

Four Corners Property Trust, Inc.
Form 8-K
August 06, 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: August 6, 2018 (August 2, 2018)

(Date of earliest event reported)

FOUR CORNERS PROPERTY TRUST, INC.
(Exact name of registrant as specified in its charter)

Commission File Number: 001-37538

Maryland
(State or other jurisdiction of incorporation)

47-4456296
(IRS Employer Identification No.)

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591 Redwood Highway, Suite 1150, Mill Valley, California 94941
(Address of principal executive offices, including zip code)

(415) 965-8030

(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))
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 August 2, 2018, Four Corners Property Trust, Inc. (the Company) and Four Corners Operating Partnership, LP (the Operating Partnership) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Barclays Capital Inc., as representatives of the several underwriters listed on Schedule I thereto (the Underwriters), pursuant to which the Underwriters agreed to purchase from the Company 3,500,000 shares of common stock, par value \$0.0001 per share (the Common Stock), of the Company at a price of \$24.00 per share. Pursuant to the terms of the Underwriting Agreement, the Company also granted the Underwriters a 30-day option to purchase an additional 525,000 shares of Common Stock at a price of \$24.00 per share, which the Underwriters exercised in full on August 3, 2018. The Company estimates that the net proceeds from the offering, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company, will be approximately \$96.4 million. The offering is expected to close on August 7, 2018, subject to customary closing conditions.

The Company intends to use the net proceeds of the offering for general corporate purposes and to fund the purchase price of previously disclosed pending acquisitions.

The Company and the Operating Partnership made certain customary representations, warranties and covenants concerning the Company and the Operating Partnership, as applicable, and the Company's registration statement on Form S-3 (File No. 333-214908) in the Underwriting Agreement and also agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriters may be required to make in respect of those liabilities.

The Underwriters have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company or its affiliates. The Underwriters have received, and may in the future receive, customary fees and commissions for these transactions.

A copy of the Underwriting Agreement is attached to this report as Exhibit 1.1 and incorporated herein by reference. The summary of the Underwriting Agreement set forth above is qualified in its entirety by reference to Exhibit 1.1. A copy of the opinion of Hogan Lovells US LLP, counsel to the Company, with respect to the legality of the Common Stock issued and sold in the offering is filed as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Exhibit Description
1.1	<u>Underwriting Agreement, dated August 2, 2018, among Four Corners Property Trust, Inc., Four Corners Operating Partnership, LP, J.P. Morgan Securities LLC and Barclays Capital Inc.</u>
5.1	<u>Opinion of Hogan Lovells US LLP regarding the legality of the Common Stock</u>
23.1	<u>Consent of Hogan Lovells US LLP (included in Exhibit 5.1)</u>

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.

FOUR CORNERS PROPERTY TRUST, INC.

By: /s/ James L. Brat
James L. Brat

General Counsel and Secretary

Date: August 6, 2018