
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 6, 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, Suite 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))

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 7.01 Regulation FD Disclosure.

On June 6, 2017, representatives of CorEnergy Infrastructure Trust, Inc. (the “Company”) will be conducting one-on-one meetings with investors, potential investors and other third parties at REITWeek 2017, NAREIT’s Investor Forum. As previously announced, Richard C. Green, Executive Chairman of the Company, will also present at REITWeek 2017 at 2:45 am Eastern time on June 7, 2016. The live audio webcast and presentation materials will be available at the following link: <https://reitstream.com/reitweek2017/coreenergy>, and a replay will be archived on the Events & Presentations page of the Company’s website for 90 days after the presentation concludes.

A copy of the slides that will be used for the Company’s one-on-one meetings and for the presentation is furnished as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

99.1 CorEnergy REITWeek 2017 Presentation

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 6, 2017

By: /s/ David J. Schulte
David J. Schulte
President and CEO

Exhibit Index

Exhibit No.

Description

[99.1](#)

CorEnergy REITWeek 2017 Presentation



REITWeek 2017

Rick Green, Executive Chairman

June 7, 2017



Infrastructure assets have desirable investment characteristics

Infrastructure REIT Strategy Overview

- Infrastructure assets are essential for our customers' operations to produce revenue
- CorEnergy's triple-net leases and other contracts generate operating expense for our tenants
- Total long-term return of 8-10% on assets from base rents, plus acquisitions and participating rents
- Growing CorEnergy through disciplined acquisitions that are accretive to AFFO and dividends per share

Asset Fundamentals

- Long-lived assets, critical to tenant operations
- High barriers to entry with strategic locations
- Contracts provide predictable revenue
- Limited sensitivity to price/volume changes

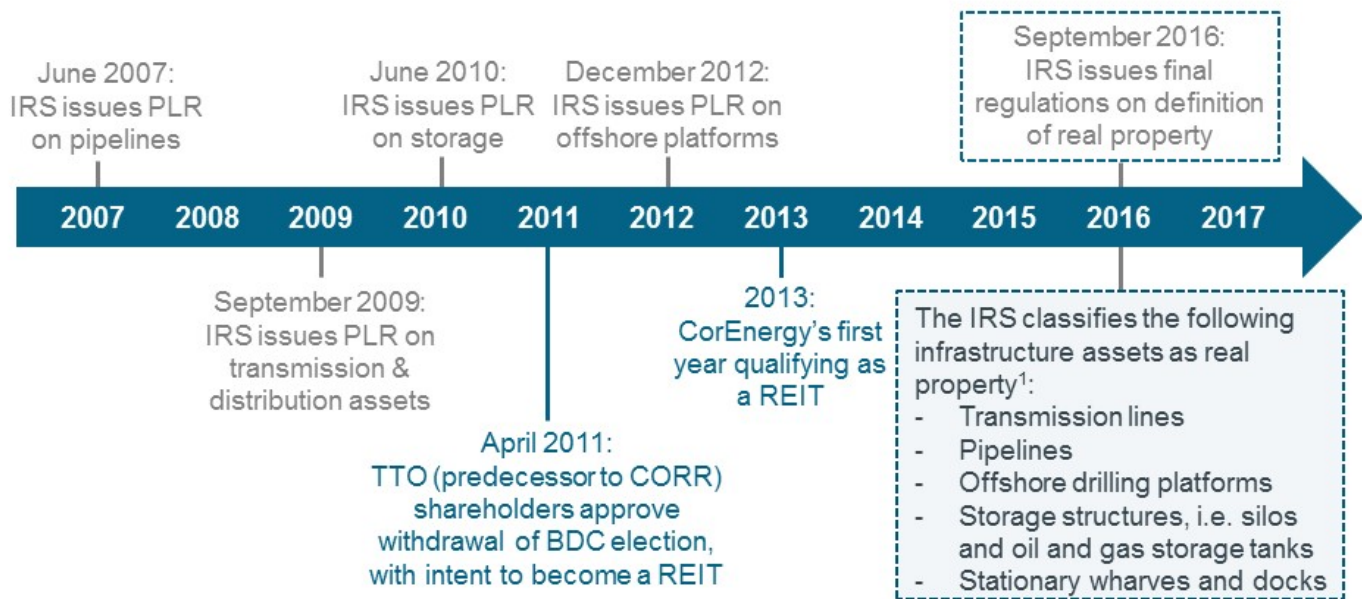


Investment Characteristics

- High cash flow component to total return
- Attractive potential risk-adjusted returns
- Diversification vs. other asset classes
- Potential inflation protection



IRS guidance supports CorEnergy portfolio



(1) Internal Revenue Bulletin: 2016-39, T.D. 9784 Definition of Real Estate Investment Trust Real Property

