

**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**

**August 10, 2021
Date of Report (Date of earliest event reported)**

PLYMOUTH INDUSTRIAL REIT, INC.

(Exact Name of Registrant as Specified in Its Charter)

MARYLAND
I(State or Other Jurisdiction
of Incorporation)

001-38106
(Commission
File Number)

27-5466153
(IRS Employer
Identification No.)

20 Custom House Street, 11th 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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	PLYM	New York Stock Exchange
7.50% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share	PLYM-PrA	NYSE American

Item 1.01 Entry into a Material Definitive Agreement.

On August 10, 2021, Plymouth Industrial REIT, Inc. (the "Company") and Plymouth Industrial OP, LP, the Company's operating partnership (the "Operating Partnership"), entered into an amendment to the Distribution Agreement (the "Distribution Agreement") with KeyBanc Capital Markets Inc., Robert W. Baird & Co. Incorporated, Barclays Capital Inc., Berenberg Capital Markets LLC, BMO Capital Markets Corp., Capital One Securities, Inc., JMP Securities LLC, J.P. Morgan Securities, LLC, National Securities Corporation and Wedbush Securities Inc. The purpose of the amendment to the Distribution Agreement was to, among other things, reference the Company's shelf registration statement on Form S-3 (333-257006) that was filed with the Securities and Exchange Commission on June 11, 2021 (the "Registration Statement").

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of any offer to buy the securities discussed herein, nor shall there be any offer, solicitation or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The foregoing description of the material terms of the Amendment is qualified in its entirety by reference to the full Amendment, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
Exhibit 1.1.	<u>Amendment to Distribution Agreement, dated August 10, 2021, by and among Plymouth Industrial REIT, Inc., Plymouth Industrial OP, LP and the Sales Agents named therein</u>
Exhibit 5.1.	<u>Opinion of Venable LLP regarding the legality of the shares offered</u>
Exhibit 23.1.	<u>Consent of Venable LLP</u> (included in Exhibit 5.1)
Exhibit 104	Cover Page Interactive Data File (formatted as inline XBRL)

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: August 10, 2021

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

PLYMOUTH INDUSTRIAL REIT, INC.

Common Stock
(\$0.01 par value)

AMENDMENT NO. 1 TO THE DISTRIBUTION AGREEMENT

August 10, 2021

KeyBanc Capital Markets, Inc.
127 Public Square, 4th Floor
Cleveland, Ohio 44114

Capital One Securities, Inc.
299 Park Avenue, 29th & 31st Floor
New York, New York 10171

Robert W. Baird & Co. Incorporated
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

JMP Securities LLC
450 Park Avenue, 5th Floor
New York, NY 10022

Barclays Capital Inc.
745 Seventh Avenue
New York, New York 10019

J.P. Morgan Securities LLC
383 Madison Avenue
New York, New York 10179

Berenberg Capital Markets LLC
1251 Avenue of the Americas, 53rd Floor
New York, NY 10020

National Securities Corporation
200 Vesey Street, 25th Floor
New York, NY 10281

BMO Capital Markets Corp.
3 Times Square
New York, New York 10036

Wedbush Securities Inc.
1000 Wilshire Blvd.
Los Angeles, CA 90017

Ladies and Gentlemen:

Reference is made to the Distribution Agreement, dated May 26, 2021 (the “Agreement”), by and among Plymouth Industrial REIT, Inc., a Maryland corporation (the “Company”), and Plymouth Industrial OP LP, a Delaware limited partnership (the “Operating Partnership”), and KeyBanc Capital Markets, Inc., Robert W. Baird & Co. Incorporated, Barclays Capital Inc., Berenberg Capital Markets LLC, BMO Capital Markets Corp., Capital One Securities, Inc., JMP Securities LLC, J.P. Morgan Securities LLC, National Securities Corporation and Wedbush Securities Inc., as agents (the “Agents”). On June 11, 2021, the Company and the Operating Partnership filed with the Securities and Exchange Commission (the “Commission”) a registration statement on Form S-3 (File No. 333-257006) (the “Registration Statement”), in respect of certain of the Company’s and the Operating Partnership’s securities, in anticipation of the expiration of the Company’s registration statement on Form S-3 (File No. 333-226438) (the “Expiring Registration Statement”). The Parties wish to amend the Agreement to reference the Registration Statement instead of the Expiring Registration Statement (this “Amendment”). The Parties therefore hereby agree as follows:

-
1. Commission File Number. The Agreement is hereby amended so that the reference to the Commission file number of the registration statement on Form S-3 filed by the Company with the Commission shall be file number 333-257006.
 2. Effective Date. The Agreement is hereby amended to reflect that the effective date of the Registration Statement is June 24, 2021.
 3. Maximum Amount. The Agreement is hereby amended to reflect that the Maximum Amount of shares of the Company’s common stock that may be issued and sold from time to time by the Company, in the manner and subject to the terms and conditions of the Agreement, as amended by this Amendment, is \$82,288,000.
 4. Governing Law; Forum. This Amendment and all the rights and obligations of the parties shall be governed by and construed in accordance with the laws of the State of New York applicable to agreements made and to be performed in such State. Any suit, action or proceeding brought by the Company against any of the agents referenced above in connection with or arising under this Amendment shall be brought solely in the state or federal court of appropriate jurisdiction located in the Borough of Manhattan, The City of New York.
 5. Counterparts. This Amendment may be signed in counterparts (which may include counterparts delivered by any standard form of telecommunication), each of which shall be an original and all of which together shall constitute one and the same instrument.
 6. Agreement Remains in Effect. Except as provided herein, all provisions, terms and conditions of the Agreement shall remain in full force and effect. As amended hereby, the Agreement is ratified and confirmed in all respects.
 7. Terms used herein but not otherwise defined are used herein as defined in the Agreement.

