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): August 1, 2018

CorEnergy Infrastructure Trust, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland (State or Other Jurisdiction of Incorporation) **001-33292** (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)

D Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-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 \Box

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 2.02 Results of Operations and Financial Condition.

On August 1, 2018, CorEnergy Infrastructure Trust, Inc. (the "Company") issued a press release announcing its financial results for the second quarter endedJune 30, 2018. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

The information in this Item 2.02, and Exhibit 99.1 to this Current Report on Form 8-K, shall not be deemed "filed" for the purposes of or otherwise subject to the liabilities under Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01	Financial Statements and Exhibits.
(d)	EXHIBITS.
<u>Exhibit No.</u>	Description
<u>99.1</u>	Press Release dated August 1, 2018

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.

CORENERGY INFRASTRUCTURE TRUST, INC.

Dated: August 1, 2018

By: /s/ David J. Schulte

David J. Schulte Chief Executive Officer and President

CorEnergy Announces Second Quarter 2018 Results

KANSAS CITY, MO - August 1, 2018 - CorEnergy Infrastructure Trust, Inc. ("CorEnergy" or the "Company") today announced financial results for the second quarter, ended June 30, 2018.

Second Quarter Performance Summary

Second quarter financial highlights are as follows:

	For the Three Months Ended						
	 June 30, 2018						
		Per Share					
	Total		Basic	Diluted			
Net Income (Attributable to Common Stockholders) ¹	\$ 5,413,974	\$	0.45	\$	0.45		
NAREIT Funds from Operations (NAREIT FFO) ¹	\$ 11,553,145	\$	0.97	\$	0.89		
Funds From Operations (FFO) ¹	\$ 12,213,745	\$	1.02	\$	0.94		
Adjusted Funds From Operations (AFFO) ¹	\$ 12,348,559	\$	1.04	\$	0.93		
Dividends Declared to Common Stockholders		\$	0.75				

¹ Management uses AFFO as a measure of long-term sustainable operational performance. NAREIT FFO, FFO, and AFFO are non-GAAP measures. Reconciliations of NAREIT FFO, FFO and AFFO, as presented, to Net Income Attributable to CorEnergy Stockholders are included at the end of this press release. See Note 1 for additional information.

Recent Developments

- <u>Maintained dividend</u>: Declared common stock dividend of \$0.75 per share for the second quarter 2018, in line with the previous eleven quarterly dividends
- <u>Pinedale LGS participating rents:</u> Continued receipt of participating rents on the Pinedale

LGS

Grand Isle Gathering System: Tenant, Energy XXI Gulf Coast, announced acquisition by Cox

Oil

• MoGas Pipeline: Filed its FERC rate case on May 31,

2018

• <u>Repurchase Program:</u> The Board of Directors authorized the repurchase of up to \$10 million of preferred stock over a period of 12 months, effective August 6, 2018. Any such repurchase will be subject to the covenants under our Credit Facility.

"The CorEnergy team was focused on portfolio management activities during the second quarter. We filed a general rate case with the FERC for our MoGas Pipeline and engaged in the evaluation of prospects for the Grand Isle Gathering System," said CorEnergy President and CEO Dave Schulte. "Success of our stewardship is exhibited in the \$1.1 million of participating rents CorEnergy received in the second quarter from the utilization of our Pinedale Liquids Gathering System. We expect to use excess cash flows such as these to reduce our leverage profile, and plan to implement repurchases of preferred shares to accomplish that goal."

Portfolio Update

Grand Isle Gathering System: On June 18, 2018, the tenant of our GIGS asset, Energy XXI Gulf Coast, announced a definitive agreement to be acquired by the privately-held Gulf of Mexico operator, Cox Oil, for approximately \$322 million. The transaction is expected to close in the third quarter 2018 and is subject to stockholder approval. Since the announcement of the acquisition, the Company and EGC have had no further discussions about CorEnergy assisting EGC in its efforts to generate adequate liquidity to fund further development.