Comparison of technical characteristics of infrastructure vehicles

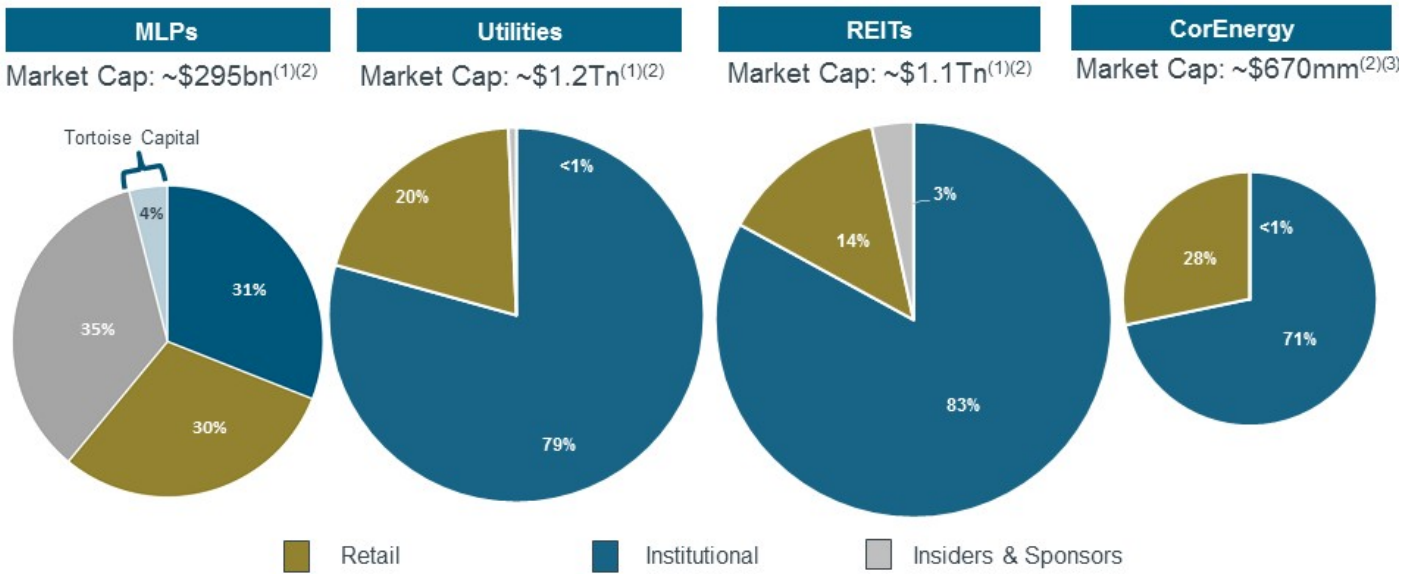
	MLPs	MLP / Closed End Funds	REITs
Investor Tax Form	K-1	Form 1099	Form 1099
Investment Company Friendliness	No	No	Yes
Non-U.S. Investor Friendliness	No	No	Yes
Income is Tax Exempt	No	Yes	Yes
Shareholders Vote	No	Yes	Yes
Primarily Institutionally Held	No	No	Yes

REIT structure provides more attractive access to energy infrastructure than MLP & Fund structures

Institutional, tax exempt and non-U.S. investors desire access to the infrastructure asset class

