁽³⁾
Total Offering Amounts					\$1,872,000		\$206.2944
Total Fee Offsets							\$0
Net Fee Due							\$206.2944

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), the registration statement on Form S-8 to which this exhibit relates shall also cover any additional shares of the common stock, par value \$0.001 per share (“Common Stock”), of Creative Media & Community Trust Corporation (the “Registrant”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock, as applicable.
- (2) Represents 400,000 additional shares of Common Stock of the Registrant available for future issuance under the Creative Media & Community Trust 2015 Equity Incentive Plan.
- (3) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) of the Securities Act, based on the average of the high and low prices of the Common Stock of the Registrant as reported on Nasdaq on July 28, 2023.