<u>Pinedale LGS</u>: Despite actual and forward Rockies gas prices pressuring Ultra Petroleum's earnings and market capitalization, UPL continues to see promising results from its horizontal drilling program in the Pinedale field. The company plans to temporarily pause vertical well development and focus drilling on horizontal wells, due to their superior economic returns, and anticipates the development and drilling of 25 to 30 wells in 2018. Success in production resulted in utilization of the Pinedale LGS at levels which resulted in \$1.1 million of participating rents in the second quarter.

MoGas Pipeline: On May 31, 2018, MoGas filed a general rate case before the FERC. The proposed change in rates seeks to recover increases in capital, operating and maintenance expenditures incurred, mitigate decreased revenues from certain customer contracts and reflect changes in the corporate tax rate. The case is progressing as expected. MoGas anticipates the proposed revenue requirements would be approximately \$20 million annually, and that the requested rates will go into effect on December 1, 2018, subject to a refund upon final ruling.

Outlook

CorEnergy regularly assesses its ability to pay and grow its dividend to common stockholders above the current level of \$0.75 per quarter. The Company targets long-term revenue growth of 1-3% annually from existing contracts, through inflation-based and participating rent adjustments, and additional growth from acquisitions. There can be no assurance that any potential acquisition opportunities will result in consummated transactions.

Dividend Declaration

Common Stock: A second quarter 2018 dividend of \$0.75 per share was declared for CorEnergy's common stock. The dividend is payable on August 31, 2018, to stockholders of record on August 17, 2018.

<u>Preferred Stock</u>: For the Company's 7.375% Series A Cumulative Redeemable Preferred Stock, a cash dividend of \$0.4609375 per depositary share was declared. The preferred stock dividend, which equates to an annual dividend payment of \$1.84375 per depositary share, is payable on August 31, 2018, to stockholders of record on August 17, 2018.

Second Quarter Earnings Call

CorEnergy will host a conference call on Thursday, August 2, 2018, at 1:00 p.m. Central Time to discuss its financial results. Please dial into the call at 877-407-8035 (for international, 1-201-689-8035) approximately five to ten minutes prior to the scheduled start time. The call will also be webcast in a listen-only format. A link to the webcast will be accessible at <u>corenergy.reit</u>.

A replay of the call will be available until 1:00 p.m. Central Time on November 2, 2018 by dialing 877-481-4010 (for international, 1-919-882-2331). The Conference ID is 34308. A replay of the conference call will also be available on the Company's website.

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 receive long-term contracted revenue from operators of our assets, primarily under triple-net participating leases. For more information, please visit <u>corenergy.reit</u>.

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.

Notes

¹NAREIT FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, impairment losses of depreciable properties, real estate-related depreciation and amortization (excluding amortization of deferred financing costs or loan origination costs) and other adjustments for unconsolidated partnerships and non-controlling interests. Adjustments for non-controlling interests are calculated on the same basis. FFO as we have presented it here, is derived by further adjusting NAREIT FFO for distributions received from investment securities, income tax expense (benefit) from investment securities, net distributions and dividend income and net realized and unrealized gain or loss on other equity securities. CorEnergy defines AFFO as FFO Adjusted for Securities Investment plus (gain) loss on extinguishment of debt, provision for loan losses, net of tax, transaction costs, amortization of debt issuance costs, amortization of deferred lease costs, accretion of asset retirement obligation, income tax expense (benefit) unrelated to securities investments, non-cash costs associated with derivative instruments, and certain costs of a nonrecurring nature, less maintenance, capital expenditures (if any), amortization of debt premium, and other adjustments as deemed appropriate by Management. Reconciliations of NAREIT FFO, FFO Adjusted for Securities Investments and AFFO to Net Income Attributable to CorEnergy Stockholders are included in the additional financial information attached to this press release.

