

UMH PROPERTIES, INC.

FORM 8-K

(Current report filing)

Filed 02/10/22 for the Period Ending 02/06/22

Address 3499 ROUTE 9 N, SUITE 3-C
 JUNIPER BUSINESS PLAZA
 FREEHOLD, NJ, 07728

Telephone 7325779997

 CIK 0000752642

Symbol UMH

SIC Code 6798 - Real Estate Investment Trusts

Industry Residential REITs

Sector Financials

Fiscal Year 12/31

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): February 6, 2022

UMH Properties, Inc.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	001-12690 (Commission File Number)	22-1890929 (IRS Employer Identification No.)
Juniper Business Plaza, Suite 3-C 3499 Route 9 North Freehold, New Jersey (Address of principal executive offices)	07728 (Zip Code)	

Registrant's telephone number, including area code: **(732) 577-9997**

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	Trading Symbol(s)	Name of exchange on which registered
Common Stock \$.10 par value	UMH	New York Stock Exchange
6.75% Series C Cumulative Redeemable Preferred Stock, \$.10 par value	UMH PRC	New York Stock Exchange
6.375% Series D Cumulative Redeemable Preferred Stock, \$.10 par value	UMH PRD	New York Stock Exchange

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 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.

Item 1.01 Entry Into a Material Definitive Agreement

On February 6, 2022, UMH Properties, Inc. (the "Company") issued \$102.7 million principal amount of its new 4.72% Series A Bonds Due 2027 (the "2027 Bonds"), pursuant to a Deed of Trust between the Company and Reznik Paz Nevo Trusts Ltd., an Israeli trust company, as trustee, dated as of January 31, 2022. The 2027 Bonds are unsecured obligations of the Company denominated in Israeli shekels (NIS). The net proceeds of the sale of the 2027 Bonds will be used for working capital and general corporate purposes, which may include redemption of the Company's outstanding 6.75% Series C Cumulative Redeemable Preferred Stock, which the Company has the right to redeem beginning in July 2022.

The Company will pay interest on the 2027 Bonds at a rate of 4.72% per year, payable semi-annually on August 31, 2022 and on February 28 and August 31 of each subsequent year, until the final maturity date of February 28, 2027. The principal and interest will be linked to the U.S. Dollar. In the event of a future downgrade by two or more notches in the rating of the 2027 Bonds or a failure by the Company to comply with certain covenants in the Deed of Trust, the interest rate on the 2027 Bonds will be subject to increase. However, any such increases, in the aggregate, would not exceed 1.25% per annum.

Under the Deed of Trust, the Company has the right to redeem the 2027 Bonds, in whole or in part, at any time on or after 60 days from February 9, 2022, the date on which the 2027 Bonds were listed for trading on the Tel Aviv Stock Exchange (the "TASE"). Any such voluntary early redemption by the Company will require payment of the applicable early redemption amount calculated in accordance with the Deed of Trust. Upon the occurrence of an event of default or certain other events, including a delisting of the 2027 Bonds by the TASE, the Company may be required to effect an early repayment or redemption of all or a portion of the 2027 Bonds at their par value plus accrued and unpaid interest. The Deed of Trust permits the Company, subject to certain conditions, to issue additional 2027 Bonds without obtaining approval of the holders of the 2027 Bonds.

The 2027 Bonds are general unsecured obligations of the Company and rank equal in right of payment with all of the Company's existing and future unsecured indebtedness. The Deed of Trust includes certain customary covenants, including financial covenants requiring the Company to maintain certain ratios of debt to net operating income, to shareholders equity and to earnings, and customary events of default.

The 2027 Bonds have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from such registration requirements. The 2027 Bonds were offered solely to investors outside the United States and were not offered to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act).

On February 8, 2022, the Company published a press release regarding the sale and issuance of the 2027 Bonds. A copy of the Company's press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.
- 99.1 Press release dated February 8, 2022.
- 104.1 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Date: February 10, 2022

UMH PROPERTIES, INC.

By: /s/ Craig Koster

Name: Craig Koster

Title: General Counsel and Corporate Secretary

Exhibit Index

<u>99.1</u>	Press release dated February 8, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

UMH PROPERTIES, INC. SELLS \$102.7 MILLION OF 4.72% UNSECURED BONDS IN OFFERING IN ISRAEL

FREEHOLD, NJ, Feb. 08, 2022 (GLOBE NEWSWIRE) -- UMH Properties, Inc. (NYSE:UMH), announced today that it has completed an offering in Israel of \$102.7 million of its 4.72% Series A Bonds due 2027, or the 2027 Bonds. The 2027 Bonds are unsecured obligations of the Company denominated in Israeli shekels (NIS) and were issued pursuant to a deed of trust between the Company and Reznik Paz Nevo Trusts Ltd., as trustee. The net proceeds of the offering will be used for working capital and general corporate purposes, which may include redemption of the Company's outstanding 6.75% Series C Cumulative Redeemable Preferred Stock, which the Company has the right to call in July 2022.

The 2027 Bonds will pay interest at a rate of 4.72% per year. Interest on the 2027 Notes is payable semi-annually on August 31, 2022, and on February 28 and August 31 of the years 2023-2026 (inclusive) and on the final maturity date of February 28, 2027. The principal and interest will be linked to the U.S. Dollar.

The 2027 Bonds are general, unsecured obligations and rank equal in right of payment with all of the Company's existing and future unsecured indebtedness. The deed of trust governing the 2027 Bonds includes certain customary covenants, including minimum equity requirements, and events of default.

The 2027 Bonds have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States or to or for the account or benefit of U.S. Persons (as defined in Regulation S under the Securities Act) absent registration under the Securities Act or an applicable exemption from registration requirements. The 2027 Bonds were offered solely to investors outside the United States in accordance with Regulation S under the Securities Act.

ABOUT UMH PROPERTIES, INC.

UMH Properties, Inc., which was organized in 1968, is a public equity REIT that owns and operates 127 manufactured home communities with approximately 24,000 developed homesites. These communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Maryland, Michigan, Alabama and South Carolina. UMH also owns and operates one community in Florida, containing 219 sites, through its joint venture with Nuveen Real Estate.

FORWARD-LOOKING STATEMENTS

This press release may contain statements that are not historical facts and may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about the Company's expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Forward-looking statements can be identified by their use of forward-looking words, such as "may," "will," "anticipate," "expect," "believe," "intend," "plan," "should," "seek" or comparable terms, or the negative use of those words, but the absence of these words does not necessarily mean that a statement is not forward-looking.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact: Nelli Madden
732-577-4062