

Owens Realty Mortgage, Inc.
Form 8-K/A
March 23, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1933

Date of Report (Date of earliest event reported): March 14, 2016

OWENS REALTY MORTGAGE, INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

000-54957
(Commission
File Number)

46-0778087
(IRS Employer
Identification No.)

2221 Olympic Boulevard
Walnut Creek, California
(Address of Principal Executive Offices)

94595
(Zip Code)

Registrant's telephone number, including area code: (925) 935-3840

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 (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)

Edgar Filing: Owens Realty Mortgage, Inc. - Form 8-K/A

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))

EXPLANATORY NOTE

This Report is being filed as an amendment (this “Amendment No. 1”) to the Current Report on Form 8-K filed by Owens Realty Mortgage, Inc. (the “Company”) with the Securities and Exchange Commission on March 14, 2016 (the “Original Filing”).

This Amendment No. 1 is being filed to correct errors in the press release furnished as Exhibit 99.1 to the Original Filing announcing financial results for the quarter and year ended December 31, 2015. The only changes to the original press release are corrections: (1) in the “Fourth Quarter 2015 Financial Highlights” section on page 1 of the release to report FFO of \$2,843,455, or \$0.28 per diluted common share and AFFO of \$796,522, or \$0.08 per diluted common share for the quarter ending December 31, 2015; and (2) in the table that reconciles FFO and AFFO to comparable GAAP financial measures (on pages 4 and 5 of the release) to report that: (a) FFO attributable to common stockholders was \$2,843,455 in the fourth quarter of 2015 and \$4,196,983 in the fourth quarter of 2014; (b) basic and diluted FFO per common share was \$0.28 in the fourth quarter of 2015 and \$0.39 in the fourth quarter of 2014; (c) AFFO attributable to common stockholders was \$796,522 in the fourth quarter of 2015 and \$1,500,889 in the fourth quarter of 2014; and (d) that basic and diluted AFFO per common share was \$0.08 in the fourth quarter of 2015 and \$0.14 in the fourth quarter of 2014. The corrected press release is attached as Exhibit 99. 1 to this Amendment No. 1. This Amendment No. 1 is not intended to, nor does it, reflect events occurring after the furnishing of the Original Filing, and except as described in this paragraph, there are no corrections to any GAAP financials, non-GAAP financials or other information included in the press release. The Original Filing is hereby amended and restated in its entirety.

Item 2.02 Results of Operations and Financial Condition

A copy of the Company’s press release announcing, among other things, the Company’s financial results for the fourth quarter and year ended December 31, 2015, which press release has been revised to reflect the corrections described in the Explanatory Note above, is furnished as Exhibit 99.1 and incorporated herein by reference.

The attached press release contains “non-GAAP financial measures” as defined in Item 10 of Regulation S-K of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In the press release, the Company has provided reconciliations of the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with generally accepted accounting principles in the United States.

The information in this Item 2.02 of Form 8-K, including all accompanying exhibits, is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure

Concurrent with the issuance of the original press release on March 14, 2016, an updated investor slide presentation titled “Real Estate Portfolio Report” that provides information about the Company’s real estate asset portfolio was posted in the “Investor Relations” area of the Company’s website.

Forward-Looking Statements

This Current Report (including information included or incorporated by reference herein) contains “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements about the Company's plans, strategies, prospects, and anticipated events, including the transactions or other items discussed in this Current Report, are based on current information, estimates, and projections; they are subject to risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ from expectations, estimates and projections and, consequently, readers should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "target," "assume," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believe," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements.

Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statement to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based. Additional information concerning these and other risk factors is contained in the Company's most recent filings with the Securities and Exchange Commission including those appearing under the heading "Item 1A. Risk Factors" in the Company's most recent Annual Report on Form 10-K and each subsequent Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements concerning the Company or matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit

| No. | Description |
|------|--|
| 99.1 | Revised Press Release dated March 14, 2016 announcing the Company's financial results for the fourth quarter and year ended December 31, 2015. |

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 thereunto duly authorized.

OWENS REALTY MORTGAGE, INC.,
a Maryland corporation

Dated: March 23, 2016

By: /s/ Bryan H. Draper

Name: Bryan H. Draper

Title: President and Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 99.1 | Revised Press Release dated March 14, 2016 announcing the Company's financial results for the fourth quarter and year ended December 31, 2015. |