

**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): July 2, 2025 (July 1, 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

(I.R.S. Employer
Identification No.)

**6101 Nimitz Parkway
South Bend, Indiana 46628**

(Address of Principal Executive Office) (Zip Code)

(574) 807-0800

(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.00001 par value	STRW	NYSE American

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 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by checkmark 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 May 28, 2025, the Company entered into an Asset Purchase Agreement (the “Purchase Agreement”), with Humansville Realty LLC, Buffalo Realty LLC, Cassville Realty LLC, Country Aire Realty LLC, Georgian Gardens Realty LLC, Golden Years Realty LLC, 800 South White Oak Realty LLC, Oregon Realty LLC, and Tiffany Heights Realty LLC, (collectively, the “Sellers”) with respect to the purchase of nine 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 the Strawberry Fields Realty, LP, the Company’s operating partnership.

The Company closed on the acquisition of the Facilities on July 1, 2025. At that time, such subsidiaries paid the remainder of the \$59,000,000 purchase price (following the Company having paid a \$2,000,000 deposit at the time of entering into the Purchase Agreement).

The Facilities are subject to existing master lease agreements with two separate third-party tenant groups. In connection with the acquisition, the expiration dates of both master leases were reset to their original terms. Except for the adjustment to the lease expiration dates, the material terms of the master leases remain unchanged. The tenants will continue to operate the nine Facilities as skilled nursing facilities, comprising a total of 686 licensed beds.

The purchase price for the Facilities was \$59,000,000, including certain consulting fees. The Company completed the acquisition using cash on hand and the issuance of \$2.0 million in OP Units of Strawberry Fields REIT LP to the Seller.

Item 8.01 Other Events.

On July 2, 2025, the Company issued a press release announcing its completion of the acquisition, as discussed above. A copy of the press release, which is hereby incorporated into this filing in its entirety, is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated July 2, 2025
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.

Dated: July 2, 2025

By: /s/ Moishe Gubin

Moishe Gubin

Chief Executive Officer and Chairman

Exhibit 99.1

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

South Bend, IN. July 2, 2025 (ACCESSWIRE) (NYSE AMERICAN: STRW) Strawberry Fields REIT, Inc. (the “Company”) today announced that it completed the acquisition of nine skilled nursing facilities, comprised of 686 beds, located in Missouri (the “Facilities”) for \$59,000,000.

The Company completed the acquisition using cash on hand and the issuance of approximately \$2.0 million in OP Units of Strawberry Fields REIT LP to the Seller.

Eight of the facilities were leased to the Tide Group (“Tide”) led by its founder and CEO Brian Ramos. The eight facilities were added to the master lease the Company entered into in August 2024. The master lease remained materially unchanged other than resetting the lease expiration for a new 10-year period and includes two 5-year tenant options. Additionally, this acquisition increased Tide’s annual rents tied to its master lease by \$5.5 million and is subject to 3% annual increases.

The ninth facility was leased to an affiliate of Reliant Care Group L.L.C. (“Reliant”). The facility was added to the master lease the Company assumed in December 2024. The master lease remained materially unchanged other than resetting the lease expiration for a 15-year period and includes two 10-year tenant options. Additionally, this acquisition increased Reliant’s annual rents by \$0.6 million and is subject to 3% annual increases.

Moishe Gubin, the Company’s Chairman & CEO, noted: “I am excited that the Company has completed another sizeable acquisition in Missouri. With this acquisition, the Company will have 17 skilled nursing facilities in the State of Missouri and we continue to look for additional opportunities. I am also pleased to continue expanding our master lease relationships with existing tenants, including Brian Ramos and the Tide Group, as well as Rick and Nick DeStefane of Reliant Care Group.”

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 141 healthcare facilities with an aggregate of 15,400+ bed, located throughout the states of Arkansas, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Ohio, Oklahoma, Tennessee and Texas. The 141 healthcare facilities comprise 129 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 13, 2025, 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.

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