

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

**FORM 8-K/A**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**July 23, 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.

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### Explanatory Note

This Current Report on Form 8-K/A amends Item 1.01 of the original Form 8-K filed by Plymouth Industrial REIT, Inc. (the “Company”) on July 23, 2018 (the “Prior Report”) to revise the disclosure in Item 1.01 and to include an additional exhibit.

#### **Item 1.01 Entry into a Material Definitive Agreement.**

The reference to the Company’s offering being made pursuant to a registration statement on Form S-11 in Item 1.01 of the Prior Report is hereby revised to state that the offering was made pursuant to a registration statement on Form S-3 filed with the Securities and Exchange Commission (the “SEC”) on July 2, 2018 (File No. 333-226050), as amended on July 9, 2018, which was declared effective by the SEC on July 12, 2018, and a prospectus supplement, dated July 19, 2018, filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

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

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Winston &amp; Strawn LLP</a>
23.1	<a href="#">Consent of Winston &amp; Strawn LLP</a> (included in Exhibit 5.1)

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**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.

Date: July 23, 2018

PLYMOUTH INDUSTRIAL REIT, INC.

By:           /s/ Jeffrey E. Witherell            
Jeffrey E. Witherell  
Chief Executive Officer



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July 23, 2018

Board of Directors  
Plymouth Industrial REIT, Inc.  
260 Franklin Street, Suite 700  
Boston, Massachusetts 02110Re: Shelf Registration Statement on Form S-3

Ladies and Gentlemen:

We are acting as counsel to Plymouth Industrial REIT, Inc., a Maryland corporation (the “Company”), in connection with the registration, pursuant to a Registration Statement on Form S-3 (File No. 333-226050) (the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), of the offering and sale by the Company of 1,267,834 shares (including 165,770 shares subject to the Underwriters’ (as defined below) option to purchase additional shares ) (the “Shares”) of the Company’s common stock, par value \$0.01 per share (“Common Stock”), pursuant to the terms of an underwriting agreement, dated July 19, 2018 by and between the Company and D.A. Davidson & Co., as representative of the several underwriters named therein (the “Underwriters”). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

As counsel for the Company, we have examined the Registration Statement, the prospectus and prospectus supplement forming a part thereof and originals or copies, certified or otherwise identified to our satisfaction, of such agreements, instruments, documents, certificates and records as we have deemed relevant and necessary for the basis of our opinions hereinafter expressed. In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, instruments, documents, certificates and records that we have reviewed; and (iv) the legal capacity of all natural persons. As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established or verified the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Shares have been duly authorized and validly issued and are fully paid and non-assessable.

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July 23, 2018

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This opinion letter is based as to matters of law solely on the Maryland General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules or regulations. As used herein, the term "Maryland General Corporation Law, as amended" includes the statutory provisions contained therein, all applicable provisions of the Maryland Constitution and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to a Current Report on Form 8-K/A filed by the Company with the Commission, to the incorporation by reference of this letter into the Registration Statement and to the use of our name in the Prospectus dated July 12, 2018, Preliminary Prospectus Supplement dated July 18, 2018 and the Final Prospectus Supplement dated July 19, 2018, forming a part of the Registration Statement, under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Winston & Strawn LLP

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Winston & Strawn LLP