Contact Information:

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

Consolidated Balance Sheets

	 June 30, 2018		December 31, 2017
issets	 (Unaudited)		
Leased property, net of accumulated depreciation of \$82,749,089 and \$72,155,753	\$ 455,363,130	\$	465,956,467
Property and equipment, net of accumulated depreciation of \$14,312,665 and \$12,643,636	111,514,726		113,158,872
Financing notes and related accrued interest receivable, net of reserve of \$4,600,000 and \$4,100,000	1,000,000		1,500,000
Other equity securities, at fair value	2,091,181		2,958,315
Cash and cash equivalents	14,175,860		15,787,069
Deferred rent receivable	25,769,989		22,060,787
Accounts and other receivables	3,373,602		3,786,036
Deferred costs, net of accumulated amortization of \$956,999 and \$623,764	3,171,680		3,504,916
Prepaid expenses and other assets	1,068,526		742,154
Deferred tax asset, net	4,115,834		2,244,629
Goodwill	1,718,868		1,718,868
Total Assets	\$ 623,363,396	\$	633,418,113
ibilities and Equity			
Secured credit facilities, net of debt issuance costs of \$237,302 and \$254,646	\$ 38,998,698	\$	40,745,354
Unsecured convertible senior notes, net of discount and debt issuance costs of \$1,574,323 and \$1,967,917	112,425,677		112,032,083
Asset retirement obligation	9,426,350		9,170,493
Accounts payable and other accrued liabilities	2,512,598		2,333,782
Management fees payable	1,814,105		1,748,426
Income tax liability	36,971		2,204,626
Unearned revenue	5,321,069		3,397,717
Total Liabilities	\$ 170,535,468	\$	171,632,481
uity		<u></u>	
Series A Cumulative Redeemable Preferred Stock 7.375%, \$130,000,000 liquidation preference (\$2,500 per share, \$0.001 par value), 10,000,000 authorized; 52,000 issued and outstanding at June 30, 2018 and December 31, 2017	\$ 130,000,000	\$	130,000,000
Capital stock, non-convertible, \$0.001 par value; 11,933,774 and 11,915,830 shares issued and outstanding at June 30, 2018 and December 31, 2017 (100,000,000 shares authorized)	11,934		11,916
Additional paid-in capital	322,815,994		331,773,716
Total Equity	 452,827,928		461,785,632
Total Liabilities and Equity	\$ 623,363,396	\$	633,418,113

Consolidated Statements of Income and Comprehensive Income (Unaudited)

	For the Three Months Ended				For the Six Months Ended				
	June 30, 2018 June 30, 2017			June 30, 2017		June 30, 2018		June 30, 2017	
Revenue									
Lease revenue	\$	18,275,859	\$	17,050,092	\$	35,867,718	\$	34,116,618	
Transportation and distribution revenue		3,874,157		4,775,780		7,827,136		9,786,370	
Total Revenue		22,150,016		21,825,872		43,694,854		43,902,988	
Expenses									
Transportation and distribution expenses		1,534,524		1,362,980		3,107,420		2,698,550	
General and administrative		3,107,776		2,558,339		5,834,833		5,619,579	
Depreciation, amortization and ARO accretion expense		6,290,082		6,005,995		12,579,412		12,011,903	
Provision for loan losses		_		_		500,000		_	
Total Expenses		10,932,382		9,927,314		22,021,665		20,330,032	
Operating Income	\$	11,217,634	\$	11,898,558	\$	21,673,189	\$	23,572,956	
Other Income (Expense)									
Net distributions and dividend income	\$	55,714	\$	221,440	\$	59,665	\$	264,902	
Net realized and unrealized gain (loss) on other equity securities		(881,100)		614,634		(867,134)		70,426	
Interest expense		(3,196,248)		(3,202,837)		(6,406,838)		(6,657,234	
Total Other Expense		(4,021,634)		(2,366,763)		(7,214,307)		(6,321,906	
Income before income taxes		7,196,000		9,531,795		14,458,882		17,251,050	
Taxes									
Current tax expense (benefit)		(10,785)		57,651		(46,334)		23,891	
Deferred tax expense (benefit)		(604,064)		38,084		(1,013,341)		(260,762	
Income tax expense (benefit), net		(614,849)		95,735		(1,059,675)		(236,871	
Net Income		7,810,849		9,436,060		15,518,557		17,487,921	
Less: Net Income attributable to non-controlling interest		_		435,888		_		818,271	
Net Income attributable to CorEnergy Stockholders	\$	7,810,849	\$	9,000,172	\$	15,518,557	\$	16,669,650	
Preferred dividend requirements		2,396,875		2,123,129		4,793,750		3,160,238	
Net Income attributable to Common Stockholders	\$	5,413,974	\$	6,877,043	\$	10,724,807	\$	13,509,412	
			_						
Net Income	\$	7,810,849	\$	9,436,060	\$	15,518,557	\$	17,487,921	
Other comprehensive income:		.,,	•	-,,	•	,,	•	,	
Changes in fair value of qualifying hedges / AOCI attributable to CorEnergy									
stockholders		-		3,006		-		5,978	
Changes in fair value of qualifying hedges / AOCI attributable to non-contro interest	lling								
				702			-	1,396	
Net Change in Other Comprehensive Income	\$		\$	3,708	\$		\$	7,374	
Total Comprehensive Income		7,810,849		9,439,768		15,518,557		17,495,295	
Less: Comprehensive income attributable to non-controlling interest				436,590				819,667	
Comprehensive Income attributable to CorEnergy Stockholders	\$	7,810,849	\$	9,003,178	\$	15,518,557	\$	16,675,628	
Earnings Per Common Share:									
Basic	\$	0.45	\$	0.58	\$	0.90	\$	1.14	
Diluted	\$	0.45	\$	0.58	\$	0.90	\$	1.14	
Weighted Average Shares of Common Stock Outstanding:									
Basic		11,928,297		11,896,616		11,923,627		11,892,670	
Diluted		11,928,297		11,896,616		11,923,627		11,892,670	
Dividends declared per share	\$	0.750	\$	0.750	\$	1.500	\$	1.500	

