

SPIRIT REALTY CAPITAL, INC.

Form 8-K

February 14, 2019

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): February 13, 2019

---

SPIRIT REALTY CAPITAL, INC.

(Exact name of registrant as specified in its charter)

---

Maryland

(Spirit Realty Capital, Inc.)

(State or other jurisdiction  
of incorporation)

001-36004

(Commission File Number)

2727 North Harwood Street, Suite 300

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.)

---

20-1676382

(Spirit Realty Capital, Inc.)

(I.R.S. Employer  
Identification No.)

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

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.

---

DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
ITEM 5.02 APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS.

On February 14, 2019, Spirit Realty Capital, Inc. (the “Company”) announced that the board of directors (the “Board”) of the Company increased the size of the Board from eight to nine members and elected Elizabeth Frank to the Board effective immediately for a term continuing until her successor has been duly appointed and qualified. The Board determined that Ms. Frank qualifies as an independent director under the independence standards set forth in the rules and regulations of the SEC and the applicable listing standards of the New York Stock Exchange (the “NYSE”). There are no arrangements or understandings between Ms. Frank and any other person pursuant to which she was selected as a director. Additionally, there are no transactions involving the Company and Ms. Frank that the Company would be required to report pursuant to Item 404(a) of Regulation S-K. In connection with her election, Ms. Frank entered into an indemnification agreement with the Company.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press Release Dated February 14, 2019



SIGNATURE

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.

Date: February 14, 2019      By: /s/ Jay Young  
Jay Young  
Executive Vice President, General Counsel and  
Secretary