

**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) **January 6, 2025 (January 2, 2025)**

**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:

Title of each class registered	Trading Symbol(s)	Name of exchange on which registered
<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. ☐

## 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 December 23, 2024, the Company entered into Asset Purchase Agreement (the “Purchase Agreement”), with Bonner Springs Realco, LLC, Clearwater SNF Realco, LLC, Clearwater AL Realco, LLC, Fountainview Realco, LLC, Legacy on 10th Realco, LLC, 1600 South Woodlawn Realty, LLC, (collectively, the “Sellers”) with respect to the purchase of six healthcare Facilities located in Kansas (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 purchase price for the Facilities was \$24,000,000 and the Company closed on the acquisition on January 2, 2025 utilizing its working capital.

The Facilities are leased under a new 10-year master lease agreement to a group of third-party tenants that commenced on January 2, 2025. Under the master lease, (i) the tenants will be on a triple net basis (ii) the tenants have 2 five-year options to extend the lease. The tenants operate the Facilities as five skilled nursing facilities and one assisted living facility.

The six facilities are comprised of five skilled nursing facilities and one assisted living facility with 354 licensed beds.

### Item 8.01 Other Events.

On January 6, 2025, 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

Exhibit Number	Exhibit Name	Filed Herewith
99.1	<a href="#">Press Release dated January 6, 2025</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: January 6, 2025

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

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**Exhibit 99.1****STRAWBERRY FIELDS REIT WRAPS UP 2024 AND BEGINS 2025 WITH STRONG DEAL FLOW**

South Bend, IN. January 6, 2025 (ACCESSWIRE) Strawberry Fields REIT, Inc. (NYSE AMERICAN: STRW) (the “Company”) announced that on January 2, 2025 it completed the acquisition of six Healthcare Facilities, comprised of 354 licensed beds, located in Kansas (the “Facilities”) for \$24,000,000.

The Facilities are currently leased under an existing master lease agreement to a group of third-party tenants. Under the master lease, the tenants initial annual rents are \$2.4 million on a triple net basis.

In addition to the Kansas deal, on December 31, 2024 the Company completed the acquisition of a 100 bed Skilled Nursing Facility in Oklahoma for \$5.0 million. Under the lease, the tenants initial annual rents are \$0.5 million on a triple net basis. Additionally, as the Company previously announced, it closed the acquisition of eight skilled nursing facilities in Missouri for \$87.5 million. Total deal-flow for December and January is \$116.5 million.

Moishe Gubin, the Company’s Chairman & CEO, noted: “The end of December and early January have been very busy for Strawberry Fields REIT. Completing the acquisition of 15 facilities for over \$115 million and entering into two new states is very exciting. As we head into 2025, we look forward to continuing to grow the Company in existing and new states with our disciplined investment approach.”

***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 130 healthcare facilities with an aggregate of 14,500+ beds, located throughout the states of Arkansas, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Ohio, Oklahoma, Tennessee and Texas. The 130 healthcare facilities comprise 118 skilled nursing facilities, 10 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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