

GETTY REALTY CORP /MD/
Form 8-K
September 24, 2018

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): September 24, 2018 (September 19, 2018)

GETTY REALTY CORP.

(Exact Name of Registrant as Specified in Its Charter)

Maryland 001-13777 11-3412575
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

Two Jericho Plaza, Suite 110,

Jericho, New York 11753-1681
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (516) 478-5400

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.

On September 19, 2018, Getty Realty Corp. (the “Company”) entered into an amendment (the “Amendment”) of its amended and restated senior unsecured credit agreement (the “Restated Credit Agreement”) with a group of banks led by Bank of America, N.A. The Amendment, which became effective on September 19, 2018, modifies the Restated Credit Agreement to, among other things: (i) reflect the Company’s previously announced entrance on June 21, 2018, into (a) an amended and restated note purchase and guarantee agreement with The Prudential Insurance Company of America and certain of its affiliates and (b) a note purchase and guarantee agreement with the Metropolitan Life Insurance Company and certain of its affiliates; (ii) permit borrowings under each Facility at three different interest rates, including a rate based on the LIBOR Daily Floating Rate plus the Applicable Rate for such Facility; and (iii) add, as an additional affirmative covenant, a requirement for the Company to deliver promptly following any request therefor information and documentation reasonably requested under applicable “know your customer” and anti-money laundering rules and regulations, including, without limitation, the USA PATRIOT Act and the Beneficial Ownership Regulation.

Certain of the banks and other lenders under the Restated Credit Agreement, as amended by the Amendment, and their affiliates have in the past provided, and may from time to time in the future provide, commercial banking, financial advisory, investment banking and other services to the Company.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference in its entirety. Capitalized terms used herein and not otherwise defined have the meaning set forth in the Amendment.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The description of the terms of the Amendment as set forth above in Item 1.01 is hereby incorporated by reference into this Item

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit

Number Description

10.1 Amendment to Restated Credit Agreement, dated as of September 19, 2018, among Getty Realty Corp., certain of its subsidiaries party thereto, Bank of America, N.A., as Administrative Agent and Swing Line Lender, each lender from time to time party thereto and each L/C Issuer from time to time party thereto.

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 thereunto duly authorized.

GETTY REALTY CORP.

Date: September 24, 2018 By: /s/ Danion Fielding
Danion Fielding
Vice President, Chief
Financial Officer and Treasurer