Differentiated and larger investor audience for REITs than MLPs

Utility & REIT markets are larger and more institutional than MLP



(1) Fidelity Sectors & Industry Overviews, May 31, 2017

(2) Estimated using Bloomberg Shareholder Data

(3) Includes preferred stock and convertible bonds

Infrastructure real property

POWER



Transmission Lines

Distribution Lines

Hydro Facilities

**Wind and Solar
Facilities⁽¹⁾**

PIPELINES & STORAGE



Gas & NGL Pipelines

Water & CO₂ Pipelines

Storage Terminals

Crude & Refined Oil Pipelines

Offshore Platforms

LOGISTICS & TRANSPORTATION



Rail

**Rail / River Access
Terminals**

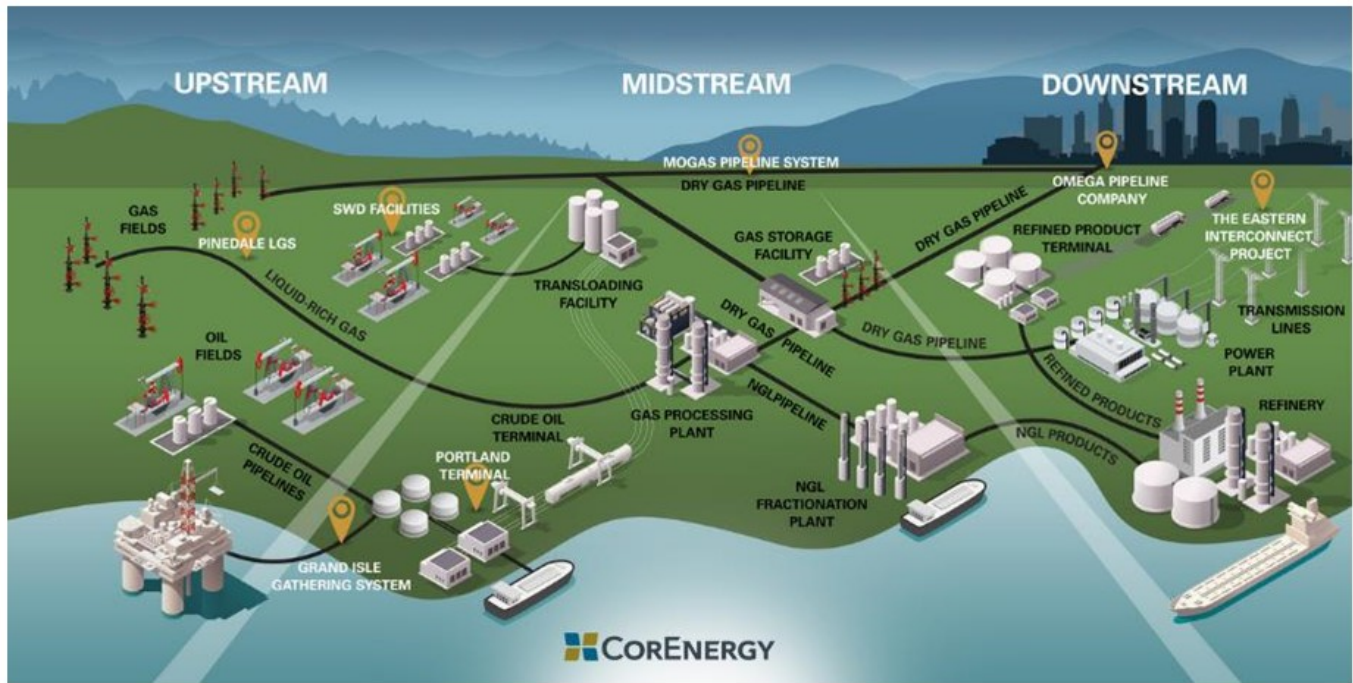
Seaports

Airports

Assets of highest strategic priority

(1) Select components only

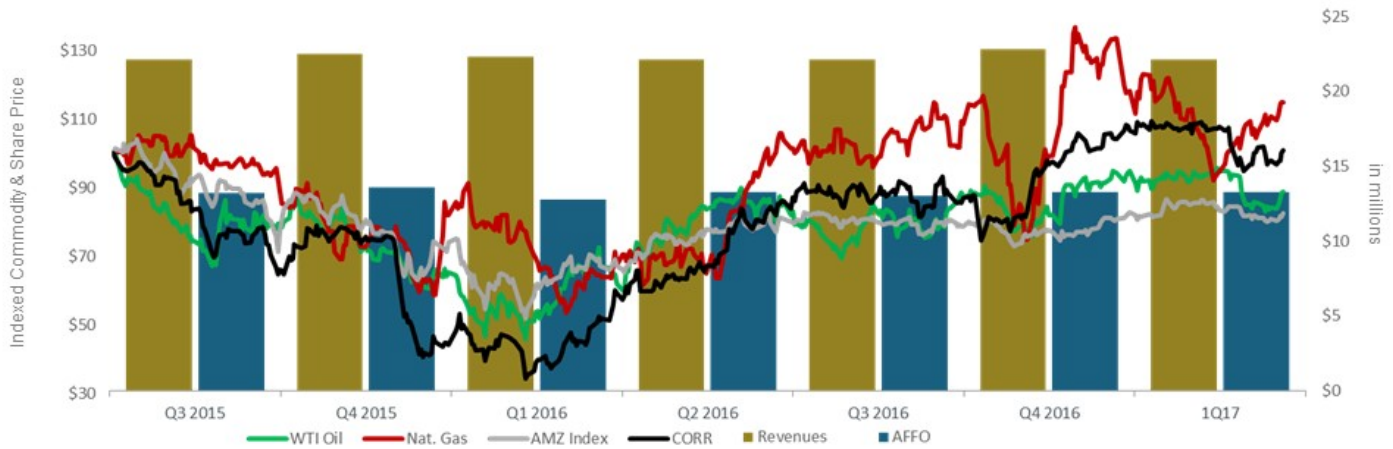
Energy infrastructure is utility-like



Infrastructure provides stable cash flows

- CorEnergy owns mission critical assets
- Lease payments are “operating” expenses, not “financing” expenses
- In bankruptcy, real property operating leases are subject to special provisions
- CORR stock moved with commodity prices; revenue and dividends were stable