If the foregoing is in accordance with your understanding of our agreement, please sign and return to the Company a counterpart hereof; whereupon this instrument, along with all counterparts, will become a binding agreement among the Agents and the Company in accordance with its terms.

Very truly yours,

PLYMOUTH INDUSTRIAL REIT, INC.

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

PLYMOUTH INDUSTRIAL OP LP

By: Plymouth Industrial REIT, Inc., its general partner
By: /s/ Pendleton P. White, Jr.
Name: Pendleton P. White, Jr.
Title: President

[Distribution Agreement Amendment No. 1 Signature Page]

The foregoing Amendment No. 1 to the Agreement is hereby confirmed and accepted as of the date first written above.

KEYBANC CAPITAL MARKETS, INC.

By: /s/ Paul Hodermarsky
Name: Paul Hodermarsky
Title: Managing Director, Equity Capital Markets

ROBERT W. BAIRD & CO. INCORPORATED

By: /s/ Christopher Walter

Name: Christopher Walter
Title: Managing Director

BARCLAYS CAPITAL INC.

By: /s/ Nicholas Cunningham
Name: Nicholas Cunningham
Title: Managing Director

BERENBERG CAPITAL MARKETS LLC

By: /s/ Zachary Brantley
Name: Zachary Brantley
Title: Head of U.S. Investment Banking

By: /s/ Matt Rosenblatt
Name: Matt Rosenblatt
Title: CCO & Ops Principal

BMO CAPITAL MARKETS CORP.

By: /s/ Eric Dobi
Name: Eric Dobi
Title: Managing Director

CAPITAL ONE SECURITIES, INC.

By: /s/ Gregory Horstman
Name: Gregory Horstman
Title: Managing Director

[Distribution Agreement Amendment No. 1 Signature Page]

JMP SECURITIES LLC

By: /s/ Eric Clark
Name: Eric Clark
Title: Director

J.P. MORGAN SECURITIES LLC

By: /s/ Stephanie Little
Name: Stephanie Little
Title: Executive Director

NATIONAL SECURITIES CORPORATION

By: /s/ Jonathan Rich
Name: Jonathan Rich
Title: Executive Vice President

WEDBUSH SECURITIES INC.

By: /s/ Francis Paulino
Name: Francis Paulino
Title: Managing Director

[Distribution Agreement Amendment No. 1 Signature Page]



750 E. PRATT STREET SUITE 900 BALTIMORE, MD 21202
 T 410.244.7400 F 410.244.7742 www.Venable.com

August 10, 2021

Plymouth Industrial REIT, Inc.
 Suite 600
 260 Franklin Street
 Boston, Massachusetts 02110

Re: Registration Statement on Form S-3 (File No. 333-257006)

Ladies and Gentlemen:

We have served as Maryland counsel to Plymouth Industrial REIT, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the registration of up to \$82,288,000 aggregate offering price in shares (the “Shares”) of common stock, \$0.01 par value per share, of the Company (the “Common Stock”), covered by the above-referenced Registration Statement, and all amendments thereto (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”). The Shares are to be issued from time to time pursuant to the Prospectus Supplement (as defined herein) in one or more transactions deemed to be “at the market” offerings (each, an “Offering” and, collectively, the “Offerings”) under Rule 415 of the 1933 Act.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (herein collectively referred to as the “Documents”):

1. The Registration Statement;
2. The Prospectus, dated June 24, 2021, as supplemented by a Prospectus Supplement, dated August 10, 2021 (the “Prospectus Supplement”), filed with the Commission pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;
3. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
4. The Second Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;



Plymouth Industrial REIT, Inc.
 August 10, 2021
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5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
6. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, (a) the authorization of the sale, issuance and registration of the Shares and (b) the delegation to certain officers of the Company (the “Authorized Officers”) of the power to determine, subject to certain parameters, the number of Shares and the offering price of each Share to be sold in each Offering (the “Resolutions”), certified as of the date hereof by an officer of the Company;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and
8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.



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5. The Shares will not be issued or transferred in violation of any restriction or limitation on transfer and ownership of shares of stock of the Company contained in Article VII of the Charter.

6. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued against payment therefor in accordance with the Registration Statement, the Prospectus Supplement, the Resolutions and any instructions from the Authorized Officers, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning federal law or the laws of any other state. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.



Plymouth Industrial REIT, Inc.
August 10, 2021
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This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Offerings (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein and in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP