

**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 9, 2021
Date of Report (Date of earliest event reported)

INDUS REALTY TRUST, INC.
(Exact name of registrant as specified in charter)

Maryland (State or other jurisdiction of incorporation)	06-0868496 (IRS Employer Identification No.)
(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

(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	INDT	The Nasdaq Stock Market LLC

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 August 9, 2021, INDUS Realty Trust, Inc. (“INDUS” or the “Company”) announced that it recently entered into an agreement (the “Forward Purchase Agreement”) to acquire, for a purchase price of \$31.5 million, an under-construction, approximately 184,000 square foot industrial/logistics portfolio in Nashville, Tennessee (the “Nashville Acquisition”). The Nashville Acquisition is being developed on speculation by the seller and, upon completion, will be comprised of two buildings located in close proximity to downtown Nashville. Under the terms of the Forward Purchase Agreement, INDUS expects to close on the Nashville Acquisition by the end of the 2021 fourth quarter.

Closing on the purchase of the Nashville Acquisition is subject to a number of contingencies including the satisfactory completion of due diligence by INDUS. There can be no guarantee that the Nashville Acquisition will be completed under its current terms, anticipated timeline, or at all.

Also on August 9, 2021, INDUS announced that it recently entered into an agreement (the “Purchase Agreement”) to acquire, for a purchase price of \$2.25 million, approximately 10.6 acres of undeveloped land in the Lehigh Valley of Pennsylvania (the “Lehigh Valley Land”). Under the terms of the Purchase Agreement, INDUS expects to close on the Lehigh Valley Land upon receipt of the requisite entitlements, estimated to be during the first half of fiscal 2022. Subsequent to closing on the Lehigh Valley Land, INDUS expects to begin construction, on speculation, of an approximately 90,000 square foot industrial/logistics building.

Closing on the purchase of the Lehigh Valley Land is subject to a number of contingencies including the satisfactory completion of due diligence by INDUS and the receipt of all the necessary entitlements and approvals for development. There can be no guarantee that the Lehigh Valley Land acquisition or the subsequent development of a 90,000 square foot industrial/logistics building will be completed under the contemplated terms, anticipated timeline, or at all.

Copies of the Company’s August 9, 2021, press releases announcing the Nashville Acquisition and the Purchase Agreement are attached hereto as Exhibits 99.1 and 99.2, respectively. The information contained and referenced in this Item 7.01, including the press releases attached as Exhibits 99.1 and 99.2, are being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18 of the Exchange Act. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the “Securities Act”), or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

Forward-Looking Statements:

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements include INDUS’s beliefs and expectations regarding future events or conditions including, without limitation, statements regarding the expected closing date of the Nashville Acquisition, the expected closing date of the Lehigh Valley Land acquisition, and the planned development of a 90,000 square foot industrial building on the Lehigh Valley Land. Although INDUS 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 INDUS 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 INDUS 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 are described in INDUS's Securities and Exchange Commission filings, including the "Business," "Risk Factors" and "Forward-Looking Statements" sections in INDUS's Annual Report on Form 10-K for the fiscal year ended November 30, 2020, filed with the SEC on February 18, 2021. INDUS 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 [The Company's Press Release dated August 9, 2021 \(attached hereto\)](#)
- 99.2 [The Company's Press Release dated August 9, 2021 \(attached hereto\)](#)
- 104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

INDUS REALTY TRUST, INC.

By:/s/ Anthony J. Galici

Anthony J. Galici

Executive Vice President and Chief Financial
Officer

Date: August 9, 2021

Exhibit 99.1

**NEWS FROM:
INDUS REALTY TRUST, INC.**

CONTACT:

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**INDUS ANNOUNCES AGREEMENT TO ACQUIRE A TWO-BUILDING
INDUSTRIAL/LOGISTICS PORTFOLIO**

NEW YORK, NEW YORK (August 9, 2021) INDUS Realty Trust, Inc. (Nasdaq: INDT) (“INDUS”), a U.S. based industrial/logistics REIT, announced today that it recently entered into an agreement (the “Forward Purchase Agreement”) to acquire, for a purchase price of \$31.5 million, an under-construction, approximately 184,000 square foot industrial/logistics portfolio in Nashville, Tennessee (the “Nashville Acquisition”). The Nashville Acquisition is being developed on speculation by the seller and, upon completion, will be comprised of two buildings located in close proximity to downtown Nashville. Under the terms of the Forward Purchase Agreement, INDUS expects to close on the Nashville Acquisition by the end of the 2021 fourth quarter.