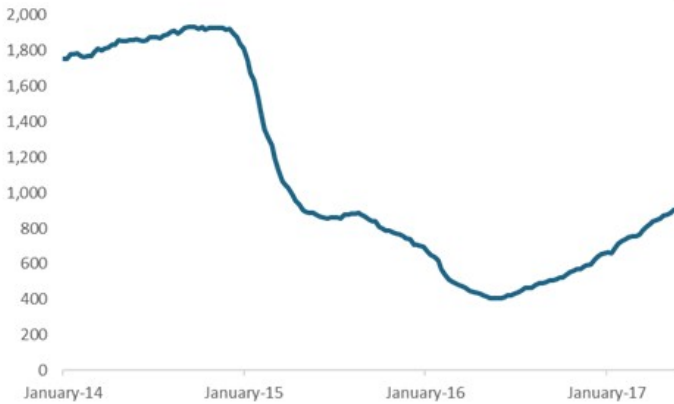
Commodity Prices vs. CORR Performance Metrics



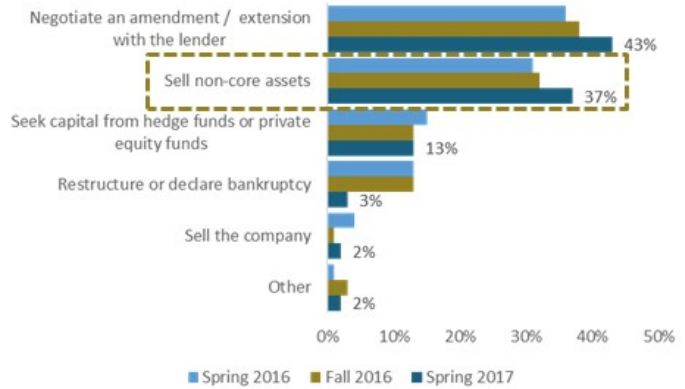
Increasing opportunities for CorEnergy's pipeline

Commodity prices are stabilizing, this promotes growth and a need to fund new drilling plans and capital expenditures

U.S. Rig Count Normalizing¹



Which one or two options do you think will be the most likely path that lenders & borrowers will take if faced with a borrowing base deficiency in spring 2017?²



CorEnergy has capital to pursue opportunities quickly

1) Baker Hughes North American Rig Count, May 26, 2017
 2) Haynes and Boone, LLP Borrowing Base Redetermination Survey, April 4, 2017

CORR has pioneered broad access to deep capital markets

Bank Debt	<p>\$70,000,000¹</p> <p>Project Level Debt for Pinedale LGS Acquisition</p> <p>COREENERGY</p> <p>Lead Bank:</p> <p>KeyBank</p> <p>December 2012</p>	<p>\$108,000,000²</p> <p>Revolving Line of Credit</p> <p>COREENERGY</p> <p>Lead Banks:</p> <p>REGIONS Bank of America</p> <p>November 2014</p>	<p>\$45,000,000</p> <p>Term Loan Debt</p> <p>COREENERGY</p> <p>Lead Banks:</p> <p>REGIONS WELLS FARGO</p> <p>July 2015</p>		
	Junior Capital	<p>\$30,000,000</p> <p>Co-Investor Equity for Pinedale LGS Acquisition</p> <p>COREENERGY</p> <p>Joint Venture Partner: Prudential Financial</p> <p>December 2012</p>	<p>\$56,300,000</p> <p>Series A 7.375% Cumulative Preferred Stock</p> <p>COREENERGY</p> <p>Lead Underwriters:</p> <p>WELLS FARGO STIFEL</p> <p>January 2015</p>	<p>\$115,000,000</p> <p>7% Convertible Bonds</p> <p>COREENERGY</p> <p>Lead Underwriters:</p> <p>WELLS FARGO STIFEL</p> <p>June 2015</p>	<p>\$73,750,000</p> <p>Series A 7.375% Cumulative Preferred Stock</p> <p>COREENERGY</p> <p>Lead Underwriters:</p> <p>WELLS FARGO STIFEL</p> <p>April 2017</p>
		Common Stock	<p>\$89,700,000</p> <p>Common Stock</p> <p>COREENERGY</p> <p>Lead Underwriters:</p> <p>WELLS FARGO RBC STIFEL</p> <p>December 2012</p>	<p>\$48,587,500</p> <p>Common Stock</p> <p>COREENERGY</p> <p>Lead Underwriter:</p> <p>WELLS FARGO</p> <p>January 2014</p>	<p>\$101,660,000</p> <p>Common Stock</p> <p>COREENERGY</p> <p>Lead Underwriters:</p> <p>WELLS FARGO STIFEL</p> <p>November 2014</p>

