
Section 1: SC 13D/A (SC 13D/A)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

**THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)***

BLUEROCK RESIDENTIAL GROWTH REIT, INC.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

09627J102
(CUSIP Number)

John W. McCullough, Esq.
c/o Harbert Special Opportunity Fund, LP
2100 Third Avenue North Suite 600
Birmingham, AL 35203
Telephone Number 205-987-5576
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 8, 2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1 (e), 240.13d-1(f) or 240.13d-1(g), check the following box .

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Harbert Special Opportunity Fund, LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* WC	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 825,365
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARES DISPOSITIVE POWER 825,365
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 825,365	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* PN	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Harbert Special Opportunity Fund GP, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
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13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* OO	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Harbert Fund Advisors, Inc.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Alabama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 825,365
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13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* IA, CO	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Harbert Management Corporation	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Alabama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
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13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* CO	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Jack Bryant	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 825,365
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARES DISPOSITIVE POWER 825,365
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13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* IN	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Todd N. Jordan	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
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13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* IN	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Raymond Harbert	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS* AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 825,365
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12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.579%	
14.	TYPE OF REPORTING PERSON* IN	

SCHEDULE 13D

This Amendment No. 2 supplements the information set forth in the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission (the “**SEC**”) on October 29, 2018 (the “Original Schedule 13D”), as amended on March 18, 2019 (the “**Schedule 13D**”), relating to the Issuers’ Class A Common Stock (the “**Shares**”) of Bluerock Residential Growth REIT, Inc., a Maryland corporation (the “**Issuer**”). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby amended as follows:

Item 5. Interest in Securities of the Issuer

(a) - (d) As of the date hereof, HFA, HMC, Fund GP, the Fund, Jack Bryant, Todd N. Jordan and Raymond Harbert may be deemed to be the beneficial owners of 825,365 Shares, which constitutes 3.579% of the Shares, based upon 23,063,119* shares outstanding as of the date hereof.

HFA has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

The Fund GP has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

The Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

Jack Bryant has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

Todd N. Jordan has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

Raymond Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 825,365 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 825,365 Shares.

The transactions by the Reporting Persons in the securities of the Issuer during the past sixty days are set forth in Exhibit 99.1. All such transactions were carried out in open market transactions.

* *This outstanding Shares figure reflects the number of outstanding Shares at 23,063,119, as reported in the Issuer's Form 10-K, filed on February 27, 2019.*

Item 5(e) of the Original Schedule 13D is amended and restated as follows:

As a result of the transactions described herein, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares. As the Reporting Persons own less than 5% of the Shares, this Amendment will be the Reporting Persons final Schedule 13D amendment filing until such time, if any, as the Reporting Persons again exceed the 5% ownership threshold in respect of the Shares.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibit:

Exhibit 99.1 Schedule of transactions in Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 8, 2019

(Date)

Harbert Special Opportunity Fund, LP

By: Harbert Special Opportunity Fund GP, LLC,
its General Partner

By: Harbert Management Corporation,
its Managing Member

By: /s/ John McCullough
Executive Vice President and
General Counsel

Harbert Special Opportunity Fund GP, LLC*

By: Harbert Management Corporation,
its Managing Member

By: /s/ John McCullough
Executive Vice President and
General Counsel

Harbert Fund Advisors, Inc.*

By: /s/ John McCullough
Executive Vice President and
General Counsel

Harbert Management Corporation*

By: /s/ John McCullough
Executive Vice President and
General Counsel

/s/ Jack Bryant
Jack Bryant*

/s/ Todd N. Jordan
Todd N. Jordan*

/s/ Raymond Harbert
Raymond Harbert*

* This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

Schedule of Transactions in Shares

<u>Date of Transaction</u>	<u>Title of Class</u>	<u>Number of Shares Acquired</u>	<u>Number of Shares Disposed</u>	<u>Price Per Share</u>
3/19/2019	Class A Common Stock, \$0.01 par value		9,444	10.8605
3/20/2019	Class A Common Stock, \$0.01 par value		14,239	10.8549
3/21/2019	Class A Common Stock, \$0.01 par value		30,000	10.8175
3/26/2019	Class A Common Stock, \$0.01 par value		5,000	10.6011
3/26/2019	Class A Common Stock, \$0.01 par value		5,000	10.6643
3/27/2019	Class A Common Stock, \$0.01 par value		8,337	10.7366
3/28/2019	Class A Common Stock, \$0.01 par value		10,000	10.7330
3/29/2019	Class A Common Stock, \$0.01 par value		15,000	10.7480
4/1/2019	Class A Common Stock, \$0.01 par value		1,208	10.6908
4/2/2019	Class A Common Stock, \$0.01 par value		15,000	10.7993
4/3/2019	Class A Common Stock, \$0.01 par value		11,520	10.9204
4/29/2019	Class A Common Stock, \$0.01 par value		13,160	11.3116
4/30/2019	Class A Common Stock, \$0.01 par value		18,861	11.2837
4/30/2019	Class A Common Stock, \$0.01 par value		841	11.3600
5/1/2019	Class A Common Stock, \$0.01 par value		14,761	11.2155
5/1/2019	Class A Common Stock, \$0.01 par value		1,100	11.2800
5/2/2019	Class A Common Stock, \$0.01 par value		16,633	11.1324
5/3/2019	Class A Common Stock, \$0.01 par value		19,871	11.2154
5/6/2019	Class A Common Stock, \$0.01 par value		32,810	11.5098
5/7/2019	Class A Common Stock, \$0.01 par value		36,654	11.4101
5/7/2019	Class A Common Stock, \$0.01 par value		2,000	11.2130
5/7/2019	Class A Common Stock, \$0.01 par value		30,000	11.1500
5/8/2019	Class A Common Stock, \$0.01 par value		120,837	11.1385
5/8/2019	Class A Common Stock, \$0.01 par value		25,000	11.1500

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