
**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**

**March 30, 2018
Date of Report (Date of earliest event reported)**

PLYMOUTH INDUSTRIAL REIT, INC.

(Exact Name of Registrant as Specified in Its Charter)

MARYLAND
(State or Other Jurisdiction
of Incorporation)

001-38106
(Commission
File Number)

27-5466153
(IRS Employer
Identification No.)

**260 Franklin Street, 6th Floor
Boston, MA 02110**
(Address of Principal Executive Offices) (Zip Code)

(617) 340-3814
(Registrant's Telephone Number, Including Area Code)

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)
- 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 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 1.01 Entry into a Material Definitive Agreement.

Effective March 29, 2018, Plymouth Industrial REIT, Inc. (the “Company”) and DOF IV REIT Holdings, LLC (“DOF Holdings”), an entity managed by Torchlight Investors, LLC and the lender under the Company’s Mezzanine Loan Agreement, entered into an amendment (the “Amendment”) to the Stockholders Agreement (the “Stockholders Agreement”) entered into among the Company, DOF Holdings and DOF IV Plymouth PM, LLC (together with DOF Holdings, the “Torchlight Entities”) concurrently with the closing of the Company’s initial listed public offering. The Stockholders Agreement established various arrangements and restrictions with respect to governance of the Company and certain rights granted to the Torchlight Entities while they maintained beneficial ownership of at least 2.5% of the Company’s common stock. The Amendment amended the Stockholders Agreement to terminate all rights under the Stockholders Agreement other than customary registration rights relating to the shares of the Company’s common stock that may be issued upon the exercise of warrants held by DOF Holdings. Concurrently with the execution of the Amendment, the Company repurchased, in a privately negotiated transaction, the 263,158 shares common stock that had been issued to the Torchlight Entities concurrently with the closing of the Company’s initial listed public offering for an aggregate purchase price of \$5 million.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment to Stockholders Agreement</u>

SIGNATURES

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

PLYMOUTH INDUSTRIAL REIT, INC.

Date: April 4, 2018

By: /s/ Jeffrey E. Witherell

Jeffrey E. Witherell

Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment to Stockholders Agreement

AMENDMENT TO STOCKHOLDERS AGREEMENT

THIS AMENDMENT TO STOCKHOLDERS AGREEMENT (this “Amendment”) is entered into as of March 29, 2018, by and among Plymouth Industrial REIT, Inc., a Maryland corporation (the “Company”), and DOF IV REIT Holdings, LLC, a Delaware limited liability company (“DOF Holdings”), and consented to by DOF IV Plymouth PM, LLC, a Delaware limited liability company (“DOF Plymouth”).

RECITALS

WHEREAS, the Company, DOF Holdings and DOF Plymouth entered into that certain Stockholders Agreement, dated as of June 8, 2017 (the “Stockholders Agreement”), pursuant to which the parties thereto set forth, among other things, their respective rights and responsibilities with respect to actions that may or may not be taken with respect to the Shares and the governance of the Company;

WHEREAS, concurrently with the execution of the Stockholders Agreement, the Company, DOF Holdings and DOF Plymouth entered into that certain Private Placement Agreement, dated as of June 8, 2017, pursuant to which the Company issued \$5,000,000 of its shares of common stock, par value \$0.01 per share (the “Initial Shares”), to DOF Plymouth;

WHEREAS, on July 11, 2017, DOF Plymouth transferred the Initial Shares to DOF Holdings and subsequent to such transfer, DOF Plymouth no longer owned any equity interests in the Company;

WHEREAS, concurrently with the execution of this Amendment, the Company is purchasing the Initial Shares from DOF Holdings for an aggregate consideration of \$5,000,000; and

WHEREAS, the Company and DOF Holdings desire to amend the terms of the Stockholders Agreement as set forth herein.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Section 1. **Definitions.** Capitalized terms used by not otherwise defined herein shall have the meanings set forth in the Stockholders Agreement.

Section 2. **Amendments to the Stockholders Agreement.**

2.1. Article II of the Stockholders Agreement is hereby deleted in its entirety.

2.2. Article III of the Stockholders Agreement is hereby deleted in its entirety.

Section 3. **Authorization.** Each of the Company and DOF Holdings represents and warrants that such Person has been duly authorized to execute and deliver this Amendment.

Section 4. **Ratification of Stockholders Agreement.** Each of the Company and DOF Holdings hereby agrees that (i) except as otherwise specifically provided in this Amendment, the terms, conditions and provisions of the Stockholders Agreement remain unmodified and in full force and effect and (ii) the terms, conditions and provisions of the Stockholders Agreement, as modified by this Amendment, are hereby ratified, affirmed and confirmed.

Section 5. **Ratification of Stockholder Agreement.** This Amendment and the Stockholders Agreement, as modified by this Amendment, contain the entire agreement between the parties hereto as to the subject matter hereof and there are no other terms, obligations, covenants, representations, warranties, statements or conditions, oral or otherwise, of any kind, except as set forth herein or therein. All prior communications, negotiations, course of conduct, agreements and understandings, whether oral or written, with respect to the subject matter hereof, are hereby merged into this Amendment and the Stockholders Agreement.

Section 6. **Counterparts.** This Amendment may be executed in counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute the same agreement.

[Signature page appears on the following page.]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Stockholders Agreement as of the date written above.

PLYMOUTH INDUSTRIAL REIT, INC.,
a Maryland corporation

By: /s/ Pendleton P. White, Jr.
Name: Pendleton P. White, Jr.
Title: President

DOF IV REIT HOLDINGS, LLC,
a Delaware limited liability company

By: /s/ Robert A. Del Monaco
Name: Robert A. Del Monaco
Title: Authorized Signatory

**ACKNOWLEDGED AND CONSENTED
TO BY:**

DOF IV PLYMOUTH PM, LLC,
a Delaware limited liability company

By: /s/ Robert A. Del Monaco
Name: Robert A. Del Monaco
Title: Authorized Signatory