(1) Paid off March 31, 2016

(2) Upsized from \$93 million on July 8, 2015

Conservative capital structure and access to liquidity

- Conservative capital structure enabled CORR to weather storm of the energy downturn
- Liquidity position provides flexibility to act on acquisition opportunities

Capital Structure		
(in millions)	March 31, 2017	
	Historical	As Adjusted ¹
Cash	\$11.4	\$38.5
Revolver availability	53.3	97.3
Total liquidity	\$64.7	\$135.8
Debt		
Secured credit facility ²	\$87.0	\$43.1
Unsecured convertible notes	114.0	114.0
Total debt	\$201.0	\$157.1
Equity		
Preferred stock	56.3	130.0
Common stock & additional paid in capital	348.1	345.7
Total equity	\$404.4	\$475.7
Non-controlling interest	27.8	27.8
Total capitalization	\$633.2	\$660.6

As adjusted¹ Total Debt/Total Capitalization of 24% is at low end of 25-50% target ratio

As adjusted¹ Preferred/Total Equity of 27% is below 33% target ratio

¹) As adjusted reflects impact of ~\$74 million preferred offering and paydown of outstanding borrowings and accrued interest of \$44.1 million on the credit facility, as if these events had occurred on March 31, 2017

²) Sum of CORR and related party debt

Outlook for 2017

Active Deal Pipeline

One to Two Acquisitions
Size Range of \$50-250 Million

Financing Optionality

- \$135.8 million of available liquidity¹
- Bank Debt
- Convertible Debt
- Preferred Equity
- Common Equity
- Co-Investors

Long-term Stable & Growing Dividend

1) Reflects impact of ~\$74 million preferred offering and paydown of outstanding borrowings and accrued interest of \$44.1 million on the credit facility, as if these events had occurred on March 31, 2017

APPENDIX

CorEnergy Senior Management



Dave Schulte
Co-Founder, CEO & President

Mr. Schulte has 27 years of investment experience, including 18 years in the energy industry. Previously, Mr. Schulte was a co-founder and Managing Director of Tortoise Capital Advisors, an investment advisor with \$16 billion under management, and a Managing Director at Kansas City Equity Partners (KCEP). Before joining KCEP, he spent five years as an investment banker at the predecessor of Oppenheimer & Co.



Jeff Fulmer
Senior Vice President

Mr. Fulmer is a petroleum engineer and professional geologist with more than 30 years of energy industry experience. Prior to joining CorEnergy, Mr. Fulmer spent six years as a Senior Advisor with Tortoise Capital Advisors, led a post 9/11 critical infrastructure team for the U.S. Department of Defense, and held leadership and technical positions with Statoil Energy, ARCO Oil and Tenneco Oil Exploration and Production.



Rick Kreul
President, MoGas, LLC & MoWood, LLC

Mr. Kreul, a mechanical engineer with more than 35 years of energy industry experience, serves as President of CorEnergy's wholly-owned subsidiaries, Mowood LLC and MoGas Pipeline LLC. Previously, Mr. Kreul served as Vice President of Energy Delivery for Aquila, Inc., Vice President for Inergy, L.P., and various engineering and management roles with Mobil Oil.



Jeff Teeven
Vice President, Finance

Mr. Teeven has more than 20 years of experience in private equity management and mergers and acquisitions in multiple sectors including energy. He served as a founding partner of Consumer Growth Partners, a private equity firm focused on the specialty retail and branded consumer products sectors, as well as 10 years with Kansas City Equity Partners (KCEP).



Rick Green
Co-Founder, Executive Chairman

Mr. Green has spent more than 30 years in the energy industry, with 20 years as CEO of Aquila, Inc., an international electric and gas utility business and national energy marketing and trading business. During his tenure, Mr. Green led the strategy and successful business expansion of Aquila, Inc. to a Fortune 30 company.



Nate Poundstone
Chief Accounting Officer

Mr. Poundstone has 18 years of experience in the accounting profession. Prior to joining CorEnergy, Mr. Poundstone was Vice President and Chief Accounting Officer with CVR Energy, a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries. Prior to CVR Energy, he held various audit and professional practice roles as a senior manager with KPMG LLP.



Becky Sandring
Senior Vice President, Secretary & Treasurer

Ms. Sandring has over 20 years of experience in the energy industry. Prior to CorEnergy, Ms. Sandring was a Vice President with The Calvin Group. From 1993-2008, Ms. Sandring held various roles at Aquila Inc., formerly UtiliCorp United.



