

SPIRIT REALTY CAPITAL, INC.

Form 8-K

November 21, 2017

**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): November 20, 2017**

**SPIRIT REALTY CAPITAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-36004**  
**(Commission File Number)**

**2727 North Harwood Drive, Suite 300**

**20-1676382**  
**(I.R.S. Employer**

**Identification No.)**

**Dallas, Texas 75201**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (972) 476-1900**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01 REGULATION FD DISCLOSURE.**

On November 20, 2017, Spirit Realty Capital, Inc. (the Company) issued a press release announcing the confidential submission with the U.S. Securities and Exchange Commission (the SEC) of a registration statement on Form 10 on behalf of Spirit MTA REIT (SMTA) in connection with the previously announced spin-off of certain assets of the Company into SMTA and the subsequent distribution of SMTA's common shares of beneficial interest to the Company's common stockholders.

Prior to the distribution, SMTA will hold, directly or indirectly, the assets that collateralize Master Trust 2014 (part of the Company's asset-backed securitization program), almost all the properties that the Company leases to Specialty Retail Shops Holding Corp. and certain of its affiliates, as well as certain other assets. The spin-off is currently anticipated to be completed in the first half of 2018. The spin-off is subject to certain conditions, including declaration by the SEC that SMTA's registration statement on Form 10 is effective, customary third-party consents and final approval and declaration of the distribution by the board of directors of the Company. The Company may, at any time and for any reason until the proposed spin-off is complete, abandon the spin-off or modify or change its terms, including the assets contributed to SMTA.

A copy of the press release is attached hereto as Exhibit 99.1.

The information set forth in this Item 7.01 and in the attached Exhibit 99.1 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of Section 18, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Forward-Looking and Cautionary Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements can be identified by the use of words such as expect, plan, will, estimate, project, intend, believe, guidance, and other similar expressions that do not relate to historical matters. These forward-looking statements are subject to known and unknown risks and uncertainties that can cause actual results to differ materially from those currently anticipated due to a number of factors, including the risks discussed in the Company's most recent filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2016 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017. The Company expressly disclaims any responsibility to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

99.1 Press Release dated November 20, 2017.

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

99.1 Press Release dated November 20, 2017.

**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.

SPIRIT REALTY CAPITAL, INC.

By: /s/ Phillip D. Joseph, Jr.  
Phillip D. Joseph, Jr.

Chief Financial Officer, Executive Vice  
President and Treasurer (*Principal  
Financial  
Officer*)

Date: November 20, 2017