

CatchMark Timber Trust, Inc.  
Form 8-K  
July 11, 2014

**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): July 11, 2014**

**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))

### **Item 1.01 Entry into a Material Definitive Agreement**

On July 11, 2014, CatchMark Timber Trust, Inc., a Maryland corporation (the **Company**), and CatchMark Timber Operating Partnership, L.P., a Delaware limited partnership and the **Company**'s wholly owned subsidiary (the **Operating Partnership**), entered into an Underwriting Agreement with Raymond James & Associates, Inc., as representative of the underwriters named therein (collectively, the **Underwriters**), pursuant to which the **Company** agreed to issue and sell to the **Underwriters** 12,500,000 shares of its Class A common stock and also agreed to issue and sell to the **Underwriters**, at the option of the **Underwriters**, an aggregate of up to 1,875,000 additional shares of Class A common stock (collectively, the **Securities**). The **Securities** were registered with the Securities and Exchange Commission (the **Commission**) pursuant to the **Company**'s shelf registration statement on Form S-3 (File No. 333-196946) (as the same may be amended and/or supplemented, the **Registration Statement**), under the Securities Act of 1933, as amended (the **Securities Act**).

Pursuant to General Instruction F to the **Commission**'s Form 8-K, a copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on 8-K (this **Report**), and the information in the Underwriting Agreement is incorporated into this Item 1.01 by this reference.

The material terms of the **Securities** are described in the **Company**'s prospectus supplement, as filed with the **Commission** on July 11, 2014 pursuant to Rule 424(b)(5) of the **Securities Act**, which relates to the offer and sale of the **Securities** and supplements the **Company**'s base prospectus contained in the **Registration Statement**, as filed with the **Commission** on June 20, 2014.

### **Item 7.01 Regulation FD Disclosure**

A copy of the press release announcing the pricing of the **Securities** offering is furnished herewith as Exhibit 99.1 to this Report.

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

The following exhibits are filed with this Report pursuant to Item 601 of the **Commission**'s Regulation S-K in lieu of filing the otherwise required exhibits to the **Registration Statement**. This Report is incorporated by reference into the **Registration Statement**, and, as such, the **Company** is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the **Registration Statement** as exhibits thereto. By filing this Report and the exhibits hereto, however, the **Company** does not believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the **Commission**'s Regulation S-K) in the information set forth in, and incorporated by reference into, the **Registration Statement**.

#### **(d) Exhibits**

- 1.1 Underwriting Agreement, dated as of July 11, 2014, by and among the **Company**, the **Operating Partnership** and the **Underwriters**
- 5.1 Opinion of Venable LLP
- 8.1 Tax Opinion of Alston & Bird LLP
- 23.1 Consent of Venable LLP (included in Exhibit 5.1)

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- 23.2 Consent of Alston & Bird LLP (included in Exhibit 8.1)
- 99.1 Press Release dated July 11, 2014
- 99.2 Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of the Commission's Form S-3)

**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: July 11, 2014

**Exhibit Index**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
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