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**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) **December 19, 2024**

**Strawberry Fields REIT, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-41628**  
(Commission  
file number)

**84-2336054**  
(IRS employer  
identification no.)

**6101 Nimitz Parkway  
South Bend, Indiana**  
(Address of principal executive  
offices)

**46628**  
(Zip Code)

**(574) 807-0800**  
(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))

Securities Registered pursuant to Section 12(b) of the Act:

<u>Title of each class registered</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
<b>Common Stock, \$0.0001 par value</b>	<b>STRW</b>	<b>NYSE American</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1933 (§240.12b-2 of this chapter)

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 13(a) of the Exchange Act. ☐

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### **Cautionary Note Regarding Forward-Looking Statements**

This Current Report on Form 8-K filed by Strawberry Fields REIT, Inc. (the “Company”) includes information that may constitute forward-looking statements. These forward-looking statements are based on the Company’s current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to the Company. By their nature, forward-looking statements address matters that are subject to risks and uncertainties. Forward-looking statements include, without limitation, statements relating to projected industry growth rates, the Company’s current growth rates and the Company’s present and future cash flow position. A variety of factors could cause actual events and results, as well as the Company’s expectations, to differ materially from those expressed in or contemplated by the forward-looking statements. Risk factors affecting the Company are discussed in detail in the Company’s filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by applicable securities laws.

### **Item 2.01. Completion of Acquisition or Disposition of Assets**

As reported in the Company’s Form 8-K filed on October 15, 2024, the Company entered into a Purchase and Sale Agreement (the “Purchase Agreement”), with GAHC4 Kansas City MO SNF, LLC, GAHC4 Salisbury MO SNF, LLC, GAHC4 Florissant MO SNF, LLC, GAHC4 Sedalia MO SNF, LLC, GAHC4 Milan MO SNF, LLC, GAHC4 Trenton MO SNF, LLC, GAHC4 Moberly MO SNF, LLC, GAHC4 St. Elizabeth MO SNF, LLC, (collectively, the “Sellers”) with respect to the purchase of eight healthcare Facilities located in Missouri (the “Facilities”). The Sellers are not affiliates of the Company. The Company assigned the right to acquire the Facilities to newly organized indirect subsidiaries of Strawberry Fields Realty, LP, the Company’s operating partnership.

The Company closed on the acquisition of the Facilities on December 19, 2024. At that time, such subsidiaries paid the remainder of the \$87,500,000 purchase price (following the Company having paid a \$2,500,000 deposit at the time of entering into the Purchase Agreement).

The Facilities are currently leased under an initial 15-year master lease agreement to a group of third party tenants; the lease is currently in its sixth year. Under the master lease, (i) the tenants are currently on a triple net basis (ii) the tenants have 2 ten-year options to extend the lease. The material terms of the master lease will not be modified as a result of the purchase of the Facilities. The tenants operate the Facilities as skilled nursing facilities. The eight Facilities are comprised of 1,111 licensed beds.

The purchase price for the Facilities was \$87,500,000. The Company plans to pay the balance of the purchase price utilizing funds provided by a third-party lender and the Company’s current working capital.

### **Item 8.01 Other Events.**

On December 20, 2024, the Company issued a press release regarding the completion of the acquisition of the Facilities. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

**(a) Financial Statements of Properties Acquired**

The Company will file the financial statements required by Item 9.01(a) with respect to the acquisition under the cover of Form 8-K/A not later than 71 calendar days after the deadline for filing this Form 8-K.

**(b) Pro Forma Financial Information**

The Company will file the financial statements the pro forma financial information required by Item 9.01(b) under the cover of Form 8-K/A but not later than 71 calendar days after the latest date on which this initial Current Report on Form 8-K is required to be filed.

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Name</b>	<b>Filed Herewith</b>
99.1	<a href="#">Press Release dated December 20, 2024, Regarding completing the acquisition of eight healthcare facilities in Missouri</a>	*
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 this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Strawberry Fields REIT Inc.**

Date: December 20, 2024

By: /s/ Moishe Gubin  
Moishe Gubin  
Chief Executive Officer and Chairman

**Exhibit 99.1**

**STRAWBERRY FIELDS REIT COMPLETES THE ACQUISITION OF  
EIGHT HEALTHCARE FACILITIES LOCATED IN MISSOURI**

South Bend, IN. December 20, 2024 (ACCESSWIRE) Strawberry Fields REIT, Inc. (NYSE AMERICAN: STRW) (the “Company”) today announced that it completed the acquisition of eight Healthcare Facilities, comprised of 1,111 beds, located in Missouri (the “Facilities”) for \$87,500,000.

