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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 25, 2015

**CorEnergy Infrastructure Trust, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of Incorporation)

**1-33292**  
(Commission File Number)

**20-3431375**  
(IRS Employer Identification No.)

**1100 Walnut, Ste. 3350, Kansas City, MO**  
(Address of Principal Executive Offices)

**64106**  
(Zip Code)

**(816) 875-3705**  
(Registrant's Telephone Number, Including Area Code)

**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))
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**Item 7.01. Regulation FD Disclosure.**

On June 25, 2015, CorEnergy Infrastructure Trust, Inc. (the “Company”) issued a press release announcing that (i) the underwriters for the Company’s previously announced public offering of the Company’s common stock (the “Common Stock”) exercised their option, in full, to purchase an additional 1,687,500 shares of the Common Stock at a public offering price of \$6.00 per share, less the underwriting discount, and (ii) the underwriters for the Company’s previously announced public offering of the Company’s 7.00% Convertible Senior Notes due 2020 (the “Notes”) exercised their option, in full, to purchase an additional \$15 million of Notes, less the underwriting discount. The press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

99.1 Press Release Announcing Underwriters’ Exercise of Options dated June 25, 2015

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**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.

**COREENERGY INFRASTRUCTURE TRUST, INC.**

Dated: June 25, 2015

By: /s/ Rebecca M. Sandring  
Rebecca M. Sandring  
Secretary

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Exhibit Index

**Exhibit No.**

**Description**

[99.1](#) Press Release Announcing Underwriters' Exercise of Options dated June 25, 2015

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**CorEnergy Announces Exercise of Over-Allotment Option for Both  
Common Stock and Convertible Notes Offerings**

FOR IMMEDIATE RELEASE

**KANSAS CITY, Mo. – June 25, 2015** – CorEnergy Infrastructure Trust, Inc. (NYSE: CORR, CORRPrA) (“CorEnergy”) today announced that the underwriters of its two previously announced public offerings have exercised in full their over-allotment options.

In its common stock offering, the underwriters have agreed to purchase an additional 1,687,500 shares of common stock at a purchase price of \$6.00 per share, less the underwriting discount. Net proceeds from the exercise of this option will be approximately \$9.6 million. Including the public offering and over-allotment, CorEnergy will have 59,611,472 shares outstanding. The closing of the common stock offering, including the over-allotment option exercise, is expected to occur on or about June 29, 2015, subject to customary closing conditions.

In its convertible notes offering, the underwriters have agreed to purchase an additional \$15.0 million of unsecured convertible senior notes, convertible to common stock at \$6.60 per share, a premium of 10% to the public offering price of the common shares. Net proceeds from the exercise of this option, after the underwriting discount, will be approximately \$14.5 million. The closing of the convertible notes offering, including the over-allotment option exercise, is expected to occur on or about June 29, 2015, subject to customary closing conditions.

CorEnergy intends to use the net proceeds from the two offerings to partially finance the planned \$245 million acquisition of the Grand Isle Gathering System, a subsea pipeline system in the Gulf of Mexico, from Energy XXI Ltd (NYSE: EXXI).

BofA Merrill Lynch and Wells Fargo Securities acted as joint bookrunning managers for both the common stock offering and the convertible notes offering. Stifel Nicolaus & Company, Incorporated acted as joint lead manager for the convertible notes offering. Stifel, Nicolaus & Company, Incorporated and Ladenburg Thalmann & Co. Inc. acted as co-managers for the common stock offering.

Electronic copies of the preliminary prospectus supplements and accompanying base prospectus are available on the SEC website at [www.sec.gov](http://www.sec.gov).

A final copy of the prospectus supplement related to both offerings can be obtained when available from: BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Department, or email [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); or Wells Fargo Securities, 375 Park Avenue, New York, NY 10152, Attn: Equity Syndicate Department, by telephone at (800) 326-5897 or email a request to [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com).

**About CorEnergy Infrastructure Trust, Inc.**

CorEnergy is a real estate investment trust (REIT) that owns essential midstream and downstream energy assets, such as pipelines, storage terminals, and transmission and distribution assets. We seek long-term contracted revenue from operators of our assets, primarily under triple net participating leases.

1100 Walnut, Suite 3350, Kansas City, MO 64106 | Main: 816-875-3705 | Fax: 816-875-5875 | [corridortrust.com](http://corridortrust.com)

**Safe Harbor Statement**

This press release should not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, securities in any state or jurisdiction in which such offer or solicitation or sale would be unlawful prior to registration or qualification under the laws of such state or jurisdiction.

**Forward-Looking Statements**

This press release contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included herein are "forward-looking statements." Although CorEnergy believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in CorEnergy's reports that are filed with the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required by law, CorEnergy does not assume a duty to update any forward-looking statement. In particular, any distribution paid in the future to our stockholders will depend on the actual performance of CorEnergy, its costs of leverage and other operating expenses and will be subject to the approval of CorEnergy's Board of Directors and compliance with leverage covenants.

**Contact Information:**

Debbie Hagen, Investor Relations, 877-699-CORR (2677), [info@corridortrust.com](mailto:info@corridortrust.com)

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