

CatchMark Timber Trust, Inc.
Form 424B5
March 13, 2018
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This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933 but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-218466

SUBJECT TO COMPLETION, DATED MARCH 13, 2018

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus dated June 16, 2017)

4,500,000 Shares

Class A Common Stock

We are offering 4,500,000 shares of our Class A common stock, par value \$0.01 per share, as described in this prospectus supplement and the accompanying prospectus.

Our Class A common stock is listed on the New York Stock Exchange, or the NYSE, under the symbol CTT. On March 12, 2018, the reported closing price of our Class A common stock on the NYSE was \$13.64 per share.

To assist us in maintaining our qualification as a real estate investment trust, or REIT, for federal income tax purposes, our charter generally limits any person from beneficially or constructively owning more than 9.8% in value of the outstanding shares of our capital stock or more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of our common stock.

Investing in our Class A common stock involves risks. Before buying any shares, you should carefully consider the risk factors described in the section titled Risk Factors beginning on page S-6 of this prospectus supplement.

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts and commissions ⁽¹⁾	\$	\$

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Proceeds, before expenses, to us

\$ \$

- (1) Includes a structuring and advisory fee equal to % of the total public offering price payable to Raymond James & Associates, Inc. and Citigroup Global Markets Inc. in connection with the offering. See Underwriting beginning on page S-12 for a description of compensation payable to the underwriters.

The underwriters may purchase up to an additional 675,000 shares of our Class A common stock from us at the public offering price, less the underwriting discounts and commissions, within 30 days from the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Class A common stock on or about March , 2018.

Joint Book-Running Managers

RAYMOND JAMES

CITIGROUP

STIFEL

RBC CAPITAL MARKETS

The date of this prospectus supplement is March , 2018

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement and the information incorporated by reference herein, which, among other things, describes the specific terms of this offering and adds to and updates the information contained in the accompanying prospectus. The second part is the accompanying prospectus and the information incorporated by reference therein, which, among other things, provides more general information about us and our business, some of which may not apply to this offering. If any information varies between this prospectus supplement and the information incorporated by reference herein and the accompanying prospectus and the information incorporated by reference therein, you should rely on the information in this prospectus supplement and the information incorporated by reference herein.

Additional information about us is incorporated in this prospectus supplement and the accompanying prospectus by reference to certain of our filings with the Securities and Exchange Commission, or the SEC. You are urged to read carefully this prospectus supplement and the accompanying prospectus and the information incorporated by reference herein and therein, including the risk factors and other cautionary statements described under the heading **Risk Factors** elsewhere in this prospectus supplement, in our Annual Report on Form 10-K for the year ended December 31, 2017 before deciding whether to invest in our Class A common stock. See **Where You Can Find More Information** and **Incorporation of Certain Documents by Reference** in this prospectus supplement.

In this prospectus supplement, unless otherwise noted, the words **CatchMark Timber Trust**, the **Company**, **we**, **us**, and **our** refer to CatchMark Timber Trust, Inc., and all of its subsidiaries, including CatchMark Timber Operating Partnership, L.P., of which we are the general partner and hold directly or indirectly 99.99% of its common partnership interests.

You may rely on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus we may authorize to be delivered to you. Neither we nor the underwriters have authorized anyone to provide information different from that contained in this prospectus supplement, the accompanying prospectus or any such free writing prospectus. Neither we nor the underwriters take any responsibility for, or provide any assurance as to the reliability of, any other information that others may give you. This prospectus supplement, the accompanying prospectus and any such free writing prospectus may be used only for the purposes for which they have been published. Neither the delivery of this prospectus supplement nor the sale of Class A common stock means that information contained in this prospectus supplement or the accompanying prospectus is correct after the date of this prospectus supplement. This prospectus supplement is not an offer to sell, or the solicitation of an offer to buy, any shares in any circumstances under which such offer or solicitation is unlawful.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents that we incorporate by reference in each contain forward-looking statements within the meaning of the safe harbor from civil liability provided for such statements by the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). Forward-looking statements can generally be identified by our use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, believe, continue, pro forma, or other similar words. However, the use of these or similar words or expressions does not mean that a statement is not forward-looking. Forward-looking statements are not guarantees of performance and are based on certain assumptions, discuss future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. In particular, statements pertaining to our capital resources, property performance, distribution policy, anticipated growth in our portfolio from operations, acquisitions and anticipated market conditions, demographics and results of operations are forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by our forward-looking statements, including but not limited to:

the cyclical nature of the forest products industry;