The Facilities are currently leased under an existing master lease agreement to a group of third-party tenants. Under the master lease, the tenant currently pays annual rents of \$8.9 million on a triple net basis.

Moishe Gubin, the Company’s Chairman & CEO, noted: “I am excited that the Company completed this sizable acquisition in Missouri. Missouri is a new state for the Company and brings a strong local third-party operator. This acquisition is a great example of a deal type the Company is looking for and anticipates similar future deals which will allow the Company to continue to grow in its disciplined manner.”

## ***About Strawberry Fields REIT***

Strawberry Fields REIT, Inc., is a self-administered real estate investment trust engaged in the ownership, acquisition, development and leasing of skilled nursing and certain other healthcare-related properties. The Company's portfolio includes 123 healthcare facilities with an aggregate of 14,000+ beds, located throughout the states of Arkansas, Illinois, Indiana, Kentucky, Michigan, Missouri, Ohio, Oklahoma, Tennessee and Texas. The 123 healthcare facilities comprise 112 skilled nursing facilities, nine assisted living facilities, and two long-term acute care hospitals.

## **Safe Harbor Statement**

Certain statements in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those forward-looking statements include all statements that are not historical statements of fact and those regarding our intent, belief or expectations, including, but not limited to, statements regarding: future financing plans, business strategies, growth prospects and operating and financial performance; expectations regarding the making of distributions and the payment of dividends; and compliance with and changes in governmental regulations.

Words such as “anticipate(s),” “expect(s),” “intend(s),” “plan(s),” “believe(s),” “may,” “will,” “would,” “could,” “should,” “seek(s)” and similar expressions, or the negative of these terms, are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could lead to actual results differing materially from those projected, forecasted or expected. Although we believe that the assumptions underlying the forward-looking statements are reasonable, we can give no assurance that our expectations will be attained. Factors which could have a material adverse effect on our operations and future prospects or which could cause actual results to differ materially from our expectations include, but are not limited to: (i) the COVID-19 pandemic and the measures taken to prevent its spread and the related impact on our business or the businesses of our tenants; (ii) the ability and willingness of our tenants to meet and/or perform their obligations under the triple-net leases we have entered into with them, including, without limitation, their respective obligations to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities; (iii) the ability of our tenants to comply with applicable laws, rules and regulations in the operation of the facilities we lease to them; (iv) the ability and willingness of our tenants to renew their leases with us upon their expiration, and the ability to reposition our facilities on the same or better terms in the event of nonrenewal or in the event we replace an existing tenant, as well as any obligations, including indemnification obligations, we may incur in connection with the replacement of an existing tenant; (v) the availability of and the ability to identify (a) tenants who meet our credit and operating standards, and (b) suitable acquisition opportunities, and the ability to acquire and lease the respective facilities to such tenants on favorable terms; (vi) the ability to generate sufficient cash flows to service our outstanding indebtedness; (vii) access to debt and equity capital markets; (viii) fluctuating interest rates; (ix) the ability to retain our key management personnel; (x) the ability to maintain our status as a real estate investment trust (“REIT”); (xi) changes in the U.S. tax law and other state, federal or local laws, whether or not specific to REITs; (xii) other risks inherent in the real estate business, including potential liability relating to environmental matters and illiquidity of real estate investments; and (xiii) any additional factors included under “Risk Factors” in our Annual Report Form 10-K dated March 19, 2024, including in the section entitled “Risk Factors” in Item 1A of Part I of such report, as such risk factors may be amended, supplemented or superseded from time to time by other reports we file with the SEC.

Forward-looking statements speak only as of the date of this press release. Except in the normal course of our public disclosure obligations, we expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in our expectations or any change in events, conditions or circumstances on which any statement is based.

## **Investor Relations:**

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