

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

May 23, 2017  
(Date of earliest event reported)

**GRIFFIN INDUSTRIAL REALTY, INC.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**06-0868496**

(IRS Employer Identification Number)

Commission File Number

**1-12879**

**641 Lexington Avenue, New York, New York**

(Address of principal executive offices)

**10022**

(Zip Code)

Registrant's Telephone Number including Area Code

**(212) 218-7910**

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(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 7.01. Regulation FD Disclosure

On May 23, 2017, Griffin Industrial Realty, Inc. (“Griffin” or “Registrant”) issued a press release announcing that it entered into a purchase and sale agreement for the acquisition (the “Acquisition”) of an approximately 277,000 square foot industrial/warehouse building (the “Building”) in Concord, North Carolina, located in the greater Charlotte area. Under the purchase and sale agreement, the purchase price is approximately \$18.6 million to be paid in cash at closing. The Building was constructed in 2015 and currently is approximately 60% leased. This Acquisition would be Griffin’s first industrial/warehouse building in the Charlotte area. Griffin intends to finance the Acquisition using the approximately \$9.7 million of cash being held in escrow for a like-kind exchange under Section 1031 of the Internal Revenue Code of 1986, as amended, with the balance of the purchase price being paid from Griffin’s cash on hand. The funds in escrow were from Griffin’s sale of approximately 67 acres of undeveloped land in Connecticut that recently closed. Closing on the Acquisition is subject to the satisfactory completion of due diligence by Griffin. There is no guarantee that the Acquisition will be completed under the current terms, or at all.

A copy of Griffin’s May 23, 2017 press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

Exhibit 99.1: Registrant’s May 23, 2017 Press Release (attached hereto).

*This Current Report on Form 8-K includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include statements regarding financing the Acquisition and the closing of the Acquisition. Although Griffin believes that its plans, intentions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such plans, intentions or expectations will be achieved. The projected information disclosed herein is based on assumptions and estimates that, while considered reasonable by Griffin as of the date hereof, are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, many of which are beyond the control of Griffin and which could cause actual results and events to differ materially from those expressed or implied in the forward-looking statements. Other important factors that could affect the outcome of the events set forth in these statements include the risk that Griffin may not be able to finance the Acquisition in accordance with current expectations, and the risk that the Acquisition will not be completed under its current terms, or at all, and the important factors described in Griffin's Securities and Exchange Commission filings, including the "Business," "Risk Factors" and "Forward-Looking Information" sections in Griffin's Annual Report on Form 10-K for the fiscal year ended November 30, 2016. Griffin disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this Current Report on Form 8-K except as required by law.*

## SIGNATURES

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.

GRIFFIN INDUSTRIAL REALTY, INC.

By: /s/ Anthony J. Galici  
Anthony J. Galici  
Vice President, Chief Financial Officer  
and Secretary

Dated: May 23, 2017

**NEWS FROM:**

**Exhibit 99.1**

**GRIFFIN INDUSTRIAL REALTY, INC.**

**CONTACT:**

**Michael Gamzon  
President and Chief  
Executive Officer  
(212) 218-7910**

## **GRIFFIN ANNOUNCES AGREEMENT FOR BUILDING ACQUISITION**

**NEW YORK, NEW YORK (May 23, 2017) Griffin Industrial Realty, Inc. (NASDAQ: GRIF) (“Griffin”)** today announced that it entered into a purchase and sale agreement for the acquisition (the “Acquisition”) of an approximately 277,000 square foot industrial/warehouse building (the “Building”) in Concord, North Carolina, located in the greater Charlotte area. Under the purchase and sale agreement, the purchase price of the Building is approximately \$18.6 million to be paid in cash at closing. The Building was constructed in 2015 and currently is approximately 60% leased. This Acquisition would be Griffin’s first industrial/warehouse building in the Charlotte area. Griffin intends to finance the Acquisition using the approximately \$9.7 million of cash being held in escrow for a like-kind exchange under Section 1031 of the Internal Revenue Code of 1986, as amended, with the balance of the purchase price being paid from Griffin’s cash on hand. The funds in escrow were from Griffin’s sale of approximately 67 acres of undeveloped land in Connecticut that recently closed. Closing on the Acquisition is subject to the satisfactory completion of due diligence by Griffin. There is no guarantee that the Acquisition will be completed under the current terms, or at all.

### *Forward-Looking Statements:*

*This Press Release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include statements regarding financing the Acquisition and the closing of the Acquisition. Although Griffin believes that its plans, intentions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such plans, intentions or expectations will be achieved. The projected information disclosed herein is based on assumptions and estimates that, while considered reasonable by Griffin as of the date hereof, are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, many of which are beyond the control of Griffin and which could cause actual results and events to differ materially from those expressed or implied in the forward-looking statements. Other*

*important factors that could affect the outcome of the events set forth in these statements include the risk that Griffin may not be able to finance the Acquisition in accordance with current expectations, and the risk that the Acquisition will not be completed under its current terms, or at all, and the important factors described in Griffin's Securities and Exchange Commission filings, including the "Business," "Risk Factors" and "Forward-Looking Information" sections in Griffin's Annual Report on Form 10-K for the fiscal year ended November 30, 2016. Griffin disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this press release except as required by law.*