

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): August 7, 2019

CorEnergy Infrastructure Trust, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

1-33292

(Commission File Number)

20-3431375

(IRS Employer Identification No.)

1100 Walnut, Suite 3350

Kansas City, MO

(Address of Principal Executive Offices)

64106

(Zip Code)

(816) 875-3705

(Registrant's Telephone Number, Including Area Code)

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:

- 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, par value \$0.001 per share             | CORR              | New York Stock Exchange                   |
| 7.375% Series A Cumulative Redeemable Preferred Stock | CORRPrA           | 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 7.01 Regulation FD Disclosure.**

On August 7, 2019, CorEnergy Infrastructure Trust, Inc. (the "Company") issued a press release announcing that it proposes to offer, subject to market conditions and other factors, convertible senior notes due 2025 (the "Notes") in aggregate principal of \$100 million. The Company also intends to grant the initial purchasers of the Notes a 30-day option to purchase up to an additional \$20 million aggregate principal amount of Notes.

The Company's press release concerning these matters is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                          |
|---------------------------|--|
| 99.1                      | <a href="#">Press Release dated August 7, 2019</a> |

**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.

**COREENERGY INFRASTRUCTURE TRUST, INC.**

Dated: August 7, 2019

By: /s/ Rebecca M. Sandring  
Rebecca M. Sandring  
Secretary



## **CorEnergy Announces Proposed Offering of Convertible Senior Notes**

KANSAS CITY, MO - August 7, 2019 - CorEnergy Infrastructure Trust, Inc. (“CorEnergy” or the “Company”) today announced it intends to offer, subject to market and other conditions, \$100 million aggregate principal amount of Convertible Senior Notes due 2025 (the “Notes”). The Notes are to be offered and sold to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). CorEnergy also expects to grant the initial purchasers of the Notes a 30-day option to purchase up to an additional \$20 million aggregate principal amount of the Notes, solely to cover over-allotments, if any.

The Notes will be senior, unsecured obligations of CorEnergy, and interest will be payable semiannually in cash on February 15 and August 15 of each year, beginning on February 15, 2020. The Notes will mature on August 15, 2025 unless redeemed, repurchased or converted prior to such date. The Notes will be convertible into shares of CorEnergy’s common stock at the option of holders at any time until the close of business on the business day immediately preceding the maturity date.

The interest rate, initial conversion rate and other terms of the Notes will be determined at the time of pricing of the offering.

After deducting the initial purchasers’ discounts and commissions and CorEnergy’s estimated offering expenses, CorEnergy expects to use up to \$70 million of the net proceeds from the offering of the Notes to repurchase a portion of its outstanding 7.00% Convertible Senior Notes due 2020 (the “2020 Notes”). CorEnergy intends to use the remainder of the net proceeds for general corporate purposes, such as redeeming preferred equity or project-level debt. Consideration for the repurchase of the 2020 Notes will include a combination of cash and shares of CorEnergy's common stock.

Any repurchase of the 2020 Notes could have the effect of raising or maintaining the market price of CorEnergy’s common stock above levels that would otherwise have prevailed, or preventing or retarding a decline in the market price of CorEnergy’s common stock. This activity could also indirectly have an effect on the initial conversion price of the Notes.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any Notes or the shares of common stock, if any, issuable upon conversion of the Notes. The Notes or common stock

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issuable upon conversion of the Notes will not be sold in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or jurisdiction. This press release does not constitute an offer to purchase or a solicitation of an offer to sell any 2020 Notes or underlying securities. The Notes and any shares of CorEnergy's common stock underlying such Notes have not been registered under the Securities Act, or any applicable state securities laws, and the Notes will be offered, by means of a private placement memorandum, only to qualified institutional buyers as defined in Rule 144A promulgated under the Securities Act. Unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and any applicable state securities laws.

**About CorEnergy Infrastructure Trust, Inc.**

CorEnergy Infrastructure Trust, Inc. (NYSE: CORR, CORRPrA), is a real estate investment trust (REIT) that owns critical energy assets, such as pipelines, storage terminals, and transmission and distribution assets. We receive long-term contracted revenue from operators of our assets, primarily under triple-net participating leases. For more information, please visit [coreenergy.reit](http://coreenergy.reit).

**Forward-Looking Statements**

This press release contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included herein are "forward-looking statements." Although CorEnergy believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in CorEnergy's reports that are filed with the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required by law, CorEnergy does not assume a duty to update any forward-looking statement. In particular, any distribution paid in the future to our stockholders will depend on the actual performance of CorEnergy, its costs of leverage and other operating expenses and will be subject to the approval of CorEnergy's Board of Directors and compliance with leverage covenants.

**Contact Information:**

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