

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 19, 2021

**CorEnergy Infrastructure Trust, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland** **001-33292** **20-3431375**  
(State or other jurisdiction of incorporation or organization) (Commission File Number) (IRS Employer Identification No.)

**1100 Walnut, Ste. 3350 Kansas City, MO 64106**  
(Address of Registrant's Principal Executive Offices) (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))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange On Which Registered</u>
Common Stock, par value \$0.001 per share	CORR	New York Stock Exchange
7.375% Series A Cumulative Redeemable Preferred Stock	CORRPrA	New York Stock Exchange

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 3.03 Material Modification to Rights of Security Holders.**

On August 19, 2021, CorEnergy Infrastructure Trust, Inc. (the “Company”) filed Articles Supplementary (the “Articles Supplementary”) and Articles of Amendment (“Amendment”) with the Department of Assessments and Taxation of the State of Maryland (“SDAT”), which Articles Supplementary and Amendment were effective on filing. The Articles Supplementary classify an additional 86,100 authorized but unissued shares of the Company’s common stock, par value \$0.001 per share, as Class B Common Stock (the “Class B Common Stock”). After giving effect to the Articles Supplementary, the Company is authorized to issue 11,896,100 shares of Class B Common Stock, which includes the issuance of 683,761 shares of Class B Common Stock in connection with the Company’s previously disclosed internalization of its external manager on July 6, 2021 and the reservation of the remaining shares of Class B Common Stock issuable on the potential exchange of Class A-2 Units and Class A-3 Units of Crimson Midstream Holdings LLC (“Crimson”) following approval of the California Public Utility Commission to the acquisition of Crimson.

The additional shares of Class B Common Stock classified have identical terms to the shares of Class B Common Stock previously provided for by the Articles Supplementary filed by the Company with SDAT and filed as Exhibit 3.7 to the Company’s Current Report on Form 8-K filed on February 10, 2021, subject to the effect of the Amendment as described below.

The Amendment revises the rights of holders of Class B Common Stock to receive dividends. Subject to preferences that may apply to any shares of preferred stock outstanding at the time, following the Amendment the holders of the Class B Common Stock will be entitled to receive dividends to the extent authorized by the Company’s Board of Directors and declared by the Company. That formula, as originally set forth in the Class B Common Articles Supplementary as filed on February 4, 2021 and described in the Company’s Form 8-K filed February 10, 2021, was modified by the Amendment filed such that, for each fiscal quarter of the Company beginning with the fiscal quarter ending June 30, 2021 through and including the fiscal quarter ending March 30, 2024, the shares of Class B Common Stock will be entitled to receive dividends (“Class B Dividends”) in any quarter at the discretion of the Company’s Board of Directors equal to the quotient of (i) difference of (A) cash available for distribution (“CAFD”) of the most recently completed quarter and (B) 1.25 multiplied by the base dividend established for the Common Stock as set forth in the Class B Common Articles Supplementary, divided by (ii) shares of Class B Common Stock issued and outstanding multiplied by 1.25. In no event will the Class B Dividend per share be greater than the dividends per share authorized by the Board of Directors and declared with respect to the Common Stock. As is the case for the Company’s Common Stock, Class B Dividends are not cumulative.

The current holders of the Class B Common Stock unanimously approved the changes to the rights of the holders of the Class B Common Stock to receive dividends as reflected in the Amendment filed with the SDAT on August 19, 2021.

The foregoing description of the Articles Supplementary is qualified in its entirety by reference to the Articles Supplementary, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 3.2 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 9.01 Financial Statements and Exhibits.**

(d) EXHIBITS.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Articles Supplementary for Class B Common Stock filed August 19, 2021.</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Articles of Amendment for Class B Common Stock filed August 19, 2021.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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: August 25, 2021

By: /s/ Rebecca M. Sandring

Rebecca M. Sandring

Secretary

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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 100,000,000 shares of common stock, par value \$0.001 per share ("Common Stock"), and authorizes the Board of Directors of the Corporation (the "Board of Directors") to reclassify any unissued shares of Common Stock 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 86,100 unissued shares of Common Stock (the "Additional Shares") as additional "Class B Common Stock" (the "Class B Common Stock"), having the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption of the Class B Common 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 Class B Common Stock that the Corporation has authority to issue is 11,896,100 shares.

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

FIFTH: The undersigned Executive Chairman, CEO and 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 Executive Chairman, CEO and 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 in its name and on its behalf by its Executive Chairman, CEO and President and attested to by its Secretary as of August 18, 2021.

COREENERGY INFRASTRUCTURE  
TRUST, INC.

By: /s/ David J. Schulte

Name: David J. Schulte

Title: Executive Chairman, CEO and  
President

ATTEST:

/s/ Rebecca M. Sandring

Name: Rebecca M. Sandring  
Title: Secretary

[Signature Page to Articles Supplementary (Class B Common Stock)]

**COREENERGY INFRASTRUCTURE TRUST, INC.****ARTICLES OF AMENDMENT**

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

FIRST: Section 3(a) of the Articles Supplementary Establishing and Fixing the Rights and Preferences of the Class B Common Stock, filed by the Corporation with the SDAT effective as of 12:02 p.m., Eastern Time, on February 4, 2021, is hereby deleted in its entirety and replaced with the following:

(a) Subject to the preferential rights of the holders of any class or series of equity securities of the Corporation ranking senior to the Class B Common Stock as to dividends, the holders of the then outstanding Class B Common Stock shall be entitled to receive, when, as and if authorized by the Board of Directors and declared by the Corporation, out of funds legally available for the payment of dividends, cash dividends in accordance with the provisions of this Section 3(a). For each fiscal quarter of the Corporation beginning with the fiscal quarter ending June 30, 2021 through and including the fiscal quarter ending on March 30, 2024, each share of Class B Common Stock shall be entitled to receive dividends, subject to Board approval, equal to the quotient of (i) difference of (A) CAFD of the most recently completed quarter and (B) 1.25 multiplied by the Common Stock Base Dividend, divided by (ii) shares of Class B Common Stock issued and outstanding multiplied by 1.25. Provided however, that in no event shall shares of Class B Common Stock be entitled to receive dividends in an amount per share that is greater than any dividends per share authorized by the Board of Directors and declared with respect to the Common Stock. For the avoidance of doubt, as is the case with Common Stock, dividends declared and payable with respect to the Class B Common Stock shall not be cumulative. Holders of Class B Common Stock are not entitled to receive dividends paid on such Class B Common Stock if such shares were not issued and outstanding on the record date established by the Corporation’s Board of Directors with respect to any such dividend.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation entitled to vote on the matter.

THIRD: The undersigned Executive Chairman, CEO and President of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Executive Chairman, CEO and 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 of Amendment to be executed in its name and on its behalf by its Executive Chairman, CEO and President and attested to by its Secretary as of August 18, 2021.

COREENERGY INFRASTRUCTURE  
TRUST, INC.

By: /s/ David J. Schulte  
Name: David J. Schulte  
Title: Executive Chairman, CEO and  
President  
ATTEST:

/s/ Rebecca M. Sandring  
Name: Rebecca M. Sandring  
Title: Secretary

[Signature Page to Articles of Amendment (Class B Common Stock)]