

AGREE REALTY CORP
Form 8-K
April 01, 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): April 1, 2019

AGREE REALTY CORPORATION

(Exact name of registrant as specified in its charter)

Maryland

(State of other jurisdiction of incorporation)

1-12928

(Commission file number)

38-3148187

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

70 E. Long Lake Road

48304

Bloomfield Hills, MI

(Zip code)

(Address of principal executive offices)

(Registrant's telephone number, including area code) **(248) 737-4190**

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 April 1, 2019, Agree Realty Corporation (the "Company") announced its weighted-average number of common shares outstanding for the three months ended March 31, 2019. The following table illustrates the Company's weighted-average number of common shares outstanding for the period:

	Three Months Ended March 31, 2019
Weighted-average number of common shares outstanding	37,688,915
Less: Unvested restricted stock	(201,064)
Weighted-average number of common shares outstanding used in basic earnings per share	37,487,851
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Effect of dilutive securities: share-based compensation	64,425
Effect of dilutive securities: September 2018 forward equity offering	766,675
Weighted-average number of common shares outstanding used in diluted earnings per share	38,318,951
Operating Partnership Units ("OP Units")	347,619
Weighted-average number of common shares and OP Units outstanding used in diluted earnings per share	38,666,570

The diluted number of common shares reported for the three months ended March 31, 2019 was impacted by the forward sale agreement the Company entered into in September 2018 to sell an aggregate of 3,500,000 shares of common stock (the "September 2018 Forward"). To date, no shares from the September 2018 Forward have been settled.

To account for the potential dilution resulting from the September 2018 Forward on earnings per share calculations, the Company used the treasury method to determine the dilution resulting from the September 2018 Forward during the period of time prior to settlement. The impact from the September 2018 Forward on the Company's weighted-average diluted shares for the three months ended March 31, 2019 was 766,675 weighted-average incremental shares.

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.

AGREE REALTY CORPORATION

By: /s/ Clayton R. Thelen

Name: Clayton R. Thelen

Title: Chief Financial Officer and Secretary

Date: April 1, 2019