

CatchMark Timber Trust, Inc.  
Form 8-K  
March 22, 2018

**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): March 22, 2018**

**CATCHMARK TIMBER TRUST, INC.**

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

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

**of incorporation)**

**001-36239**  
**(Commission**

**File Number)**  
**5 Concourse Parkway, Suite 2325**

**20-3536671**  
**(IRS Employer**

**Identification No.)**

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**Atlanta, Georgia 30328**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (855) 858-9794**

**Former name or former address, if changed since last report: N/A**

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 (§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 8.01. Other Events.**

On March 22, 2018, CatchMark Timber Trust, Inc. ( Catchmark ) issued a press release announcing that the underwriters in CatchMark s previously-announced public offering exercised in full the over-allotment option granted to the underwriters with respect to the purchase of an additional 750,000 shares of Class A common stock at a public offering price of \$12.60 per share. The over-allotment option was exercised in connection with CatchMark s previously announced underwritten public offering of 5,000,000 shares of Class A common stock. As a result of the exercise of the over-allotment option, the total gross proceeds from the offering are approximately \$72,450,000 before deducting the underwriting discount and other estimated offering expenses. The press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit No.	Description
8.1	<u>Tax Opinion of Alston &amp; Bird LLP</u>
23.2	<u>Consent of Alston &amp; Bird LLP (included in Exhibit 8.1)</u>
99.1	<u>Press Release Regarding Exercise of Over-allotment Option</u>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CATCHMARK TIMBER TRUST, INC.**

By: /s/ Brian M. Davis  
Brian M. Davis  
Senior Vice President and Chief Financial Officer

Dated: March 22, 2018