Michael Gamzon, President and Chief Executive Officer of INDUS, commented, “We are very excited to announce our entry into Nashville, a market that is experiencing strong demographic and economic growth and supply constraints for new, well-located industrial/logistics properties. The Nashville Acquisition is one of the few new infill industrial/logistics facilities located near downtown Nashville and has excellent connectivity to the major regional interstates of I-24, I-65 and I-40 through immediate access to Briley Parkway.”

Closing on the purchase of the Nashville Acquisition is subject to a number of contingencies including the satisfactory completion of due diligence by INDUS. There can be no guarantee that the Nashville Acquisition will be completed under its current terms, anticipated timeline, or at all.

About INDUS

INDUS is a real estate business principally engaged in developing, acquiring, managing and leasing industrial/logistics properties. INDUS owns 43 buildings totaling approximately 5.3 million square feet (including 33 industrial/logistics buildings aggregating approximately 4.9 million square feet) in Connecticut, Pennsylvania, North Carolina and Florida in addition to over 3,400 acres of undeveloped land.

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 INDUS’s beliefs and expectations regarding future events or conditions including, without limitation, statements regarding Nashville’s economic growth, the expected closing date of the Nashville Acquisition and continued tenant demand and supply constraints for industrial/logistics buildings in Nashville. Although INDUS 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 INDUS 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 INDUS 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 are described in INDUS’s Securities and Exchange Commission filings, including the “Business,” “Risk Factors” and “Forward-Looking Statements” sections in INDUS’s Annual Report on Form 10-K for the fiscal year ended November 30, 2020, filed with the Securities and Exchange Commission on February 18, 2021. INDUS 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.

Exhibit 99.2

NEWS FROM: INDUS REALTY TRUST, INC.

CONTACT:

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Ashley Pizzo

Vice President, Capital Markets & Investor Relations

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INDUS ANNOUNCES AGREEMENT TO ACQUIRE LAND FOR DEVELOPMENT

NEW YORK, NEW YORK (August 9, 2021) INDUS Realty Trust, Inc. (Nasdaq: INDT) (“INDUS”), a U.S. based industrial/logistics REIT, announced today that it recently entered into an agreement (the “Purchase Agreement”) to acquire, for a purchase price of \$2.25 million, approximately 10.6 acres of undeveloped land in the Lehigh Valley of Pennsylvania (the “Lehigh Valley Land”). Under the terms of the Purchase Agreement, INDUS expects to close on the Lehigh Valley Land upon receipt of the requisite entitlements, estimated to be during the first half of fiscal 2022. Subsequent to closing on the Lehigh Valley Land, INDUS expects to begin construction, on speculation, of an approximately 90,000 square foot industrial/logistics building.

Michael Gamzon, President and Chief Executive Officer of INDUS, commented, “We are thrilled to expand our presence in the Lehigh Valley, a market that continues to experience strong rent growth and absorption. Development projects continue to provide the opportunity to create value in the industrial/logistics space, and we look forward to delivering another well-located, market-appropriate facility in a region where we have significant experience and a history of success.”

Closing on the purchase of the Lehigh Valley Land is subject to a number of contingencies including the satisfactory completion of due diligence by INDUS and the receipt of all the necessary entitlements and approvals for development. There can be no guarantee that the Lehigh Valley Land acquisition or the subsequent development of a 90,000 square foot industrial/logistics building will be completed under the contemplated terms, anticipated timeline, or at all.

About INDUS

INDUS is a real estate business principally engaged in developing, acquiring, managing and leasing industrial/logistics properties. INDUS owns 43 buildings totaling approximately 5.3 million square feet (including 33 industrial/logistics buildings aggregating approximately 4.9 million square feet) in Connecticut, Pennsylvania, North Carolina and Florida in addition to over 3,400 acres of undeveloped land.

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 INDUS’s beliefs and expectations regarding future events or conditions including, without limitation, statements regarding management’s expectations regarding strong rent growth and absorption, the expected closing date of the Lehigh Valley Land acquisition and the planned development of a 90,000 square foot industrial/logistics building on the Lehigh Valley Land. Although INDUS 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 INDUS 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 INDUS 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 are described in INDUS’s Securities and Exchange Commission filings, including the “Business,” “Risk Factors” and “Forward-Looking Statements” sections in INDUS’s Annual Report on Form 10-K for the fiscal year ended November 30, 2020, filed with the Securities and Exchange Commission on February 18, 2021. INDUS 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.