

GLOBAL HEALTHCARE REIT, INC.

Form 8-K

January 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): January 23, 2018

**GLOBAL HEALTHCARE REIT, INC.**

(Exact Name of Registrant as Specified in its Charter)

Utah                                      0-15415                      87-0340206  
(State or other jurisdiction    Commission    (I.R.S. Employer

of incorporation)                      File Number    Identification number)

6800 N. 79<sup>th</sup> St., Ste. 200, Niwot, CO 80503

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 449-2100

8480 E. Orchard Road, Suite 3600, Greenwood Village, CO 80111

(Former name or former address, if changed since last report)

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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 3.02 UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The following sets forth the information required by Item 701 of Regulation S-K with respect to the unregistered sales of equity securities by Global Healthcare REIT, Inc., a Utah corporation (the “Company”), effective January 23, 2018:

1. Effective January 23, 2018, the Company issued to each of its six (6) directors a restricted stock award of 93,750 shares or, an aggregate of 562,500 shares of common stock, \$.05 par value (the “Common Stock” or “Shares”) valued  
a. at \$0.32 per share (the closing price on January 22, 2018) in consideration of services provided by the Company’s directors. The Shares are subject to ratable vesting at the rate of 1/12<sup>th</sup> per month for each completed month of service.

The shares were issued to six persons, each of whom qualified as an “accredited investor” within the meaning of  
b. Rule 501(a) of Regulation D under the Securities Act of 1933 as amended (the “Securities Act”). The shares issued were “restricted securities” under the Securities Act.

- c. The Company paid no fees or commissions in connection with the issuance of the Shares.

The grant of the Securities was undertaken without registration under the Securities Act in reliance upon an exemption from the registration requirements of the Securities Act set forth in Sections 4(2) thereunder. The investors each qualified as an “accredited investor” within the meaning of Rule 501(a) of Regulation D. In addition, the Securities, which were taken for investment purposes and not for resale, were subject to restrictions on  
d. transfer. We did not engage in any public advertising or general solicitation in connection with this transaction, and we provided the investor with disclosure of all aspects of our business, including providing the investor with our reports filed with the Securities and Exchange Commission and other financial, business and corporate information. Based on our investigation, we believed that the accredited investors obtained all information regarding the Company that each requested, received answers to all questions posed and otherwise understood the risks of accepting our Securities for investment purposes.

e. Not applicable.

f. Not applicable.

**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.

**Global Healthcare REIT, Inc.**  
(Registrant)

Dated: January 23, 2018 /s/ *Zvi Rhine*  
Zvi Rhine, President

