
Section 1: 8-K (FORM 8-K)

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): May 11, 2018

Bluerock Residential Growth REIT, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

001-36369
(Commission File Number)

26-3136483
(I.R.S. Employer
Identification No.)

712 Fifth Avenue, 9th Floor
New York, NY 10019
(Address of principal executive offices)

(212) 843-1601
(Registrant's telephone number, including area code)

None
(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:

- 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 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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On February 26, 2016, Bluerock Residential Growth REIT, Inc., a Maryland corporation (the “Company”), filed Articles Supplementary (the “Articles Supplementary”) establishing and fixing the rights and preferences of the Company’s Series B Redeemable Preferred Stock, \$0.01 par value per share (the “Series B Preferred Stock”), with the State Department of Assessments and Taxation of Maryland (the “SDAT”). The Series B Preferred Stock is registered with the Securities and Exchange Commission pursuant to a registration statement on Form S-3 (File No. 333-208956), as the same may be amended and/or supplemented (the “Registration Statement”) under the Securities Act of 1933, as amended, and is offered and sold pursuant to a prospectus supplement dated November 15, 2017, and a base prospectus dated January 29, 2016 relating to the Registration Statement (collectively, the “Offering Documents”).

Section 7 of the Articles Supplementary sets forth the terms of the “Optional Redemption by the Corporation” (or “ORC”) provision with respect to the Series B Preferred Stock. The ORC provision was intended to provide for the Company’s optional redemption of shares of Series B Preferred Stock in tranches, in each case not beginning until at least two years from the date of issuance of the actual shares to be redeemed (each, an “Issue Date,” and such intended application of the ORC provision, the “Intended ORC”). The related disclosure in the Offering Documents is consistent with the Intended ORC. However, due to a scrivener’s error, Section 7(a) of the Articles Supplementary instead erroneously indicated that the ORC provision gave the Company the option, beginning two years from the first date on which any shares of Series B Preferred Stock were issued (which date was April 8, 2016, or the “Original Issue Date”), to redeem any or all shares of Series B Preferred Stock then (or thereafter) issued and outstanding, regardless of date of issuance.

On May 11, 2018, the Company filed with the SDAT a Certificate of Correction to the Articles Supplementary (the “Certificate of Correction”) to correct the scrivener’s error in Section 7(a) thereof, and make corresponding corrections to Sections 7(b) and 7(d) thereof (in each case, as indicated in the Certificate of Correction filed as Exhibit 3.1 to this Current Report on Form 8-K), to reflect the terms of the Intended ORC as described in the Offering Documents. The Certificate of Correction became effective upon acceptance for record by the SDAT on May 11, 2018.

The foregoing description of the Certificate of Correction is a summary and is qualified in its entirety by the terms of the Certificate of Correction, a copy of which is filed as Exhibit No. 3.1 to this Current Report on Form 8-K and incorporated by reference into this Item 5.03.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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<u>3.1</u>	<u>Certificate of Correction, dated May 11, 2018, to the Articles Supplementary of the Company dated February 26, 2016</u>
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SIGNATURE

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 hereunto duly authorized.

BLUEROCK RESIDENTIAL GROWTH REIT, INC.

Dated: May 14, 2018

By: /s/ Christopher J. Vohs
Christopher J. Vohs
Chief Financial Officer and Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Correction, dated May 11, 2018, to the Articles Supplementary of the Company dated February 26, 2016

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Section 2: EX-3.1 (EXHIBIT 3.1)

Exhibit 3.1

BLUEROCK RESIDENTIAL GROWTH REIT, INC.

CERTIFICATE OF CORRECTION

THIS IS TO CERTIFY THAT:

FIRST: The title of the document being corrected is Articles Supplementary (the “Articles”).

SECOND: The party to the Articles is Bluerock Residential Growth REIT, Inc., a Maryland corporation (the “Corporation”).

THIRD: The Articles were filed with the State Department of Assessments and Taxation of Maryland (“SDAT”) on February 26, 2016.

FOURTH: Section 7(a) of the Articles as previously filed with the SDAT is set forth below:

(a) Beginning on the second anniversary of the Original Issue Date, the Series B Preferred Stock shall be redeemable by the Corporation, at the Corporation’s option, in whole or in part, at any time or from time to time (the “Corporation Redemption Right”), at a redemption price per share of Series B Preferred Stock (the “Corporation Redemption Price”) equal to the Stated Value plus an amount equal to all accrued but unpaid dividends, if any, to and including the date fixed for redemption (the “Corporation Redemption Date”).

FIFTH: Section 7(a) of the Articles as corrected is set forth below:

(a) Beginning on the second anniversary of the Original Issue Date or Issue Date (as applicable) of shares of Series B Preferred Stock, such shares of Series B Preferred Stock shall be redeemable by the Corporation, at the Corporation’s option, in whole or in part, at any time or from time to time (the “Corporation Redemption Right”), at a redemption price per share of Series B Preferred Stock (the “Corporation Redemption Price”) equal to the Stated Value plus an amount equal to all accrued but unpaid dividends, if any, to and including the date fixed for redemption (the “Corporation Redemption Date”).

SIXTH: The first sentence of Section 7(b) of the Articles as previously filed with the SDAT is set forth below:

(b) If fewer than all of the outstanding shares of Series B Preferred Stock are to be redeemed, the shares of Series B Preferred Stock to be redeemed shall be redeemed pro rata (as nearly as may be practicable without creating fractional shares) by lot or by any other equitable method that the Corporation determines will not violate the Series B Ownership Limit (as defined in Section 10 below).

SEVENTH: The first sentence of Section 7(b) of the Articles as corrected is set forth below:

(b) If fewer than all of the outstanding shares of Series B Preferred Stock issued on such Original Issue Date or Issue Date (as applicable) are to be redeemed, the shares of Series B Preferred Stock to be redeemed shall be redeemed pro rata (as nearly as may be practicable without creating fractional shares) by lot or by any other equitable method that the Corporation determines will not violate the Series B Ownership Limit (as defined in Section 10 below).

EIGHTH: The first sentence of Section 7(d) of the Articles as previously filed with the SDAT is set forth below:

(d) Notice of redemption pursuant to the Corporation Redemption Right shall be mailed by the Corporation, postage prepaid, 30 days prior to the Corporation Redemption Date, addressed to the respective holders of record of all, but not less than all, of the Series B Preferred Stock at their respective addresses as they appear on the transfer records maintained by the Corporation's transfer agent.

NINTH: The first sentence of Section 7(d) of the Articles as corrected is set forth below:

(d) Notice of redemption pursuant to the Corporation Redemption Right shall be mailed by the Corporation, postage prepaid, 30 days prior to the Corporation Redemption Date, addressed to the respective holders of record of all, but not less than all, of the Series B Preferred Stock to be redeemed at their respective addresses as they appear on the transfer records maintained by the Corporation's transfer agent.

TENTH: The undersigned acknowledges this Certificate of Correction to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of the officer's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be signed in its name and on its behalf by its Chairman of the Board and Chief Executive Officer and attested to by its Chief Legal Officer and Secretary on this 11th day of May, 2018.

ATTEST:

BLUEROCK RESIDENTIAL GROWTH REIT, INC.

/s/ Michael L. Konig
Name: Michael L. Konig
Title: Chief Legal Officer and Secretary

By: /s/ R. Ramin Kamfar (SEAL)
Name: R. Ramin Kamfar
Title: Chairman of the Board and
Chief Executive Officer

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