

**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**

Date of Report (Date of earliest event reported): January 22, 2026

**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.)

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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	PLYM	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

As previously disclosed, on October 24, 2025, Plymouth Industrial REIT, Inc. (the “Company”) entered into an Agreement and Plan of Merger (as it may be amended, modified or supplemented from time to time, the “Merger Agreement”) with Plymouth Industrial OP, LP, a Delaware limited partnership (the “Operating Partnership”), PIR Ventures LP, a Delaware limited partnership (“Parent”), PIR Industrial REIT LLC, a Delaware limited liability company and a wholly-owned subsidiary of Parent (“REIT Merger Sub”), and PIR Industrial OP LLC, a Delaware limited liability company and a wholly-owned subsidiary of REIT Merger Sub (“OP Merger Sub”). The Merger Agreement provides, among other things, and subject to the terms and conditions set forth therein and in accordance with Maryland General Corporation Law, the Delaware Limited Liability Company Act, and the Delaware Revised Uniform Limited Partnership Act, as applicable, (i) that the Company will be merged with and into REIT Merger Sub, with REIT Merger Sub surviving as a wholly owned subsidiary of Parent (the “REIT Merger”) and (ii) that, immediately prior to the consummation of the REIT Merger, the Operating Partnership will be merged with and into OP Merger Sub, with OP Merger Sub surviving as a wholly owned subsidiary of REIT Merger Sub (the “Partnership Merger” and, together with the REIT Merger, the “Mergers”).

On January 22, 2026, the Company held a virtual special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to the Mergers. All references in this Current Report on Form 8-K to “present in person” shall mean virtually present at the Special Meeting.

As of the close of business on December 15, 2025, the record date for the Special Meeting, there were 44,551,164 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), outstanding and entitled to vote at the Special Meeting. A total of 30,283,740 Shares, representing approximately 67.97% of the voting power of the outstanding Shares entitled to vote, were present in person or represented by proxy at the Special Meeting, constituting a quorum to conduct business.

At the Special Meeting, the following proposals were considered:

1. *Merger Proposal.* A proposal to approve the merger of the Company with and into REIT Merger Sub pursuant to the terms of the Merger Agreement (the “Merger Proposal”).
2. *Merger Compensation Proposal.* A proposal to approve, by a non-binding, advisory vote, the compensation that may be paid or become payable to the Company’s named executive officers in connection with the transactions contemplated by the Merger Agreement. (the “Merger Compensation Proposal”).
3. *Adjournment Proposal.* A proposal to approve any adjournments of the Special Meeting, to a later date or dates if necessary or appropriate, including adjournments to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Merger Proposal (the “Adjournment Proposal”).

Each proposal is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on December 18, 2025, as supplemented on January 12, 2026 and January 15, 2026, respectively. The Merger Proposal and the Adjournment Proposal were each approved by the requisite vote of the Company’s stockholders. The non-binding Merger Compensation Proposal was not approved. The final voting results for each proposal are presented below.

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**Proposal 1: The Merger Proposal**

Approval of the Merger Proposal required the affirmative vote of the holders of at least a majority of the Shares outstanding and entitled to vote on the Merger Proposal as of the record date for the Special Meeting. Abstentions had the same effect as voting against the Merger Proposal. The Merger Proposal was approved.

For	Against	Abstain
30,172,147	30,626	80,967

**Proposal 2: The Merger Compensation Proposal**

Approval of the Merger Compensation Proposal required the affirmative vote of a majority of votes cast on the Merger Compensation Proposal. Abstentions were not considered votes cast and therefore had no effect on the outcome of the Merger Compensation Proposal. The Merger Compensation Proposal was not approved.

For	Against	Abstain
15,099,903	15,117,960	65,877

**Proposal 3: The Adjournment Proposal**

Approval of the Adjournment Proposal required the affirmative vote of a majority of votes cast on the Adjournment Proposal. Abstentions were not considered votes cast and therefore had no effect on the outcome of the Adjournment Proposal. The Adjournment Proposal was approved, but was not necessary in light of the approval of the Merger Proposal.

For	Against	Abstain
28,885,480	1,301,158	97,102

Because none of the proposals were “routine” matters, there could be no broker non-votes occurring in connection with these proposals at the Special Meeting.

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**Item 7.01. Regulation FD Disclosure.**

On January 22, 2026, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On January 20, 2026, the previously disclosed emergency motion filed by Redimere Advisors LLC in the Suffolk County Superior Court, Boston was denied. The Company anticipates the Mergers to close on or about January 27, 2026.

