

**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): July 1, 2021

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
6.875% Notes due 2024	SACC	NYSE American LLC
7.75% Notes due 2025	SCCC	NYSE American LLC
7.75% Series A Cumulative Redeemable Preferred Stock, Liquidation Preference \$25.00 per share	SACHPRA	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 July 1, 2021, Sachem Capital Corp. (the "Company") issued a press release announcing that the underwriters of its previously disclosed public offering of 1,700,000 shares of its 7.75% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock"), exercised their option to purchase an additional 203,000 shares of Series A Preferred Stock (the "Overallotment Shares") at a price of \$25.00 per share to cover overallotments. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On July 2, 2021, the Company consummated the sale of the Overallotment Shares. Gross proceeds to the Company from the sale totaled \$5,075,000 and net proceeds, after payment of underwriting discounts and commissions, totaled \$4,872,000.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.
99.1

Description

Press Release, dated July 1, 2021, announcing the partial exercise of the over-allotment option.

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Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

Sachem Capital Corp.

Dated: July 2, 2021

By: /s/John L. Villano

John L. Villano, CPA
Chief Executive Officer and
Chief Financial Officer

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Exhibit Index

Exhibit

No.
99.1

Description

Press Release, dated July 1, 2021, announcing the partial exercise of the over-allotment option.

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FOR IMMEDIATE RELEASE

**SACHEM CAPITAL CORP. ANNOUNCES PARTIAL EXERCISE OF
OVERALLOTMENT OPTION FROM PUBLIC OFFERING OF PREFERRED STOCK**

Branford, Connecticut, July 1, 2021 -- Sachem Capital Corp. (NYSE American: SACH) today announced that in connection with its previously disclosed public offering of 1,700,000 shares of its 7.75% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock") that closed on June 29, 2021, the underwriters of such offering have partially exercised their overallocation option to purchase an additional 203,000 shares of Series A Preferred Stock. The partial exercise of the overallocation option will generate net proceeds to the Company of approximately \$4.9 million after payment of underwriting discounts and commissions. Closing on the overallocation shares is expected to occur Friday, July 2, 2021.

The Series A Preferred Stock has a private credit rating of 'BBB' from Egan-Jones Ratings Company, an independent unaffiliated rating agency. In addition, the Series A Preferred Stock has been approved for listing on the NYSE American under the symbol "SACHPRA" and trading is expected to commence on or about July 6, 2021.

Ladenburg Thalmann & Co. Inc., Janney Montgomery Scott LLC and William Blair & Company, LLC acted as joint book-running managers for the offering. Aegis Capital Corp. acted as co-manager for the offering.

Sachem plans to use the aggregate net proceeds of \$45.4 million from the offering, including the net proceeds from the over-allocation closing, for working capital and general corporate purposes, *i.e.*, primarily to fund new real estate loans secured by first mortgage liens. Sachem may also use the net proceeds to acquire other real estate finance companies or existing mortgage loan portfolios, although no such transactions are pending at this time.

Investors should carefully consider Sachem's business objectives, growth strategies, risks, sources of revenues and operating and other expenses carefully before investing. The offering was made through a prospectus supplement, dated June 23, 2021, and the accompanying base prospectus, dated June 17, 2021 (collectively, the "Prospectus"), which were filed with the U.S. Securities and Exchange Commission ("SEC"). The Prospectus contains relevant information concerning the offering and about Sachem and should be read carefully before investing. Neither the Prospectus nor this press release constitutes an offer to sell or the solicitation of an offer to purchase shares of the Series A Preferred Stock in any state where such offer, solicitation of an offer or sale is not permitted.

A shelf registration statement relating to these securities is on file with and has been declared effective by the SEC. The offering may be made only by means of the Prospectus, copies of which may be obtained as follows: from Ladenburg Thalmann & Co. Inc., by written request addressed to 640 Fifth Avenue, 4th Floor, New York, New York 10019, by calling toll-free 1-800-573-2541 or by sending an e-mail to: prospectus@ladenburg.com; from Janney Montgomery Scott LLC by written request addressed to 1717 Arch Street Philadelphia, PA 19103, by calling toll-free 1-800-526-6397 or by sending an e-mail to: prospectus@janney.com; from William Blair & Company, L.L.C. by written request addressed to 150 North Riverside Plaza, Chicago, Illinois 60606, by calling toll-free 1-800-621-0687 or by emailing prospectus@williamblair.com. Copies may also be obtained for free by visiting EDGAR on the SEC's website at <http://www.sec.gov>.

Egan-Jones Ratings Company is a nationally recognized statistical rating 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 security rating is not a recommendation to buy, sell or hold securities, and any such rating may be subject to revision or withdrawal at any time by the applicable rating agency.

About Sachem Capital Corp.

Sachem Capital Corp. specializes in originating, underwriting, funding, servicing, and managing a portfolio of first mortgage loans. It offers short term (*i.e.*, three years or less) secured, non-banking loans (sometimes referred to as "hard money" loans) to real estate investors to fund their acquisition, renovation, development, rehabilitation or improvement of properties located primarily in Connecticut. The company does not lend to owner occupants. The company's primary underwriting criteria is a conservative loan to value ratio. The properties securing the company's loans are generally classified as residential or commercial real estate and, typically, are held for resale or investment. Each loan is secured by a first mortgage lien on real estate. Each loan is also personally guaranteed by the principal(s) of the borrower, which guaranty may be collaterally secured by a pledge of the guarantor's interest in the borrower. The company also makes opportunistic real estate purchases apart from its lending activities. The company believes that it qualifies as a real estate investment trust (REIT) for federal income tax purposes and has elected to be taxed as a REIT beginning with its 2017 tax year.

Forward Looking Statements

This press release may contain forward-looking statements. All statements other than statements of historical facts contained in this press release, including statements regarding our future results of operations and financial position, strategy and plans, and our expectations for future operations, are forward-looking statements. The words "anticipate," "estimate," "expect," "project," "plan," "seek," "intend," "believe," "may," "might," "will," "should," "could," "likely," "continue," "design," and the negative of such terms and other words and terms of similar expressions are intended to identify forward-looking statements.

We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to several risks, uncertainties and assumptions as described in our Annual Report on Form 10-K for 2020 filed with the U.S. Securities and Exchange Commission on March 31, 2021. Because of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. In addition, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We disclaim any duty to update any of these forward-looking statements.

All forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements as well as others made in this press release. You should evaluate all forward-looking statements made by us in the context of these risks and uncertainties.

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