we may not generate the harvest volumes from our timberlands that we currently anticipate;

the demand for our timber may not increase at the rate we currently anticipate or at all due to changes in general economic and business conditions in the geographic regions where our timberlands are located;

the cyclical nature of the real estate market generally, including fluctuations in demand and valuations, may adversely impact our ability to generate income and cash flow from sales of higher-and-better use properties;

timber prices may not increase at the rate we currently anticipate or could decline, which would negatively impact our revenues;

the supply of timberlands available for acquisition that meet our investment criteria may be less than we currently anticipate;

we may be unsuccessful in winning bids for timberland that are sold through an auction process;

we may not be able to access external sources of capital at attractive rates or at all;

potential increases in interest rates could have a negative impact on our business;

our share repurchase program may not be successful in improving stockholder value over the long term;

our joint venture strategy may not enable us to access non-dilutive capital and enhance our ability to make acquisitions;

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increasing competition from a variety of substitutes for wood products;

the continued payment of cash distributions by us is not guaranteed, and the amount and frequency of any such future cash distributions may fluctuate;

our dependence on WestRock Company (formerly known as MeadWestvaco Corporation);

our ability to successfully execute our investment strategy;

our large percentage of operating expenses to total revenues compared to many other public companies;

our dependence on Forest Resource Consultants, Inc. and American Forestry Management, Inc. to manage our timberlands;

our concentration on timberlands and lack of diversification;

adverse economic conditions and other developments in Alabama, Florida, Georgia, Louisiana, North Carolina, South Carolina, Tennessee and Texas, where our timberlands are located;

our dependence on third parties for logging and transportation services;

our ability to retain our key executive officers;

failure to maintain an effective system of disclosure controls and procedures and integrated internal controls;

the cost of complying with federal securities laws and the Sarbanes-Oxley Act;

the fact that we have recently experienced net losses and may continue to do so;

the credit risk of our customers;

our ability to sell portions of our timberlands;

our exposure to uninsured losses;

potential liability for environmental clean-up costs and wildlife protection laws;

our estimates of timber growth rates may be inaccurate;

changes in assessments, property tax rates and state property tax law;

changes in land uses in the vicinity of our timberlands;

our inability to properly estimate non-timber revenues from any properties that we acquire;

climate-related legislation and regulations;

our reliance on information technology;

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changes in energy and fuel costs;

actions of our joint venture partners;

changes in global market trends if we make international investments;

our indebtedness;

the financial and other covenants contained in the documents governing our indebtedness;

certain provisions of Maryland law could inhibit changes in control of us;

our failure to maintain our qualification as a REIT;

recent changes to the federal income tax laws; and

the other factors identified in Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2017 and in the section entitled Risk Factors herein.

You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date they are made. We undertake no obligation to update our forward-looking statements except as required by law.

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Table of Contents**SUMMARY**

This summary highlights selected information about us. It may not contain all the information that may be important to you in deciding whether to invest in our common stock. You should read this entire prospectus supplement and the accompanying prospectus, together with the information incorporated by reference, including the risk factors, financial data and related notes, before making an investment decision. Unless otherwise indicated, the information contained in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional shares.

CatchMark Timber Trust, Inc.

We are a REIT engaged in the ownership, management, acquisition, and disposition of timberland properties located in the United States. We strive to deliver superior long-term returns for our stockholders through disciplined acquisitions, sustainable harvests, and well-timed timberland sales. Our current emphasis is to grow through selective acquisitions in high demand fiber markets and to efficiently integrate new acquisitions. Operationally, we focus on generating cash flows from sustainable harvests and improved harvest mix on prime timberlands, as well as opportunistic land sales, to provide recurring dividends to our stockholders. We continue to practice intensive forest management and silvicultural techniques that increase the biological growth of our forests.

During 2017, we continued to execute our business growth strategy as we completed two separate transactions in the U.S. South, acquiring approximately 19,600 acres of high-quality timberland. Our 2017 timberland acquisitions added approximately 1.4 million tons to our merchantable timber inventory, comprised of 78% pine plantations by acreage and 66% sawtimber by tons. In aggregate, these acquisitions potentially increase our annual harvest volumes by approximately 140,000 tons over the next decade. These acquisitions complement our existing timberland portfolio and continue the expansion of our customer base into new markets within the U.S. South.