The information contained in Item 7.01 of this Current Report on Form 8-K, including the press release attached hereto as Exhibit 99.1, is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. Furthermore, the information in Item 7.01 of this Current Report on Form 8-K, including the information in the press release attached hereto as Exhibit 99.1, shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release announcing results, dated as of January 22, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

PLYMOUTH INDUSTRIAL REIT, INC.

Date: January 22, 2026

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

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### **Plymouth Industrial REIT Stockholders Approve Acquisition by Makarora**

**BOSTON, January 22, 2026** – Plymouth Industrial REIT, Inc. (NYSE: PLYM) (the “Company” or “Plymouth”) today announced that, at the concluded special meeting of stockholders held earlier today, its stockholders approved the all-cash acquisition of the Company by entities affiliated with Makarora Management LP (“Makarora”), along with Ares Alternative Credit funds (“Ares”).

The Company will provide final vote results for the special meeting, as certified by the independent Inspector of Election, on a Current Report on Form 8-K to be filed with the U.S. Securities and Exchange Commission (the “SEC”).

As previously announced, on October 24, 2025, the Company, Makarora and Ares entered into a definitive merger agreement (the “Merger Agreement”), pursuant to which Makarora and Ares have agreed acquire all outstanding shares of Plymouth’s common stock and all outstanding limited partnership interests of Plymouth Industrial OP, LP for \$22.00 per share in an all-cash transaction valued at approximately \$2.1 billion, including the assumption of certain outstanding debt.

The proposed acquisition is expected to be completed on or about January 27, 2026, subject to satisfaction or waiver of customary closing conditions.

#### **About Plymouth**

Plymouth Industrial REIT, Inc. (NYSE: PLYM) is a full service, vertically integrated real estate investment company focused on the acquisition, ownership and management of single and multi-tenant industrial properties. Our mission is to provide tenants with cost effective space that is functional, flexible and safe.

#### **Forward Looking Statements**

This press release contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. These forward-looking statements generally can be identified by phrases such as “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” and “project,” or other words or phrase of similar import. These statements are based on current expectations, estimates and projections about the industry, markets in which the Company operates, management’s beliefs, assumptions made by management and the transactions described in this communication. While the Company’s management believes the assumptions underlying the forward-looking statements and information are reasonable, such information is necessarily subject to uncertainties and may involve certain risks, many of which are difficult to predict and are beyond management’s control. These risks include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (2) the nature, cost and outcome of any litigation and other legal proceedings, including any such proceedings related to the transaction that may be instituted against the parties and others following announcement of the Merger Agreement; (3) the inability to consummate the transaction within the anticipated time period, or at all, due to any reason, including the failure to obtain the requisite stockholder approval and adoption, failure to obtain required regulatory approval or the failure to satisfy other conditions to completion of the transaction; (4) risks that the proposed transaction disrupts current plans and operations of the Company or diverts management’s attention from its ongoing business; (5) the ability to recognize the anticipated benefits of the transaction; (6) the amount of the costs, fees, expenses and charges

related to the transaction; (7) the risk that the Merger Agreement may be terminated in circumstances requiring the Company to pay a termination fee; (8) the effect of the announcement of the transaction on the ability of the Company to retain and hire key personnel and maintain relationships with its tenants, suppliers and others with whom it does business; (9) the effect of the announcement of the transaction on the Company's operating results and business generally; (10) the risk that the Company's stock price may decline significantly if the transaction is not consummated; and (11) the other risks and important factors contained and identified in the Company's filings with the SEC, such as the Company's definitive proxy statement that was filed with the SEC on December 18, 2025, as subsequently supplemented by the Current Reports on Form 8-K filed with the SEC on January 12, 2026 and January 15, 2026, respectively, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as well as the Company's subsequent reports on Form 10-K, Form 10-Q or Form 8-K filed from time to time, any of which could cause actual results to differ materially from the forward-looking statements in this communication.

These risks, as well as other risks associated with the transaction, will be more fully discussed in the proxy statement that will be filed with the SEC in connection with the transaction. There can be no assurance that the transaction will in fact be consummated. We caution investors not to unduly rely on any forward-looking statements. The forward-looking statements speak only as of the date on which the statements are made. The Company does not undertake any obligation to publicly update or review any forward-looking statement except as required by law, whether as a result of new information, future developments or otherwise.

**Contacts****Plymouth Industrial REIT, Inc.**

Ethan Farris

IR@plymouthreit.com

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