

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): October 31, 2019

SACHEM CAPITAL CORP.  
(Exact name of Registrant as specified in its charter)

New York  
(State or other jurisdiction of incorporation)

001-37997  
(Commission File Number)

81-3467779  
(IRS Employer Identification No.)

698 Main Street, Branford, Connecticut  
(Address of Principal Executive Office)

06405  
(Zip Code)

Registrant's telephone number, including area code (203) 433-4736

(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 pursuant to Section 12(b) of the Act:

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Common Shares, par value \$.001 per share	SACH	NYSE American LLC
7.125% Notes due 2024	SCCB	NYSE American 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 8.01. Other Events.**

On October 31, 2019, Sachem Capital Corp. (the “Company”) issued a press release announcing the pricing of a registered public offering of \$30.0 million aggregate principal amount of 6.875% unsecured, unsubordinated notes due 2024 (the “Offering”). The net proceeds of the Offering to the Company are expected to be approximately \$28.6 million after payment of underwriting discounts and commissions and estimated offering expenses payable by the Company. A copy of the press release and the Offering term sheet are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Pricing Press Release dated October 31, 2019.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Offering Term Sheet dated October 31, 2019.</u></a>

\* \* \* \* \*

**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.

Dated: October 31, 2019

**Sachem Capital Corp.**

By: /s/ John L. Villano  
John L. Villano, CPA  
Co-Chief Executive Officer and  
Chief Financial Officer

**Exhibit Index**

**Exhibit**

**No.**

99.1

Pricing Press Release dated October 31, 2019.

99.2

Offering Term Sheet dated October 31, 2019.

**Description**



FOR IMMEDIATE RELEASE

**SACHEM CAPITAL CORP. PRICES REGISTERED PUBLIC OFFERING  
OF \$30.0 MILLION OF 6.875% NOTES**

**Branford, Connecticut, October 31, 2019** -- Sachem Capital Corp. (NYSE American: SACH) today announced the pricing of a registered public offering of \$30.0 million aggregate principal amount of 6.875% unsecured, unsubordinated notes due 2024 ("Notes"). The net proceeds of the offering to Sachem Capital Corp. are expected to be approximately \$28.6 million after payment of underwriting discounts and commissions and estimated offering expenses payable by Sachem Capital Corp.

The offering is expected to close on November 7, 2019, subject to customary closing conditions. Sachem Capital Corp. has granted the underwriters a 30-day option to purchase up to an additional \$4.5 million aggregate principal amount of Notes to cover over-allotments, if any.

The Notes will rank *pari passu* with all Sachem Capital Corp.'s unsecured, unsubordinated indebtedness, whether currently outstanding or issued in the future. The Notes are expected to be listed on the NYSE American under the trading symbol "SACC" and begin to trade on or about November 12, 2019.

The Notes will mature on December 30, 2024, and may be redeemed, in whole or in part, at any time, or from time to time, at Sachem Capital Corp.'s option on or after November 7, 2021. Interest on the Notes will accrue at the annual rate of 6.875% and will be payable quarterly, in arrears, on each March 30, June 30, September 30 and December 30 that the Notes are outstanding, beginning December 30, 2019.

Sachem Capital Corp. has received an investment grade private rating of "BBB+" from Egan-Jones Ratings Company, an independent, unaffiliated rating agency. Egan-Jones is a Nationally Recognized Statistical Ratings Organization (NRSRO) and is recognized by the National Association of Insurance Commissioners (NAIC) as a Credit Rating Provider (CRP). Egan-Jones is also certified by the European Securities and Markets Authority (ESMA). A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE American: LTS), and Janney Montgomery Scott LLC are acting as joint book-running managers for the offering. National Securities Corporation, a wholly owned subsidiary of National Holdings Corporation (NASDAQ: NHLD) is acting as the lead manager for the offering.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities in this offering or any other securities nor will there be any sale of the Notes or any other securities referred to in this press release in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

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A registration statement relating to, among other things, the Notes, was filed and has been declared effective by the Securities and Exchange Commission. The offering is being made only by means of a prospectus and related prospectus supplement that are part of the effective registration statement, copies of which may be obtained, when available, from: Ladenburg Thalmann, Attn: Syndicate Department, 277 Park Avenue, 26th Floor, New York, NY 10172, or by emailing [prospectus@ladenburg.com](mailto:prospectus@ladenburg.com) (telephone number 1-800-573-2541); or Janney Montgomery Scott LLC, Attn: Syndicate Department, 1717 Arch Street, Philadelphia, PA 19103, or by emailing [prospectus@janney.com](mailto:prospectus@janney.com).