We also seek to create additional value by entering into joint ventures with long-term, institutional equity partners to opportunistically acquire, own, and manage timberland properties that fit our core investment strategy. In addition, we expect that our joint venture activities will create a platform for future growth by establishing a new fee-based business that leverages our scale and timberland management efficiencies. In April 2017, we entered into our first joint venture, with the Missouri Department of Transportation & Patrol Retirement System (MPERS), that acquired a portfolio of approximately 11,000 acres of commercial timberlands located in north Georgia. We and MPERS each own a 50% membership interest in this joint venture.

For each of the three years ended December 31, 2017, 2016 and 2015, our revenues from timber sales, timberland sales, and nontimber related sources, as a percentage of our total revenue, are set forth in the table below:

	2017	2016	2015
Timber sales	78%	80%	76%
Timberland sales	16%	15%	17%
Other revenues	6%	5%	7%
Total	100%	100%	100%

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As of December 31, 2017, we wholly-owned interests in approximately 510,300 acres of timberland in the U.S. South, consisting of approximately 479,400 acres held in fee-simple interests and approximately 30,900 acres held in leasehold interests. As of December 31, 2017, our wholly-owned timberlands were comprised of approximately 75% pine stands and 25% hardwood stands (by acreage) and contained an estimated 21.2 million tons of merchantable inventory.

We are a Maryland corporation formed in September 2005, and we have been publicly registered and subject to SEC reporting obligations since our initial public offering in 2006. Our principal executive office is located at 5 Concourse Parkway, Suite 2325, Atlanta, Georgia 30328, and our telephone number is (855) 858-9794. We maintain an internet website at www.catchmark.com that contains information concerning us. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this prospectus supplement or any other report or document we file with or furnish to the SEC.

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The Offering

Issuer	CatchMark Timber Trust, Inc.
Class A common stock offered by us	4,500,000 shares (plus up to 675,000 shares that we may issue if the underwriters exercise their option to purchase additional shares of our Class A common stock in full)
Common stock to be outstanding after this offering:(1)	47,878,089 shares (or 48,553,089 shares if the underwriters exercise their option to purchase additional shares of our Class A common stock in full)
Use of proceeds	We estimate that the net proceeds we will receive from this offering, after deducting underwriting discounts and commissions and estimated expenses of the offering payable by us, will be approximately \$58.4 million (or approximately \$67.2 million if the underwriters exercise in full their option to purchase additional shares), assuming a public offering price of \$13.64 per share, which is the last reported sale price of our Class A common stock on the NYSE on March 12, 2018. We expect to use the net proceeds from the offering for general corporate purposes, including possible acquisitions. See Use of Proceeds.
Distribution Policy	We intend to continue to make regular quarterly distributions to holders of our Class A common stock in an amount equal to at least 90% of our taxable income. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates on its undistributed taxable income.
Risk factors	Investing in our Class A common stock involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and in our reports filed with the SEC.

(1) Based on 43,378,089 shares of our Class A common stock outstanding as of March 12, 2018. Excludes 215,141 shares of Class A common stock subject to outstanding options and restricted stock units.

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The summary consolidated financial and operating data set forth below for the years ended December 31, 2017, 2016 and 2015 have been derived from our audited consolidated financial statements incorporated by reference into this prospectus supplement. The audited consolidated financial statements have been audited by Deloitte & Touche LLP, an independent registered public accounting firm. Because the information presented below is only a summary and does not provide all of the information contained in our historical consolidated financial statements, including the related notes, you should read it in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our historical consolidated financial statements, including the related notes, incorporated by reference into this prospectus supplement. All amounts in the table below are in thousands except per-share data.

	Year Ended December 31,		
	2017	2016	2015
Statements of Operations Data:			
Total revenues	\$ 91,295	\$ 81,855	\$ 69,122
Net income (loss)	(13,510)	(11,070)	(8,387)
Net income (loss) available to common stockholders	(13,510)	(11,070)	(8,387)
Per-share data basic and diluted:			
Net income (loss) available to common stockholders	(0.34)	(0.29)	(0.21)
Weighted-average common shares outstanding	39,751	38,830	39,348
Other Data:			
Adjusted EBITDA(1)	\$ 41,970	\$ 36,808	\$ 32,279
Capital expenditures acquisitions(2)	52,260	141,570	75,793
Capital expenditures excluding acquisitions	5,617	3,195	2,668
Cash flows provided by (used in):			
Operating activities	27,419	30,849	28,494
Investing activities	(68,416)	(144,765)	(78,461)
Financing activities	39,694	114,999	40,627
Cash dividends paid per share	0.54	0.53	0.50

