

AMERICAN HEALTHCARE REIT, INC.

FORM 8-K (Current report filing)

Filed 04/24/17 for the Period Ending 04/18/17

Address	18191 VON KARMAN AVENUE SUITE 300 IRVINE, CA, 92612
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**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 18, 2017**

Griffin-American Healthcare REIT IV, Inc.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	333-205960 (1933 Act) (Commission File Number)	47-2887436 (I.R.S. Employer Identification No.)
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18191 Von Karman Avenue, Suite 300 Irvine, California (Address of principal executive offices)	92612 (Zip Code)
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Registrant's telephone number, including area code: **(949) 270-9200**

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 1.01 Entry into a Material Definitive Agreement.

As previously reported in our Current Report on Form 8-K filed on March 17, 2017, we, through GAHC4 SW Illinois Senior Housing Portfolio, LLC, our wholly owned subsidiary, entered into a Purchase and Sale Agreement, or the Purchase Agreement, with A&M Property Holding, LLC, or seller, and Garden Place, LLC, or operator, for the purchase of certain Real Property Assets, as defined in the Purchase Agreement, in connection with five senior housing facilities located in Columbia, Millstadt, Red Bud and Waterloo, Illinois, or collectively, SW Illinois Senior Housing Portfolio, for an aggregate purchase price of \$31,800,000, plus closing costs.

On April 18, 2017, we entered into a First Amendment to Purchase and Sale Agreement, or the First Amendment, with seller and operator. The material terms of the First Amendment provide for an extension of the Due Diligence Period, as defined in the Purchase Agreement, to 6:00 p.m. pacific time on May 8, 2017.

The material terms of the amendment discussed above are qualified in their entirety by the First Amendment attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	First Amendment to Purchase and Sale Agreement by and between GAHC4 SW Illinois Senior Housing Portfolio, LLC, A&M Property Holding, LLC and Garden Place, LLC, dated April 18, 2017

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.

Griffin-American Healthcare REIT IV, Inc.

April 24, 2017

By: /s/ Jeffrey T. Hanson

Name: *Jeffrey T. Hanson*

Title: *Chief Executive Officer*

Exhibit Index

Exhibit No.	Description
10.1	First Amendment to Purchase and Sale Agreement by and between GAHC4 SW Illinois Senior Housing Portfolio, LLC, A&M Property Holding, LLC and Garden Place, LLC, dated April 18, 2017

**FIRST AMENDMENT TO
PURCHASE AND SALE AGREEMENT**

THIS FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT (this "Amendment") is made and entered into effective as of the 18th day of April, 2017, GAHC4 SW ILLINOIS SENIOR HOUSING PORTFOLIO, LLC, a Delaware limited liability company ("Buyer"), and A&M PROPERTY HOLDING, LLC, an Illinois limited liability company ("Seller") and GARDEN PLACE, LLC, an Illinois limited liability company (the "Operator").

WITNESSETH:

Buyer, Seller and Operator entered into that certain Purchase and Sale Agreement effective as of March 13, 2017 (the "Purchase Agreement"). Capitalized terms not defined herein shall have the meaning given to them in the Purchase Agreement. Buyer, Seller and Operator desire to amend the Purchase Agreement as herein set forth.

NOW, THEREFORE, for Ten and No/100 Dollars (\$10.00) in hand paid and in consideration of the covenants and agreements herein contained, the adequacy and sufficiency of which are hereby acknowledged by the parties, the parties hereto mutually agree as follows:

1. Due Diligence Period. Section 1(g) of the Purchase Agreement is hereby amended to extend the Due Diligence Period so that it shall end at 6:00 pm pacific time on May 8, 2017.
2. Full Force and Effect. Except as specifically provided herein, the Purchase Agreement is unchanged and remains in full force and effect.
3. Counterparts; Facsimile Execution. This Amendment may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same agreement. This Amendment may be executed and delivered via telephonic or electronic facsimile or PDF transmission.

[Signatures on following page]

IN WITNESS WHEREOF , Buyer and Seller have executed this Agreement effective as of the day and year first set forth above.

<p>“SELLER”</p> <p>A&M PROPERTY HOLDING, LLC, an Illinois limited liability company</p> <p>By: <u> /s/ Brian W. Mueller </u> Brian W. Mueller Title: Manager</p>	<p>“BUYER”</p> <p>GAHC4 SW Illinois Senior Housing Portfolio, LLC, a Delaware limited liability company</p> <p>By: <u> /s/ Danny Prosky </u> Name: <u> Danny Prosky </u> Its: <u> Authorized Signatory </u></p>
<p>“OPERATOR”</p> <p>GARDEN PLACE, LLC, an Illinois limited liability company</p> <p>By: <u> /s/ Brian W. Mueller </u> Brian W. Mueller Title: Manager</p>	

[Signature page to Amendment to Purchase and Sale Agreement]