

**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 14, 2021

SACHEM CAPITAL CORP.

(Exact name of Registrant as specified in its charter)

<u>New York</u> (State or other jurisdiction of incorporation)	<u>001-37997</u> (Commission File Number)	<u>81-3467779</u> (IRS Employer Identification No.)
<u>698 Main Street, Branford, Connecticut</u> (Address of Principal Executive Office)		<u>06405</u> (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 7.01. Regulation FD Disclosure.

On July 14, 2021, Sachem Capital Corp. (the "Company") issued a press release announcing that Sachem Acquisition Corp. ("SAC"), a Maryland corporation organized as a special purpose acquisition company, filed a Registration Statement on Form S-1 ("Registration Statement") with the U.S. Securities and Exchange Commission ("SEC") in connection with a proposed initial public offering of its units. SAC is directly owned by Sachem Sponsor LLC, a New York limited liability company ("Sponsor") that was organized by, and to which the initial capital was contributed by, the Company. The Company owns 100% of Sponsor. SAC will be managed by the Company's management team. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The units may not be sold nor may offers to buy be accepted prior to the time the Registration Statement becomes effective. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the units in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. When available, copies of the prospectus related to the proposed initial offering by SAC may be obtained for free by visiting EDGAR on the SEC's website at www.sec.gov or by sending a written request to EF Hutton, division of Benchmark Investments, LLC, 590 Madison Avenue, 39th Floor, New York, NY, 10022, Attention: Syndicate Department, or by emailing a request to syndicate@efhuttongroup.com or by calling (212) 404-7002.

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 are being furnished to the SEC under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>99.1</u>	<u>Press Release, dated July 14, 2021, announcing the filing of a Registration Statement by Sachem Acquisition Corp., a special purpose acquisition company and a wholly-owned subsidiary of the Company.</u>
104	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 15, 2021

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

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<u>99.1</u>	<u>Press Release, dated July 14, 2021, announcing the filing of a Registration Statement by Sachem Acquisition Corp., a special purpose acquisition company and a wholly-owned subsidiary of the Company.</u>

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FOR IMMEDIATE RELEASE

Sachem Capital Corp. Announces Filing of SPAC Registration Statement by Sachem Acquisition Corp.

Branford, Connecticut, July 14, 2021 -- Sachem Capital Corp. (NYSE American: SACH) today announced that Sachem Acquisition Corp. ("SAC"), a Maryland corporation organized as a special purpose acquisition company, filed a Registration Statement on Form S-1 (the "Registration Statement") with the Securities and Exchange Commission ("SEC") in connection with a proposed initial public offering of its units. Sachem Capital Corp. currently owns 100% of SAC through a subsidiary limited liability company. While SAC is not limited in terms of seeking acquisition targets, it intends to focus on businesses within the real estate sector, including real estate finance and real property ownership and management.

SAC will offer up to 5,750,000 units (including 750,000 units covered by the underwriter's overallotment option) at a price of \$10.00 per unit, or \$50 million in the aggregate (\$57.5 million if the underwriter's overallotment option is exercised in full.) Each unit will include one share of SAC Class A common stock and one-half of a redeemable warrant. Only whole warrants are exercisable. Each warrant will entitle the holder thereof to purchase one share of SAC Class A common stock at a price of \$11.50 per share. SAC is expected to apply to list the units on The Nasdaq Stock Market under the symbol "SCEMU". Upon consummation of the offering, Sachem Capital Corp. is expected to own approximately 19% of SAC's issued and outstanding common, EF Hutton, division of Benchmark Investments, LLC, the sole book-running manager for the offering (or an affiliate thereof) is expected to own approximately 1.6% and the public investors are expected to own approximately 79.4%. SAC will be managed by Sachem Capital Corp.'s management team.

EF Hutton, division of Benchmark Investments, LLC, is acting as sole book-running manager for the offering. SAC has granted the underwriter a 45-day option from the date of the final prospectus to purchase up to an additional 750,000 units to cover overallotments, if any.

The proposed offering will be made by means of a prospectus, which will form part of the Registration Statement. Copies of the preliminary prospectus relating to the offering may be obtained, when available, for free by visiting the EDGAR portal on the SEC's website at www.sec.gov. Alternatively, copies of the preliminary prospectus, when available may be obtained by sending a written request to EF Hutton, division of Benchmark Investments, LLC, 590 Madison Avenue, 39th Floor, New York, NY, 10022, Attention: Syndicate Department, or by emailing a request to syndicate@efhuttongroup.com or by calling (212) 404-7002. Before investing in this offering, interested parties should read the entire prospectus, which provides more information about SAC and the offering.

The Registration Statement relating to the securities of SAC has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the Registration Statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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 real estate assets. Each loan is secured by a first mortgage lien on real estate. 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.

Cautionary Statement Concerning Forward-Looking Statements

This press release contains statements that constitute "forward-looking statements," including with respect to the initial public offering and search for an initial business combination. No assurance can be given that the offering discussed above will be completed on the terms described, or at all. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of SAC and of Sachem Capital Corp., including those set forth in the "Risk Factors" section of the Registration Statement filed with the SEC. Copies are available on the SEC's website, www.sec.gov. Neither SAC nor Sachem Capital Corp. undertakes any obligation to update these statements for revisions or changes after the date of this release, except as required by law.

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