

**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): June 15, 2022

**Modiv Inc.**

(Exact name of registrant as specified in its charter)

<b>Maryland</b> (State or other jurisdiction of incorporation)	<b>001-40814</b> (Commission File Number)	<b>47-4156046</b> (I.R.S. Employer Identification No.)
<b>120 Newport Center Drive</b> <b>Newport Beach, California</b> (Address of principal executive offices)		<b>92660</b> (Zip Code)

Registrant's telephone number, including area code: (888) 686-6348

None  
(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 registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class C Common Stock, \$0.001 par value per share	MDV	New York Stock Exchange
7.375% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.001 par value per share	MDV.PA	New York Stock Exchange

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 7.01. Regulation FD Disclosure.**

*Press Release*

On June 16, 2022, Modiv Inc. (the “Company”) issued a press release announcing (i) the declaration of quarterly distributions for the second quarter of 2022 on the Company’s 7.375% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.001 par value per share (the “Series A Preferred Stock”),(ii) the declaration of monthly distributions on the Company’s Class C common stock, \$0.001 par value per share (the “Common Stock”) for July, August and September 2022 and (iii) the initiation of equity analyst coverage by Colliers Securities with a “Buy” recommendation, a copy of which is attached hereto as Exhibit 99.1. The information set forth in Item 7.01 of this Current Report on Form 8-K and in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information set forth in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

**Item 8.01. Other Events.**

*Series A Preferred Stock Dividend Declared*

On June 15, 2022, the Company’s Board authorized and the Company declared a dividend on the Series A Preferred Stock of \$921,875 for the second quarter of 2022, which will be paid at a rate of \$0.4609375 per share on July 15, 2022 (the “First Quarter Dividend”). The Second Quarter Dividend will be payable to holders of record of the Company’s Series A Preferred Stock as of the close of business on June 30, 2022.

*Monthly Distributions for Common Stock Declared*

On June 15, 2022, the Company’s Board authorized and the Company declared a distribution on the Common Stock, at a rate of \$0.09583 per share of Common Stock, which will be payable to holders of record of the Common Stock as of the close of business on July 29, 2022 (the “July Dividend”). The July Dividend will be payable on or about August 25, 2022.

Also, on June 15, 2022, the Board authorized and the Company declared a distribution on the Common Stock at a rate of \$0.09583 per share of Common Stock, which will be payable to holders of record of the Common Stock as of the close of business on August 31, 2022 (the “August Dividend”). The August Dividend will be payable on or about September 26, 2022.

Also, on June 15, 2022, the Board authorized and the Company declared a distribution on the Common Stock at a rate of \$0.09583 per share of Common Stock, which will be payable to holders of record of the Common Stock as of the close of business on September 30, 2022 (the “September Dividend”). The September Dividend will be payable on or about October 25, 2022.

The per share monthly distribution rate of \$0.09583 per share of Common Stock is equivalent to an annualized rate of \$1.15 per share and consistent with the annualized dividend rate paid since October 1, 2021.

**Safe Harbor Statement**

There is no guarantee that the Company’s Board will authorize, or that the Company will declare, additional dividends in the future, and the amount of future dividends, if any, and the authorization and payment thereof, will be determined by the Board based on the Company’s financial condition and such other factors as the Board deems relevant. The Company’s operating performance and the timing and amount of future dividends is subject to risks and uncertainties as described under “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021.

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

**(d) Exhibits**

Exhibit No.	Description
99.1	<a href="#">Modiv Inc. Press Release dated June 16, 2022</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

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**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.

MODIV INC.  
*(Registrant)*

By: /s/ RAYMOND J. PACINI  
Name: Raymond J. Pacini  
Title: Chief Financial Officer

Date: June 16, 2022

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**Modiv Declares Quarterly Dividends for Preferred Shareholders,  
Monthly Distributions for Common Shareholders**

*Announces Initiation of Equity Analyst Coverage by Colliers Securities*

NEWPORT BEACH, CA, June 16, 2022 – Modiv Inc. (“Modiv” or the “Company”) (NYSE:MDV), an internally managed real estate investment trust (“REIT”) that acquires, owns and manages a diversified portfolio of single-tenant net-lease real estate properties, today announced the declaration of a regular quarterly cash dividend of \$0.4609375 per share on the Company’s 7.375% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.001 par value per share (the “Series A Preferred Stock”) for the second quarter of 2022 and the declaration of a regular monthly cash distribution of \$0.09583 per share on the Company’s Class C common stock, \$0.001 par value per share (the “Common Stock”) for each of July, August and September 2022.

The Board of Directors authorized quarterly dividends payable to Series A Preferred Stock holders of record as of June 30, 2022, which will be paid on July 15, 2022. The quarterly dividend amount of \$0.4609375 per share represents an annualized dividend rate of \$1.84375 per share of Series A Preferred Stock.

Additionally, the Board of Directors authorized monthly distributions payable to Common Stockholders of record as of July 29, 2022, August 31, 2022 and September 30, 2022, which will be paid on or about August 25, 2022, September 26, 2022 and October 25, 2022, respectively. The current monthly distribution amount of \$0.09583 per share represents an annualized distribution rate of \$1.15 per share of common stock.

**Equity Analyst Coverage**

The Company announced Colliers Securities initiated coverage of Modiv on June 6, 2022 with a Buy recommendation and \$22 price target. Other equity analyst research coverage of the Company includes B. Riley, with a Buy recommendation and \$24 price target and EF Hutton with a Buy recommendation and \$23 price target. Copies of analyst reports can be requested directly from the respective companies.

All reports on Modiv prepared by analysts represent the views of such analysts and are not necessarily those of Modiv. Modiv is not responsible for the content, accuracy or timelines provided by analysts. Modiv does not expressly or by implication warrant or assume any legal liability or responsibility for the accuracy, completeness, or usefulness of any information, assumption, data, forecast, estimate or projection contained in the reports or industry notes provided by analysts, and the dissemination of such reports or industry notes does not necessarily constitute or imply the Company’s endorsement or recommendation.

**About Modiv**

Modiv Inc. is an internally managed REIT that acquires, owns and manages a diversified portfolio of single-tenant net-lease real estate. The Company primarily invests in industrial and retail properties that are mission critical to tenants. Driven by innovation and an investor-first focus, Modiv is committed to providing investors with **Monthly Dividends** and **More Diversification**. As of May 31, 2021, Modiv had a \$550 million real estate portfolio (based on estimated fair value) comprising 2.9 million square feet of aggregate leasable area. For more information, please visit: [www.modiv.com](http://www.modiv.com).

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## **Forward-looking Statements**

Certain statements contained in this press release, other than historical facts, may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include, but are not limited to, statements related to annualized dividend rates, distributions declared by the Company's board of directors and analysts price targets. Such forward-looking statements are subject to various risks and uncertainties, including but not limited to those described under the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission (the "SEC") on March 23, 2022. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this press release and in the Company's other filings with the SEC. Any forward-looking statements herein speak only as of the time when made and are based on information available to the Company as of such date and are qualified in their entirety by this cautionary statement. The Company assumes no obligation to revise or update any such statement now or in the future, unless required by law.

### **Investor Inquiries:**

Megan McGrath, Financial Profiles, Inc.

[Mmcgrath@finprofiles.com](mailto:Mmcgrath@finprofiles.com)

310-622-8248

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