Wesley Brown
Senior Manager, Business Development

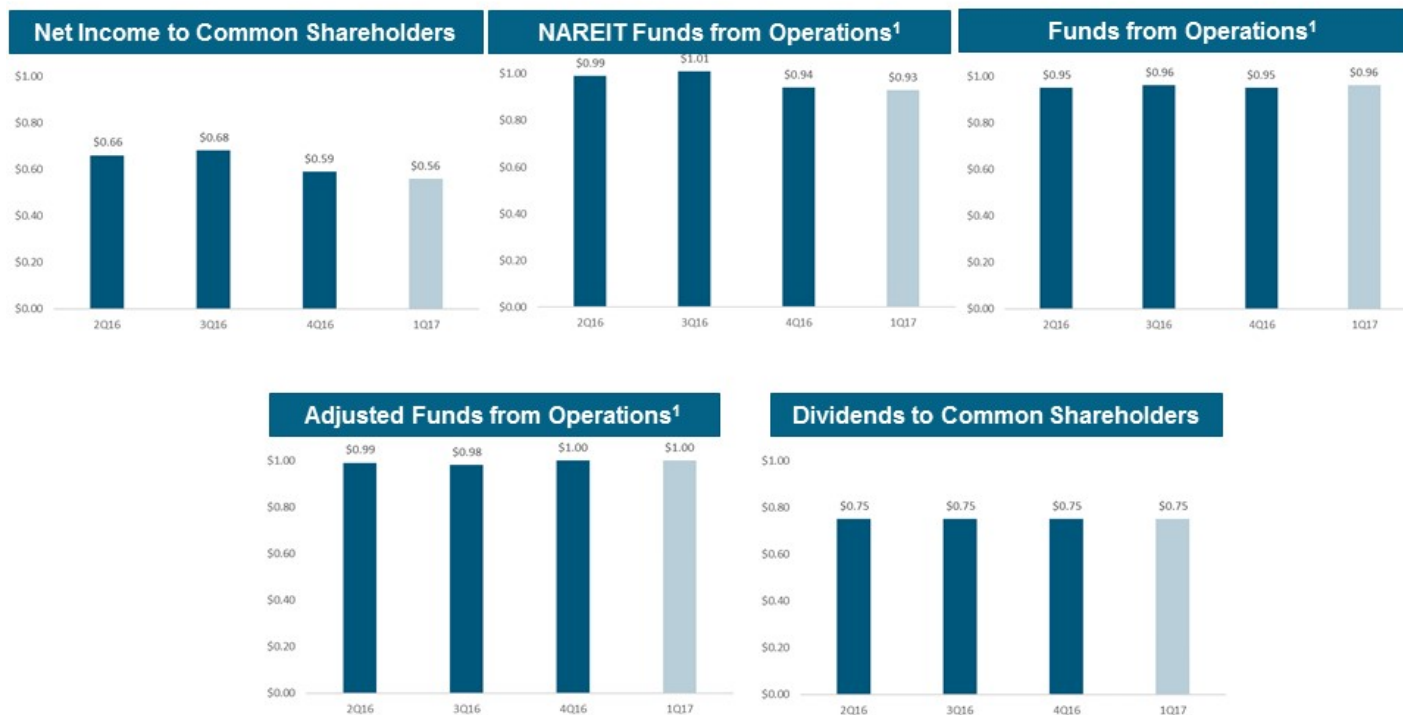
Mr. Brown oversees financial modeling and financial forecasting for potential acquisitions and assists with due diligence. Prior to CorEnergy, Mr. Brown worked for Regency Energy Partners; and Orix USA, a leveraged finance firm focused on lending to private-equity sponsored middle-market companies.

Portfolio of essential assets

CorEnergy assets critically support our partners in conducting their businesses in the U.S. energy industry

Type	Asset	Description	2016 Revs (\$MM)	Location
Upstream	Pinedale Liquids Gathering System	Liquids gathering, processing & storage system for condensate & water production	\$20.7	WY
Midstream	Grand Isle Gathering System	Subsea to onshore pipeline & storage terminal for oil & water production	\$40.7	GoM-LA
Midstream	MoGas Pipeline	Interstate natural gas pipeline supplying utilities	\$21.1	MO-IL
Downstream	Omega Pipeline	Natural gas utility supplying end-users at Fort Leonard Wood		MO
Midstream & Downstream	Portland Terminal	Crude oil and petroleum products terminal with barge, rail and truck supply	\$6.6	OR