Sachem Capital Corp. has filed a prospectus supplement, dated October 30, 2019, with the Securities and Exchange Commission, which contains more detailed description of the Notes and the terms of the offering. The preliminary prospectus supplement and the accompanying base prospectus, dated November 9, 2018, which contains other important information about Sachem Capital Corp., should be read carefully before investing in the Notes. Investors are advised to carefully consider their personal investment objectives, the risks relating to Sachem Capital Corp., in general, and to the Notes, in particular, and other matters relating to Sachem Capital Corp., its business, operations and financial condition, before investing in the Notes.

#### **About Sachem Capital Corp.**

Sachem Capital Corp. specializes in originating, underwriting, funding, servicing and managing a portfolio of mortgage loans secured by first mortgage liens on real property (referred to in the industry as “hard money” loans). Its customers include real estate investors and developers who use the proceeds of the loans to fund their acquisition, renovation, development, rehabilitation and/or improvement of properties located primarily in Connecticut. The properties securing Sachem Capital Corp.’s loans are generally classified as residential or commercial real estate and, typically, are held for resale or investment. Sachem Capital Corp. does not lend to owner occupants. Sachem Capital Corp.’s primary underwriting criteria is a conservative loan to value ratio. Sachem Capital Corp. has elected to be taxed and operates as a real estate investment trust (REIT) for federal income tax purposes.

#### **Forward Looking Statements**

*Statements included herein may contain “forward-looking statements”. Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of assumptions, risks and uncertainties, which change over time. Actual results may differ materially from those anticipated in any forward-looking statements as a result of a number of factors, including those described from time to time in filings by Sachem Capital Corp. with the Securities and Exchange Commission. Except as required by law, Sachem Capital Corp. undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.*

#### **Investor & Media Contact:**

Crescendo Communications, LLC

Email: [sach@crescendo-ir.com](mailto:sach@crescendo-ir.com)

Tel: (212) 671-1021

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Sachem Capital Corp.  
6.875% Notes Due 2024Final Pricing Term Sheet  
October 31, 2019

Issuer	Sachem Capital Corp.
Title of the Securities:	6.875% Notes due 2024 (the "Notes")
Private Rating:	Egan-Jones Ratings Company: BBB+
Initial Aggregate Principal Amount Being Offered:	\$30,000,000
Option to Purchase Additional Notes	Up to an additional \$4,500,000 aggregate principal amount of Notes within 30 days
Underwriting Discount:	\$0.875 per Note; \$1,050,000 (assuming the over-allotment option is not exercised)
Net Proceeds to the Issuer, before Expenses:	\$24.125 per Note; \$28,950,000 total (assuming the over-allotment option is not exercised)
Initial Public Offering Price:	100% of aggregate principal amount
Denominations:	Issue the Notes in denominations of \$25.00 and integral multiples of \$25.00 in excess thereof
Principal at Time of Payment:	100% of the aggregate principal amount; the principal amount of each Note will be payable on its stated maturity date.
Type of Note:	Fixed rate note
Coupon Rate:	6.875% per annum
Day Count:	30/360
Original Issue Date:	November 7, 2019
Stated Maturity Date:	December 30, 2024
Date Interest Starts Accruing:	November 7, 2019

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Interest Payment Date: Every March 30, June 30, September 30 and December 30, commencing December 30, 2019. If an interest payment date falls on a non-business day, the applicable interest payment will be made on the next business day and no additional interest will accrue as a result of such delayed payment.

Interest Periods: The initial interest period will be the period from and including November 7, 2019, to, but excluding, the initial interest payment date, and the subsequent interest periods will be the periods from and including an interest payment date to, but excluding, the next interest payment date or the stated maturity date, as the case may be.

Regular Record Dates for Interest: March 15, June 15, September 15 and December 15, commencing December 15, 2019

Optional Redemption: The Notes may be redeemed in whole or in part at any time or from time to time at Issuer's option on or after November 7, 2021 upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount of the Notes to be redeemed plus accrued and unpaid interest payments otherwise payable thereon for the then-current quarterly interest period accrued to the date fixed for redemption.

Repayment at Option of Holders: Holders will not have the option to have the Notes repaid prior to the stated maturity date

Listing: Issuer intends to list the Notes on the NYSE American, within 30 days of the original issue date under the trading symbol "SACC."

CUSIP / ISIN: 78590A307 / US78590A3077

Joint Book-Running Managers: Ladenburg Thalmann & Co. Inc.  
Janney Montgomery Scott LLC

Lead Manager: National Securities Corporation

The issuer has filed a registration statement (including a prospectus and related prospectus supplement) with the U.S. Securities and Exchange Commission (SEC) for this offering.

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