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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): April 18, 2017

**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 3.03 Material Modification to Rights of Security Holders.**

On April 17, 2017, CorEnergy Infrastructure Trust, Inc. (the “Company”) filed Articles Supplementary (the “Articles Supplementary”) with the Department of Assessments and Taxation of the State of Maryland (“SDAT”), which Articles Supplementary were effective on filing, classifying 32,200 authorized but unissued shares of the Company’s Preferred Stock, par value \$.001 per share, as 7.375% Series A Cumulative Redeemable Preferred Stock with a stated value per share of \$2,500.00 (the “Series A Preferred Stock”). After giving effect to the Articles Supplementary, the Company is authorized to issue 55,200 shares of Series A Preferred Stock.

On April 18, 2017, the Company completed an underwritten public offering of 2,800,000 depositary shares, each representing 1/100th of a share of the Series A Preferred Stock with a liquidation preference of \$25.00 per depositary share and at a public offering price of \$25.00, pursuant to the underwriting agreement filed as an exhibit to the Company’s Current Report on Form 8-K filed on April 12, 2017 (the “Preferred Stock Offering”).

The 28,000 shares of Series A Preferred Stock issued and sold in the Preferred Stock Offering have terms identical to the 22,500 shares of Series A Preferred Stock originally issued by the Company on January 27, 2015 and February 5, 2015 and provided for by the Articles Supplementary filed by the Company with SDAT on January 26, 2015 and filed as Exhibit 3.1 to the Company’s Registration Statement on Form 8-A on January 26, 2015.

The foregoing description of the Articles Supplementary is qualified in its entirety by reference to the Articles Supplementary, which is incorporated by reference as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The disclosure provided under Item 3.03 above is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On April 18, 2017, the Company issued a press release announcing the closing of the previously-announced Preferred Stock Offering. The Company plans to use the net proceeds from the Preferred Stock Offering to repay indebtedness under the Company’s credit facility and/or for general corporate purposes. That press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Articles Supplementary, dated April 12, 2017, Establishing and Fixing the Rights and Preferences of the Registrant’s 7.375% Series A Cumulative Redeemable Preferred Stock.

99.1 Press Release announcing Closing of Offering of Series A Cumulative Redeemable Preferred Stock, dated April 18, 2017

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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: April 18, 2017

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

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## Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>3.1</u></a>	Articles Supplementary, dated April 12, 2017, Establishing and Fixing the Rights and Preferences of the Registrant's 7.375% Series A Cumulative Redeemable Preferred Stock.
<a href="#"><u>99.1</u></a>	Press Release announcing Closing of Offering of Series A Cumulative Redeemable Preferred Stock, dated April 18, 2017.

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**COREENERGY INFRASTRUCTURE TRUST, INC.**

**ARTICLES SUPPLEMENTARY**

COREENERGY INFRASTRUCTURE TRUST, INC., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation (the "Charter"), authorizes the issuance of 10,000,000 shares of preferred stock, par value \$0.001 per share ("Preferred Stock"), issuable from time to time in one or more classes or series, and authorize the Board of Directors of the Corporation (the "Board of Directors") to classify or reclassify any unissued shares from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications, or terms or conditions of redemption of such unissued shares.

SECOND: In accordance with Section 2-208(b) of the Maryland General Corporation Law and pursuant to the authority expressly vested in the Board of Directors by Article VI of the Charter, the Board of Directors has duly classified and designated 32,200 unissued shares of Preferred Stock (the "Additional Shares") as additional "7.375% Series A Cumulative Redeemable Preferred Stock" (the "Series A Preferred Stock"), having the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption of the Series A Preferred Stock set forth in the Charter.

THIRD: The Additional Shares have been classified and designated by the Board of Directors under the authority contained in the Charter. After giving effect to the classification and designation of the Additional Shares set forth herein, the total number of shares of Series A Preferred Stock that the Corporation has authority to issue is 55,200 shares.

FOURTH: The shares of Series A Preferred Stock have been classified and designated by the Board of Directors under the authority contained in Article VI of the Charter. These Articles Supplementary shall become effective at the time the State Department of Assessments and Taxation of Maryland accepts these Articles Supplementary for record.

FIFTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

SIXTH: The undersigned President of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President of the Corporation acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

SIGNATURES APPEAR ON NEXT PAGE

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IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its President and attested to by its Secretary as of April 12, 2017.

COREENERGY INFRASTRUCTURE TRUST, INC.

/s/ David J. Schulte

By: David J. Schulte

Title: President

ATTEST:

/s/ Rebecca M. Sandring

By: Rebecca M. Sandring

Title: Secretary

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**CorEnergy Announces Closing of Offering of 2.8 Million Depository Shares Representing 7.375% Series A Cumulative Redeemable Preferred Stock**

KANSAS CITY, Mo.—April 18, 2017 – CorEnergy Infrastructure Trust, Inc. (“CorEnergy” or the “Company”) today announced the closing of its previously announced follow-on, underwritten public offering of 2,800,000 depository shares, each representing 1/100<sup>th</sup> of a share of its 7.375% Series A Cumulative Redeemable Preferred Stock at a public offering price of \$25.00 per depository share. The offering generated net proceeds of approximately \$67.6 million, after underwriting discounts and other estimated offering expenses. CorEnergy intends to use the net proceeds from the offering to repay indebtedness under its credit facility and for general corporate purposes.

The Company has granted the underwriters for the offering a 30-day option to purchase up to an additional 420,000 depository shares to cover over-allotments, if any. Including the depository shares issued in this offering (without giving effect to any exercise of the underwriters’ option to purchase additional depository shares), the Company now has 5,050,000 depository shares outstanding, each representing 1/100<sup>th</sup> of a share of its 7.375% Series A Cumulative Redeemable Preferred Stock with a liquidation preference of \$25.00 per depository share. CorEnergy may redeem, at its option, the depository shares at a redemption price of \$25.00 per depository share, plus all accrued and unpaid dividends, on or after January 27, 2020. The depository shares are listed on the New York Stock Exchange under the symbol “CORRPrA.”

Wells Fargo Securities and Stifel are acting as joint book running managers for the offering.

The shares of preferred stock are being offered pursuant to an effective shelf registration statement that the Company previously filed with the U.S. Securities and Exchange Commission.

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

Hard copies of the final prospectus supplement and base prospectus related to the offering can be obtained from:

Wells Fargo Securities, LLC

Attention: WFS Customer Service

608 2<sup>nd</sup> Avenue

South Minneapolis, MN 55402

Toll-free: 800-645-3751

Email: [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com)

Or

Stifel, Nicolaus & Company, Inc.

Attention: Syndicate Department

1 South Street, 15<sup>th</sup> Floor

Baltimore, MD 21202

Toll-free: 855-300-7136

Email: [syndprospectus@stifel.com](mailto:syndprospectus@stifel.com)

**About CorEnergy Infrastructure Trust, Inc.**

CorEnergy Infrastructure Trust, Inc. (NYSE: CORR, CORRPrA), is a real estate investment trust (REIT) that owns essential 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. For more information, please visit [corenergy.reit](http://corenergy.reit).

**Safe Harbor Statement**

This press release shall 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

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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:**

CorEnergy Infrastructure Trust, Inc.  
Investor Relations  
Lesley Schorgl, 877-699-CORR (2677)  
info@corenergy.reit

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