

SPIRIT REALTY CAPITAL, INC.  
Form 8-K  
August 15, 2017

**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): August 10, 2017**

**SPIRIT REALTY CAPITAL, INC.**

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

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

**of incorporation)**

**001-36004**  
**(Commission**

**File Number)**

**2727 North Harwood Drive, Suite 300**

**20-1676382**  
**(I.R.S. Employer**

**Identification No.)**

**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.)**

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 10, 2017, the board of directors (the Board ) of Spirit Realty Capital, Inc. (the Company ) amended Article XV of the bylaws of the Company (the Bylaws ) to reduce the stockholder vote required to alter or repeal any provision of the Bylaws and to adopt new Bylaws from the affirmative vote of two-thirds of all the votes entitled to be cast on the matter to the affirmative vote of a majority of all the votes entitled to be cast on the matter, and restated the Bylaws as so amended. Under the amendment, the Board continues to have the power to adopt, alter or repeal any provision of the Bylaws and to make new Bylaws, co-extensive with the right of the stockholders of the Company described above.

The foregoing description of the Bylaws, as so amended and restated, does not purport to be complete and is qualified in its entirety by reference to the full text of the Fifth Amended and Restated Bylaws of the Company, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On August 14, 2017, the Company issued a press release announcing (i) the approval by the Board of a stock repurchase program under which the Company may repurchase up to \$250.0 million of its outstanding common stock, par value \$0.01 per share, and (ii) the amendment and restatement of the Bylaws described under Item 5.03 above.

The information set forth in this Item 7.01 and in the attached Exhibit 99.1 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any of the Company's filings, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

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

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 3.1        | Fifth Amended and Restated Bylaws of Spirit Realty Capital, Inc. dated August 10, 2017. |
| 99.1       | Press Release dated August 14, 2017.  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: August 15, 2017

**Spirit Realty Capital, Inc.**

By: /s/ JAY YOUNG

Jay Young

Executive Vice President, General  
Counsel and Secretary

**Exhibit Index**

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