Consolidated Statements of Cash Flows (Unaudited)

		For the Six Months Ended			
	J	une 30, 2018		June 30, 2017	
Operating Activities					
Net Income	\$	15,518,557	\$	17,487,921	
Adjustments to reconcile net income to net cash provided by operating activities:					
Deferred income tax, net		(1,013,341)		(260,762	
Depreciation, amortization and ARO accretion		13,286,595		12,949,644	
Provision for loan losses		500,000			
Non-cash settlement of accounts payable		—		(171,609	
Gain on sale of equipment		(3,724)			
Net distributions and dividend income, including recharacterization of income		—		148,649	
Net realized and unrealized (gain) loss on other equity securities		867,134		(70,426	
Unrealized gain on derivative contract		_		(16,453	
Common stock issued under directors' compensation plan		37,500		30,000	
Changes in assets and liabilities:					
Increase in deferred rent receivable		(3,709,202)		(3,588,136	
Decrease in accounts and other receivables		412,434		1,162,548	
(Increase) decrease in prepaid expenses and other assets		(326,372)		134,023	
Increase in management fee payable		65,679		10,301	
Increase (decrease) in accounts payable and other accrued liabilities		433,853		(53,621	
Decrease in current income tax liability		(2,167,655)		_	
Increase (decrease) in unearned revenue		(1,383,757)		29,695	
Net cash provided by operating activities	\$	22,517,701	\$	27,791,774	
Investing Activities					
Purchases of property and equipment		(47,883)		(13,745	
Proceeds from sale of property and equipment		11,499		_	
Return of capital on distributions received		_		61,828	
-	\$	(26.294)	¢	48,083	
Net cash (used in) provided by investing activities	<u>φ</u>	(36,384)	\$	40,003	
Financing Activities		(004.040)		(0.540	
Debt financing costs		(264,010)		(2,512	
Net offering proceeds on Series A preferred stock				71,170,611	
Dividends paid on Series A preferred stock		(4,793,750)		(3,433,984	
Dividends paid on common stock		(17,270,766)		(17,318,618	
Distributions to non-controlling interest		—		(480,488	
Payments on revolving line of credit		-		(44,000,000	
Principal payments on secured credit facilities	-	(1,764,000)	-	(4,389,261	
Net cash (used in) provided by financing activities	\$	(24,092,526)	\$	1,545,748	
Net Change in Cash and Cash Equivalents	\$	(1,611,209)	\$	29,385,605	
Cash and Cash Equivalents at beginning of period		15,787,069	-	7,895,084	
Cash and Cash Equivalents at end of period	\$	14,175,860	\$	37,280,689	
Supplemental Disclosure of Cash Flow Information					
Interest paid	\$	5,546,660	\$	5,777,328	
Income taxes paid (net of refunds)		2,121,321		132,202	
Non-Cash Financing Activities					
Change in accounts payable and accrued expenses related to debt financing costs	\$	(255,037)	\$	_	
Reinvestment of distributions by common stockholders in additional common shares		610,219		516,565	

NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation (Unaudited)

		For the Three Months Ended For the Six					Months Ended		
	J	June 30, 2018		June 30, 2017	J	lune 30, 2018		June 30, 2017	
Net Income attributable to CorEnergy Stockholders	\$	7,810,849	\$	9,000,172	\$	15,518,557	\$	16,669,650	
Less:									
Preferred Dividend Requirements		2,396,875		2,123,129		4,793,750		3,160,238	
Net Income attributable to Common Stockholders	\$	5,413,974	\$	6,877,043	\$	10,724,807	\$	13,509,412	
Add:									
Depreciation		6,139,171		5,822,383		12,277,590		11,644,679	
Less:									
Non-Controlling Interest attributable to NAREIT FFO reconciling items (1)		—		411,455		_		822,910	
NAREIT funds from operations (NAREIT FFO)	\$	11,553,145	\$	12,287,971	\$	23,002,397	\$	24,331,181	
Add:									
Distributions received from investment securities		55,714		252,213		59,665		475,379	
Less:									
Net distributions and dividend income		55,714		221,440		59,665		264,902	
Net realized and unrealized gain (loss) on other equity securities		(881,100)		614,634		(867,134)		70,426	
Income tax (expense) benefit from investment securities		220,500		(310,622)		241,987		(114,862)	
Funds from operations adjusted for securities investments (FFO)	\$	12,213,745	\$	12,014,732	\$	23,627,544	\$	24,586,094	
Add:									
Provision for loan losses, net of tax		—		—		500,000		—	
Transaction costs		24,615		211,269		56,896		470,051	
Amortization of debt issuance costs		353,637		468,871		707,181		937,742	
Amortization of deferred lease costs		22,983		22,983		45,966		45,966	
Accretion of asset retirement obligation		127,928		160,629		255,856		321,258	
Less:									
Non-cash settlement of accounts payable		—		171,609		—		171,609	
Non-cash gain (loss) associated with derivative instruments		—		(10,619)		—		16,453	
Income tax benefit		394,349		214,887		817,688		351,733	
Non-Controlling Interest attributable to AFFO reconciling items (1)		_		3,358		_		6,709	
Adjusted funds from operations (AFFO)	\$	12,348,559	\$	12,499,249	\$	24,375,755	\$	25,814,607	
Weighted Average Shares of Common Stock Outstanding:									
Basic		11,928,297		11,896,616		11,923,627		11,892,670	
Diluted		15,382,843		15,351,161		15,378,172		15,347,215	
NAREIT FFO attributable to Common Stockholders		10,002,010		10,001,101		.0,010,112		10,011,210	
Basic	\$	0.97	\$	1.03	\$	1.93	\$	2.05	
Diluted ⁽²⁾	\$	0.89	\$	0.94	\$	1.78	\$	1.87	
FFO attributable to Common Stockholders									
Basic	\$	1.02	\$	1.01	\$	1.98	\$	2.07	
Diluted ⁽²⁾	\$	0.94	\$	0.93	\$	1.82	\$	1.89	
AFFO attributable to Common Stockholders									
Basic	\$	1.04	\$	1.05	\$	2.04	\$	2.17	
Diluted ⁽³⁾	\$	0.93	\$	0.94	\$	1.84	\$	1.94	
(1) There is no noncontrolling interest outstanding for the three and six months ender			Ŧ		Ŧ		•		

(2) Diluted per share calculations include dilutive adjustments for convertible note interest expense, discount amortization and deferred debt issuance amortization.

(3) Diluted per share calculations include a dilutive adjustment for convertible note interest expense.