

CatchMark Timber Trust, Inc.  
Form 8-K  
July 11, 2014

**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): July 11, 2014**

**CATCHMARK TIMBER TRUST, INC.**

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

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

**of incorporation)**

**001-36239**  
**(Commission**

**File Number)**  
**5 Concourse Parkway, Suite 2325**

**20-3536671**  
**(IRS Employer**

**Identification No.)**

Edgar Filing: CatchMark Timber Trust, Inc. - Form 8-K

**Atlanta, Georgia 30328**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (855) 858-9794**

**Former name or former address, if changed since last report: N/A**

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))

### **Item 1.01 Entry into a Material Definitive Agreement**

On July 11, 2014, CatchMark Timber Trust, Inc., a Maryland corporation (the **Company**), and CatchMark Timber Operating Partnership, L.P., a Delaware limited partnership and the **Company**'s wholly owned subsidiary (the **Operating Partnership**), entered into an Underwriting Agreement with Raymond James & Associates, Inc., as representative of the underwriters named therein (collectively, the **Underwriters**), pursuant to which the **Company** agreed to issue and sell to the **Underwriters** 12,500,000 shares of its Class A common stock and also agreed to issue and sell to the **Underwriters**, at the option of the **Underwriters**, an aggregate of up to 1,875,000 additional shares of Class A common stock (collectively, the **Securities**). The **Securities** were registered with the Securities and Exchange Commission (the **Commission**) pursuant to the **Company**'s shelf registration statement on Form S-3 (File No. 333-196946) (as the same may be amended and/or supplemented, the **Registration Statement**), under the Securities Act of 1933, as amended (the **Securities Act**).

Pursuant to General Instruction F to the **Commission**'s Form 8-K, a copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on 8-K (this **Report**), and the information in the Underwriting Agreement is incorporated into this Item 1.01 by this reference.

The material terms of the **Securities** are described in the **Company**'s prospectus supplement, as filed with the **Commission** on July 11, 2014 pursuant to Rule 424(b)(5) of the **Securities Act**, which relates to the offer and sale of the **Securities** and supplements the **Company**'s base prospectus contained in the **Registration Statement**, as filed with the **Commission** on June 20, 2014.

### **Item 7.01 Regulation FD Disclosure**

A copy of the press release announcing the pricing of the **Securities** offering is furnished herewith as Exhibit 99.1 to this Report.

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

The following exhibits are filed with this Report pursuant to Item 601 of the **Commission**'s Regulation S-K in lieu of filing the otherwise required exhibits to the **Registration Statement**. This Report is incorporated by reference into the **Registration Statement**, and, as such, the **Company** is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the **Registration Statement** as exhibits thereto. By filing this Report and the exhibits hereto, however, the **Company** does not believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the **Commission**'s Regulation S-K) in the information set forth in, and incorporated by reference into, the **Registration Statement**.

#### **(d) Exhibits**

- 1.1 Underwriting Agreement, dated as of July 11, 2014, by and among the **Company**, the **Operating Partnership** and the **Underwriters**
- 5.1 Opinion of Venable LLP
- 8.1 Tax Opinion of Alston & Bird LLP
- 23.1 Consent of Venable LLP (included in Exhibit 5.1)

Edgar Filing: CatchMark Timber Trust, Inc. - Form 8-K

- 23.2 Consent of Alston & Bird LLP (included in Exhibit 8.1)
- 99.1 Press Release dated July 11, 2014
- 99.2 Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of the Commission's Form S-3)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

**CATCHMARK TIMBER TRUST, INC.**

By: /s/ Brian M. Davis  
Brian M. Davis  
Senior Vice President and Chief Financial  
Officer

Dated: July 11, 2014

**Exhibit Index**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
1.1	Underwriting Agreement, dated as of July 11, 2014, by and among the Company, the Operating Partnership and the Underwriters
5.1	Opinion of Venable LLP
8.1	Tax Opinion of Alston & Bird LLP
23.1	Consent of Venable LLP (included in Exhibit 5.1)
23.2	Consent of Alston & Bird LLP (included in Exhibit 8.1)
99.1	Press Release dated July 11, 2014
99.2	Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of the Commission's Form S-3)