

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): March 8, 2023

Peakstone Realty Trust

(Exact name of registrant as specified in its charter)

Commission File Number: 000-55605

Maryland
(State or other jurisdiction of incorporation)

46-4654479
(IRS Employer Identification No.)

1520 E. Grand Avenue, El Segundo, CA 90245
(Address of principal executive offices, including zip code)

(310) 606-3200
(Registrant's telephone number, including area code)

Griffin Realty Trust
(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))

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

None

None

None

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

On March 8, 2023, Peakstone Realty Trust (the “Registrant” or the “Company”) filed Articles of Amendment to the Registrant’s charter (the “Articles of Amendment”) with the State Department of Assessments and Taxation of Maryland to effect (a) a name change and (b) a one-for-nine reverse share split (the “Reverse Share Split”). Effective March 10, 2023, the Registrant’s name changed to “Peakstone Realty Trust” and each outstanding share of each class of common share of beneficial interest of the Registrant, par value \$0.001 per share (each, a “Common Share”), automatically combined into 1/9th of a Common Share. Fractional shares that were created as a result of the Reverse Share Split remained outstanding. As a result of the Reverse Share Split, the number of outstanding Common Shares was reduced to approximately 35,899,209 shares, consisting of 62,124 Class T common shares, 200 Class S common shares, 4,668 Class D common shares, 212,424 Class I common shares, 2,714,120 Class A common shares, 5,272,834 Class AA common shares, 102,993 Class AAA common shares and 27,529,846 Class E common shares.

The Reverse Share Split affected all record holders of the Registrant’s Common Shares uniformly and did not affect any record holder’s percentage ownership interest. The Reverse Share Split did not affect the number of the Registrant’s authorized Common Shares.

The foregoing description of the Articles of Amendment is a summary only, does not purport to be complete and is subject to, and qualified in its entirety by, the Articles of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 8.01. Other Events.

On March 10, 2023, the Registrant issued a press release regarding its name change and the Reverse Share Split. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|---|
| 3.1 | Articles of Amendment |
| 99.1 | Press Release dated March 10, 2023 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

Cautionary Statement Regarding Forward-Looking Statements

This report forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” or “potential” or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions. The forward-looking statements contained in this report reflect the Company’s current views about future events and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause the Company’s actual results to differ significantly from those expressed in any forward-looking statement.

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: general economic and financial conditions; market volatility; inflation; any potential recession or threat of recession; interest rates; the impact of the work-from-home trends; recent and ongoing disruption in the debt markets; occupancy, rent deferrals and the financial condition of the Company’s tenants; whether easing of the pandemic and work-from-home trends or other factors will impact the attractiveness of industrial and/or office assets; whether we will be successful in renewing leases as they expire; future financial and operating results, plans, objectives, expectations and intentions; expected sources of financing and the availability and attractiveness of the terms of any such financing; legislative and regulatory changes that could adversely affect our business; whether we will continue to publish our net asset value on an annual basis, more frequently or at all prior to any listing; our future capital expenditures, operating expenses, net income, operating income, cash flow and developments and trends of the real estate industry; whether a listing of the Company will be completed; whether any such listing will maximize shareholder value; whether we will be successful in the pursuit of our business plan, including any dispositions; whether we will succeed in our investment objectives; any relationship between the trading price of our common shares at listing and our published net asset value; any fluctuation and/or volatility of the trading price of our common shares once listed; risks associated with our dependence on key personnel whose continued service is not guaranteed; risks related to the disruption of management’s attention from ongoing business operations due to pursuit of requirements related to being a listed company; whether we will comply with Sarbanes-Oxley as required of listed companies; and other factors, including those risks disclosed in Part I, Item 1A. “Risk Factors” and Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of the Company’s most recent Annual Report on Form 10-K and Part I, Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of the Company’s Quarterly Reports on Form 10-Q filed with the U.S. Securities and Exchange Commission. The Company cautions investors not to place undue reliance on these forward-looking statements and urges you to carefully review the disclosures it makes concerning risks. While forward-looking statements reflect the Company’s good faith beliefs, assumptions and expectations, they are not guarantees of future performance. The forward-looking statements speak only as of the date of this report. Furthermore, the Company disclaims any obligation to publicly update or revise any forward- looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes.

Our shareholders are cautioned not to place undue reliance on any forward-looking statement in this report. All forward-looking statements are made as of the date of this report, and the risk that actual results will differ materially from the expectations expressed in this report may increase with the passage of time. In light of the significant uncertainties inherent in the forward-looking statements in this report, the inclusion of such forward-looking statements should not be regarded as a representation by us or any other person that the objectives and plans set forth in this report will be achieved.

Signature(s)

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.