Diluted common share financial metrics

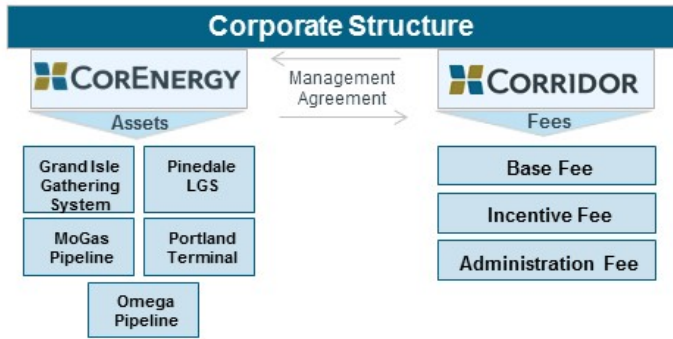


1) The Company provides non-GAAP performance measures utilized by REITs, including NAREIT Funds From Operations ("NAREIT FFO"), Funds from Operations ("FFO") and Adjusted Funds from Operations ("AFFO"). Due to legacy investments that we hold, we have historically presented a measure of FFO derived by further adjusting NAREIT FFO for distributions received from investment securities, income tax expense, net, and net distributions and dividend income. Management uses AFFO as a measure of long-term sustainable operational performance. See slides 19 to 21 for a reconciliation of NAREIT FFO, FFO and AFFO, as presented, to Net income attributable to CorEnergy common stockholders.

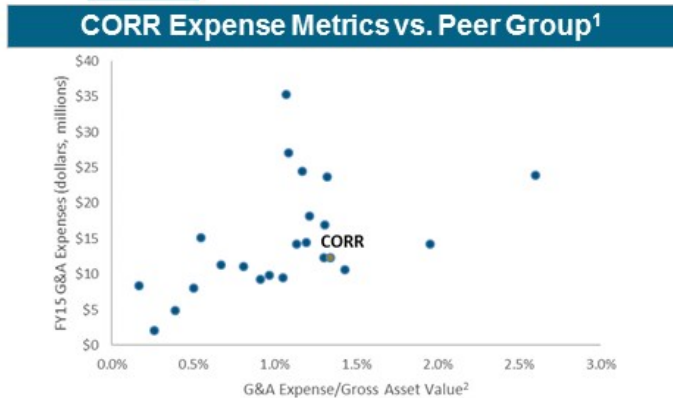
Terminal value conviction

	Pinedale LGS	Grand Isle Gathering System	Portland Terminal	MoGas Pipeline	Omega Pipeline	
Asset Ownership Criteria	Long-lived assets, critical to tenant operations	✓	✓	✓	✓	
	High barriers to entry with strategic locations	✓	✓	✓	✓	
Assets essential to operators' cash flow support lease renewal expectations						
Contractual Protections	Underwriting of terminal value	Life of Field	Life of Field	Market	Market	Market
	Contracts and similar services based on fair value of assets	✓	✓	✓	✓	✓
	Asset value based on production estimates of reserve reports / market values for similar assets	✓	✓	✓	✓	✓
	Lease enable tenant to purchase asset or renew lease at FMV	✓	✓	✓		
Tenant may not devalue CORR's asset, i.e. construct a replacement asset						
Dividend Sustainment	Retain portion of rent payment for reinvestment & debt repayment	✓	✓			
	Supports sustainable, long-term dividend	✓	✓	✓	✓	✓
CORR targets an AFFO to dividend coverage ratio of 1.5x						

Corporate structure alignment with investors



- ### External Fee Structure
- Management Fee**
- Services provided:
 - Presents the Company with suitable acquisition opportunities, responsible for the day-to-day operations of the Company and performs such services and activities relating to the assets and operations of the Company as may be appropriate
 - Base Fees paid:
 - Quarterly management fee equal to 0.25 percent (1.00 percent annualized) of the value of the Company's Managed Assets³ as of the end of each quarter
 - Incentive Fees paid:
 - Quarterly incentive fee of 10 percent of the increase in distributions earned over a threshold distribution equal to \$0.625 per share per quarter. The Management Agreement also requires at least half of any incentive fees to be reinvested in the Company's common stock
- Administrative Fee**
- Services provided:
 - Performs (or oversees or arranges for the performance of) the administrative services necessary for our operation, including without limitation providing us with equipment, clerical, bookkeeping and record keeping services
 - Fees paid:
 - 0.04 percent of our aggregate average daily Managed Assets, with a minimum annual fee of \$30 thousand



(1) Peer group consists of REITs included in the RMZ index under \$1BN market cap (excludes STAR, RAS)
 (2) Gross Asset Value = Asset Value of Investment Properties + Accumulated Depreciation
 (3) "Managed Assets" is defined as Total Assets of CORR minus the initial invested value of non-controlling interests, the value of any hedged derivative assets, any prepaid expenses, all of the accrued liabilities other than deferred taxes and debt entered into for the purpose of leverage