	December 31, 2017	
	Historical	As Adjusted(3)
Balance Sheet Data:		
Cash and cash equivalents	\$ 7,805	\$ 7,805
Total assets	740,158	740,158
Total liabilities	337,778	279,410
Total stockholders' equity	402,380	460,748
Outstanding debt	337,619	279,251
Outstanding long-term debt	337,619	279,251

(1) EBITDA is a non-GAAP measure of operating performance. EBITDA is defined by the SEC as earnings before interest, taxes, depreciation and amortization; however, we have excluded certain other expenses which we believe

are not indicative of the ongoing operating results of our timberland portfolio, and we refer to this measure as Adjusted

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EBITDA. Due to the significant amount of timber assets subject to depletion and the significant amount of financing subject to interest and amortization expense, management considers Adjusted EBITDA to be an important measure of our financial condition. Our bank credit agreement contains a minimum debt service coverage ratio based, in part, on Adjusted EBITDA since the measure is representative of adjusted income available for interest payments.

Our reconciliation of net income (loss) to Adjusted EBITDA for the years ended December 31, 2017, 2016 and 2015 follows:

	Year Ended December 31,		
	2017	2016	2015
Net income (loss)	\$ (13,510)	\$ (11,070)	\$ (8,387)
Add:			
Depletion	29,035	28,897	27,091
Basis of timberland sold, lease terminations and other(a)	10,112	10,089	8,886
Amortization(b)	1,270	1,093	765
Depletion, amortization, and basis of timberland and mitigation credits sold included in loss from unconsolidated joint venture(c)	865		
Stock-based compensation expense	2,786	1,724	889
Interest expense(b)	10,093	5,753	2,924
Other(d)	1,319	322	111
Adjusted EBITDA	\$ 41,970	\$ 36,808	\$ 32,279

(a) Includes non-cash basis of timber and timberland assets written off related to timberland sold, terminations of timberland leases and casualty losses.

(b) For the purpose of the above reconciliation, amortization includes amortization of deferred financing costs, amortization of intangible lease assets, and amortization of mainline road costs, which are included in either interest expense, land rent expense, or other operating expenses in our consolidated statements of operations incorporated by reference herein.

(c) Reflects our share of depletion, amortization, and basis of timberland and mitigation credits sold of the unconsolidated joint venture.

(d) Includes certain cash expenses that management believes do not directly reflect the core business operations of our timberland portfolio on an on-going basis, including costs required to be expensed by GAAP related to acquisitions, transactions, joint ventures or new business initiatives.

(2) Includes transaction costs.

(3) As adjusted to give effect to the sale of shares of our Class A common stock in this offering, after deducting the underwriting discount and estimated offering expenses and the application of the proceeds therefrom. You should read this table together with our consolidated financial statements and the related notes incorporated by reference in this prospectus supplement.

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RISK FACTORS

An investment in shares of our Class A common stock involves a high degree of risk. Before making an investment decision, you should carefully consider the following risk factors, the risks described in our Annual Report on Form 10-K for the year ended December 31, 2017, as well as other information set forth in this prospectus supplement and the accompanying prospectus and the documents we incorporate by reference herein and therein before making an investment decision with respect to the common stock. The occurrence of any of the following risks could materially and adversely affect our business, prospects, financial condition, results of operations and ability to make cash distributions to our stockholders, which could cause you to lose all or a part of your investment in our Class A common stock. Some statements in this prospectus supplement and the accompanying prospectus and the documents we incorporate by reference herein and therein, including statements in the following risk factors, constitute forward-looking statements. See Forward-Looking Statements.

Risks Related to Our Common Stock

The market price and trading volume of our Class A common stock may be volatile.

The U.S. stock markets, including the NYSE, on which our Class A common stock is listed under the symbol CTT, have experienced significant price and volume fluctuations. As a result, the market price of shares of our Class A common stock is likely to be similarly volatile, and investors in shares of our Class A common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. We cannot assure you that the market price of our Class A common stock will not fluctuate or decline significantly in the future.

In addition to the other risks included or incorporated by reference herein, a number of factors could negatively affect our share price or result in fluctuations in the price or trading volume of our Class A common stock, including:

the annual yield from distributions on our Class A common stock as compared to yields on other financial instruments;

equity issuances by us, or future sales of substantial amounts of our Class A common stock by our existing or future stockholders, or the perception that such issuances or future sales may occur;

short sales or other derivative transactions with respect to our Class A common stock;

the ability of our share repurchase program to improve stockholder value over the long term;

changes in market valuations of companies in the timberland or real estate industries;