Peakstone Realty Trust

Date: March 10, 2023

By: /s/ Javier F. Bitar

Javier F. Bitar

Chief Financial Officer and Treasurer

ARTICLES OF AMENDMENT

OF

GRIFFIN REALTY TRUST

GRIFFIN REALTY TRUST, a Maryland real estate investment trust (the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Declaration of Trust of the Trust (the "Declaration of Trust") is hereby amended by striking out Article II of the Declaration of Trust in its entirety and inserting in lieu thereof the following to effectuate a change in the name of the Trust:

"The name of the Trust is: Peakstone Realty Trust"

SECOND: The Declaration of Trust is hereby amended by combining each Class T common share of beneficial interest (\$0.001 par value per share), Class S common share of beneficial interest (\$0.001 par value per share), Class D common share of beneficial interest (\$0.001 par value per share), Class I common share of beneficial interest (\$0.001 par value per share), Class E common share of beneficial interest (\$0.001 par value per share), Class A common share of beneficial interest (\$0.001 par value per share), Class AA common share of beneficial interest (\$0.001 par value per share) and Class AAA common share of beneficial interest (\$0.001 par value per share) which is issued and outstanding at the close of business on the effective date of these Articles of Amendment, into one-ninth of a common share of beneficial interest of such class, \$0.009 par value per share, and any fractional common shares of beneficial interest of each such class that are outstanding as a result of the reverse share split will remain outstanding after the effective date of these Articles of Amendment.

THIRD: The Declaration of Trust is hereby amended, effective immediately after the Effective Time (as defined below), to decrease the par value of the common shares of each class issued and outstanding immediately after the Effective Time from \$0.009 per share to \$0.001 per share.

FOURTH: The Trust has a class of equity securities registered under the Securities Exchange Act of 1934, as amended.

FIFTH: There has been no increase in the authorized shares of stock of the Trust effected by the amendments to the Declaration of Trust as set forth above.

SIXTH: The board of trustees of the Trust, at a meeting duly noticed and held, adopted and approved the foregoing amendments by the vote required under Maryland law and the Declaration of Trust and bylaws of the Trust. The foregoing amendments set forth in above are limited to changes expressly authorized by Section 8-501(e)(2) or 8-501(f) of the Corporations and Associations Article of the Annotated Code of Maryland to be made without action by the shareholders of the Trust.

SEVENTH: These Articles of Amendment shall become effective at 12:01 a.m. Eastern Time on March 10, 2023 (the "Effective Time").

EIGHTH: The undersigned Chief Executive Officer and President of the Trust acknowledges these Articles of Amendment to be the act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer and President of the Trust acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Trust has caused this amendment to be signed in its name and on its behalf by its Chief Executive Officer and President and attested to by its Chief Financial Officer and Treasurer on this 8th day of March, 2023.

ATTEST:

GRIFFIN REALTY TRUST

By: /s/ Javier F. Bitar

By: /s/ Michael J. Escalante

Name: Javier F. Bitar

Name: Michael J. Escalante

Title: Chief Financial Officer and Treasurer

Title: Chief Executive Officer and President

**Griffin Realty Trust Changes Name to Peakstone Realty Trust
Ahead of Planned NYSE Listing**

– Initiates One-For-Nine Reverse Share Split Effective Today –

El Segundo, Calif. – March 10, 2023 – In anticipation of its intended listing on the New York Stock Exchange, Griffin Realty Trust today announced it has changed its name to Peakstone Realty Trust (the “Company”), effective today. In addition, the Company is implementing a 1-for-9 reverse share split with respect to each class of its common shares, which will also be effective today. In the coming weeks, the Company will provide additional details on the intended listing by uploading additional information to the Company’s website at www.pkst.com and via public filings with the SEC.

Michael Escalante, Peakstone Realty Trust’s President and Chief Executive Officer, commented, “We are excited to move forward with our intended listing of the Company’s common shares on the New York Stock Exchange. We continue to believe this approach represents the best available path forward to accomplish our long-term goals of providing liquidity to shareholders and the opportunity to maximize value over time. The corporate name change and reverse share split are two of the many steps we are taking to best position the Company for a successful listing.”

Reverse Share Split

In the reverse share split, every nine shares of each class of the Company’s issued and outstanding common shares have been converted into one common share. The reverse share split does not impact any shareholders’ ownership percentage or voting power in the Company.

Update on Transition to Computershare as Transfer Agent

As previously announced, the Company transitioned to Computershare as transfer agent to the Company and its shareholders, effective March 8, 2023. For shareholders interested in signing up for online account access via Computershare’s Investor Center, please visit www.computershare.com/pkst and enter your information to complete the registration process. Please note that the reverse share split will be reflected in share counts on or around March 14, 2023. In addition, the Company reminds shareholders that they should expect to receive a welcome letter from Computershare during the week starting March 20, 2023, which will include each shareholder’s account number along with other relevant information.

About Peakstone Realty Trust

Peakstone Realty Trust is an internally managed, publicly registered real estate investment trust (REIT) that owns and operates predominately single-tenant industrial and office properties with creditworthy tenants and long-term leases. As of March 10, 2023, Peakstone’s portfolio consists of high quality, newer vintage, and well-located real estate assets totaling 19 million square feet across 24 states in primarily high growth coastal and sunbelt markets. The properties generate inflation-protected cash flow through rent escalators and net lease agreements.

Additional information is available at www.pkst.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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