Non-GAAP Financial Metrics: FFO/AFFO Reconciliation

NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation

	For the Three Months Ended	
	March 31, 2017	March 31, 2016
Net Income attributable to CorEnergy Stockholders	\$ 7,669,478	\$ 3,391,121
Less:		
Preferred Dividend Requirements	1,037,109	1,037,109
Net Income attributable to Common Stockholders	6,632,369	2,354,012
Add:		
Depreciation	5,822,296	5,089,753
Less:		
Non-Controlling Interest attributable to NAREIT FFO reconciling items	411,455	411,455
NAREIT funds from operations (NAREIT FFO)	12,043,210	7,032,310
Add:		
Distributions received from investment securities	223,166	259,734
Income tax expense (benefit) from investment securities	(195,760)	(475,637)
Less:		
Net distributions and dividend income	43,462	375,573
Net realized and unrealized gain (loss) on other equity securities	(544,208)	(1,628,752)
Funds from operations adjusted for securities investments (FFO)	12,571,362	8,069,586

Non-GAAP Financial Metrics: FFO/AFFO Reconciliation

NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation

	For the Three Months Ended	
	March 31, 2017	March 31, 2016
Add:		
Provision for loan losses, net of tax	—	4,040,081
Transaction costs	258,782	36,915
Amortization of debt issuance costs	468,871	617,097
Amortization of deferred lease costs	22,983	22,983
Accretion of asset retirement obligation	160,629	184,082
Income tax benefit	(136,846)	(174,382)
Unrealized (gain) loss associated with derivative instruments	(27,072)	23,875
Less:		
Non-Controlling Interest attributable to AFFO reconciling items	3,351	36,804
Adjusted funds from operations (AFFO)	\$ 13,315,358	\$ 12,783,433

Non-GAAP Financial Metrics: FFO/AFFO Reconciliation

NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation

	For the Three Months Ended	
	March 31, 2017	March 31, 2016
Weighted Average Shares of Common Stock Outstanding:		
Basic	11,888,681	11,943,938
Diluted ⁽¹⁾	15,343,226	15,428,787
NAREIT FFO attributable to Common Stockholders		
Basic	\$ 1.01	\$ 0.59
Diluted ⁽¹⁾	\$ 0.93	\$ 0.59
FFO attributable to Common Stockholders		
Basic	\$ 1.06	\$ 0.68
Diluted ⁽¹⁾	\$ 0.96	\$ 0.67
AFFO attributable to Common Stockholders		
Basic	\$ 1.12	\$ 1.07
Diluted ⁽¹⁾	\$ 1.00	\$ 0.96

1) The number of weighted average diluted shares represents the total diluted shares for periods when the Convertible Notes were dilutive in the per share amounts presented. For periods presented without per share dilution, the number of weighted average diluted shares for the period is equal to the number of weighted average basic shares presented.

Non-GAAP Financial Metrics: Fixed-Charges Ratio

Ratio of Earnings to Combine Fixed Charges and Preferred Stock

	For the Three Months Ended				
	March 31,	For the Years Ended December 31,			
	2017	2016	2015	2014	2013
Earnings:					
Pre-tax income from continuing operations before adjustment for income or loss from equity investees	\$ 8,220,001	\$ 28,561,682	\$ 11,782,422	\$ 6,973,693	2,967,257
Fixed charges ⁽¹⁾	\$ 3,454,397	\$ 14,417,839	\$ 9,781,184	\$ 3,675,122	3,288,378
Amortization of capitalized interest	\$ —	\$ —	\$ —	\$ —	—
Distributed income of equity investees	\$ 43,462	\$ 1,140,824	\$ 1,270,754	\$ 1,838,783	584,814
Pre-tax losses of equity investees for which charges arising from guarantees are included in fixed charges	\$ —	\$ —	\$ —	\$ —	—
Subtract:					
Interest capitalized	\$ —	\$ —	\$ —	\$ —	—
Preference security dividend requirements of consolidated subsidiaries	\$ —	\$ —	\$ —	\$ —	—
Noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges	\$ —	\$ —	\$ —	\$ —	—
Earnings	11,717,850	44,120,345	22,834,360	12,485,598	6,840,449
Combined Fixed Charges and Preference Dividends:					
Fixed charges ⁽¹⁾	\$ 3,454,397	\$ 14,417,839	\$ 9,781,184	\$ 3,675,122	3,288,378
Preferred security dividend ⁽²⁾	1,037,109	4,148,437	3,848,828	—	—
Combined fixed charges and preference dividends	4,491,506	18,566,276	13,630,012	3,675,122	3,288,378
Ratio of earnings to fixed charges	3.39	3.06	2.33	3.40	2.08
Ratio of earnings to combined fixed charges and preference dividends	2.61	2.38	1.68	3.40	2.08

1) Fixed charges consist of interest expense, as defined under U.S. generally accepted accounting principles, on all indebtedness

2) This line represents the amount of preferred stock dividends accumulated as of March 31, 2017.

