

BOSTON OMAHA CORP

FORM 8-K (Current report filing)

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Address	1411 HARNEY ST. SUITE 200 OMAHA, NE, 68102
Telephone	857-256-0079
CIK	0001494582
Symbol	BOMN
SIC Code	6510 - Real Estate Operators (No Developers) and Lessors
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): January 5, 2018

BOSTON OMAHA CORPORATION (formerly known as REO PLUS, INC.)
(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction of Incorporation)

001-38113
(Commission File Number)

27-0788438
(IRS Employer Identification Number)

(Address and telephone number of principal executive offices, including zip code)

1411 Harney St., Suite 200
Omaha, Nebraska 68102

(857) 256-0079

(Former name or address, if changed since last report)
Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of Registrant under any of the following provisions (see General Instruction A.2. below):

- 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01 Other Items

On January 5, 2018, Boston Omaha Corporation (“the Company”) issued a press release entitled “Boston Omaha Corporation Announces \$10 Million Investment in Dream Finders Holdings LLC.” Dream Finders Holdings LLC is the parent company of Dream Finders Homes, LLC, a national home builder with operations in Florida, Texas, Georgia, Colorado and the greater northern Virginia and Maryland areas. The full text of the press release is attached to this Report on Form 8-K as Exhibit 99.1. The press release was also simultaneously filed on the Company’s website. The information in this Item 8.01 of this Form 8-K and Exhibit 99.1 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	<u>Press release dated January 5, 2018 titled “Boston Omaha Corporation Announces \$10 Million Investment in Dream Finders Holdings LLC.”</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOSTON OMAHA CORPORATION
(Registrant)

By : /s/ Joshua P. Weisenburger
Joshua P. Weisenburger,
Chief Financial Officer

Date: January 5, 2018

Boston Omaha Corporation Announces \$10 Million Investment in Dream Finders Holdings LLC

OMAHA, Neb.--(BUSINESS WIRE)--Boston Omaha Corporation (NASDAQ: BOMN) (“Boston Omaha” or the “Company”) announces its recent \$10 million equity investment in Dream Finders Holdings LLC (“DF Holdings”), the parent company of Dream Finders Homes LLC, a national homebuilder with operations in Florida, Colorado, Georgia, Maryland, South Carolina, Texas and northern Virginia. In addition to its homebuilding operations, DF Holdings’ subsidiaries provide mortgage loan origination and title insurance services to homebuyers.

“We are excited to invest in Patrick Zalupski and the team at Dream Finders Homes after watching them grow over the last several years while earning attractive returns on incremental capital and maintaining a disciplined land option model approach to their business. We look forward to what they can accomplish over the coming decade in what we believe could be a more conducive environment for single family construction,” said Boston Omaha’s Co-Chief Executive Officer Adam Peterson.

The investment consists of the issuance of new non-voting common units of DF Holdings, constituting approximately 5% of DF Holdings’ outstanding equity interests. The terms of the investment imply a \$200 million purchase price valuation and provide for the potential issuance to Boston Omaha of additional non-voting common units if DF Holdings does not achieve consolidated net income in excess of \$60 million for the 2018 and 2019 fiscal years combined. The issuance of additional non-voting common units would be based on the resetting of the purchase price valuation to \$140 million. In addition, the agreement provides that DF Holdings may not take certain actions without the consent of Boston Omaha. Finally, all non-voting common units will convert to voting common stock in the event that DF Holdings conducts an initial public offering.

About Boston Omaha Corporation

Boston Omaha Corporation is a public company engaged in several lines of business, including outdoor advertising and surety insurance, and maintains investments in several real estate services ventures.

Forward-Looking Statements

Matters discussed in this press release may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. The Company desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. The words “believe,” “anticipate,” “intends,” “estimate,” “forecast,” “project,” “plan,” “potential,” “may,” “should,” “expect” “pending” and similar expressions identify forward-looking statements. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, our management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

Contacts

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