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## Section 1: 8-K (8-K)

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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 23, 2019

**Strategic Realty Trust, Inc.**

(Exact name of Registrant specified in its Charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**000-54376**

(Commission File Number)

**90-0413866**

(IRS Employer  
Identification No.)

66 Bovet Road, Suite 100  
San Mateo, California, 94402

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (650) 343-9300

(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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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 8.01. Other Events.**

On April 23, 2019, Strategic Realty Trust, Inc. (the "Company") approved recommending to its stockholders that they reject a tender offer expected to be made by affiliates of MacKenzie Capital Management, LP for shares of the Company's common stock. The Company will post a letter to shareholders concerning this recommendation on its website [srtreit.com](http://srtreit.com), appearing as Exhibit 99.1, on or about May 1, 2019.

**Item 9.01. Financial Statements and Exhibits.**

**Exhibit Number**

**Description**

[99.1](#)

Strategic Realty Trust, Inc. Response to Tender Offer

## 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.

STRATEGIC REALTY TRUST, INC.

Dated: May 2, 2019

By: /s/ Andrew Batinovich  
Andrew Batinovich  
Chief Executive Officer

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## Section 2: EX-99.1 (EXHIBIT 99.1)



May 1, 2019

**Re: Tender offer by a third party for Strategic Realty Trust, Inc. shares**

Dear Investor:

You may soon receive correspondence from MacKenzie Realty Capital, Inc. (the "Bidder") relating to a tender offer to purchase your shares of Strategic Realty Trust, Inc. (the "REIT"). The Bidder has informed us that its offer price will be \$4.02 per share. **We believe the Bidder's offer price is substantially below the value of your shares and recommend against selling shares at that price.** As you may recall, we estimated the value of the shares of our common stock as \$6.04 per share as of April 30, 2018. For more information about the REIT's valuation, see pp. 25-30 of the REIT's Annual Report on Form 10-K filed with SEC on March 19, 2019.

To decline the Bidder's tender offer, simply ignore it. You do not need to respond to anything.

Please be aware that the Bidder is in no way affiliated with the REIT, SRT Advisor LLC or Glenborough LLC.

We urge you to consult your financial advisor and exercise caution with respect to this and other mini-tender offers. Mini-tender offers are offers to purchase less than 5% of a company's outstanding shares. The SEC has cautioned investors about offers of this nature. Additional information about mini-tender offers is available on the SEC's website at [www.sec.gov/investor/pubs/minitend.htm](http://www.sec.gov/investor/pubs/minitend.htm).

If you have any questions related to the tender offer, please contact us at (650) 343-9300.

We thank you for your investment in the REIT.

Sincerely,

A handwritten signature in black ink, appearing to read 'A. Batinovich', is written over a thin horizontal line.



Andrew Batinovich  
*Chief Executive Officer*

66 Bovet Road, Suite 100, San Mateo, CA 94402 - 650-343-9300  
[www.srtreit.com](http://www.srtreit.com)

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