

MONMOUTH REAL ESTATE INVESTMENT CORP
Form 8-K
January 02, 2019

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) January 2, 2019

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

(Exact name of registrant as specified in its charter)

MARYLAND **001-33177** **22-1897375**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

3499 Route 9N, Suite 3D, Freehold, NJ 07728
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (732) 577-9996

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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 (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 142-12 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 5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 2, 2019, Kevin Miller, the Chief Financial Officer of Monmouth Real Estate Investment Corporation (the “Company”), entered into an Employment Agreement, effective January 1, 2019, with the Company, specifying the terms and conditions of Mr. Miller’s employment. The Employment Agreement has an initial term expiring on December 31, 2021, unless otherwise terminated, and will be automatically renewed and extended for successive one-year periods, provided that neither Mr. Miller nor the Company provides written notice to the other party electing not to renew or extend the Employment Agreement at least ninety (90) days prior to the expiration of the initial term or any anniversary thereof. The Employment Agreement provides for a minimum annual base salary of \$520,000 for the first year, \$546,000 for the second year and \$573,300 for the third year. Mr. Miller will be eligible for annual cash bonuses based on the Company’s achievement of certain performance objectives specified in the Employment Agreement as determined by the Compensation Committee. Mr. Miller will also be entitled to equity awards of up to 12,500 shares of restricted stock each year based on achievement of performance objectives as determined by the Compensation Committee.

Under the Employment Agreement, if Mr. Miller’s employment is terminated by the Company for any reason, either involuntary or voluntary, including the death of Mr. Miller, other than a termination for cause (as defined in the Employment Agreement), Mr. Miller shall be entitled to the greater of the base salary due under the remaining term of the Employment Agreement or one year’s compensation at the date of termination, paid monthly over the remaining term of the Employment Agreement. A termination in connection with a change of control of the Company shall not be considered to be a termination for cause.

The Employment Agreement provides that, upon a change of control of the Company, Mr. Miller has the right to extend and renew the Employment Agreement for three years from the date of the change of control, or, alternatively, to terminate the Employment Agreement and receive one year’s base salary. In addition, provided that Mr. Miller is actively employed by the Company as of the consummation of a change of control, Mr. Miller shall be entitled to a transaction bonus consistent with the terms of the Company’s Executive Management Transaction Bonus Plan, which shall be approved by the Compensation Committee.

The Employment Agreement entitles Mr. Miller to customary fringe benefits, including vacation, health benefits and the right to participate in the Company’s 401(k) plan.

The above summary of the Employment Agreement is qualified in its entirety by reference to the text of the Employment Agreement, which is filed herewith as Exhibit 10.1, and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|----------------|--|
| 10.1 | <u>Employment Agreement, dated January 2, 2019, between Monmouth Real Estate Investment Corporation and Kevin Miller</u> |

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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.

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

/s/ Kevin S. Miller

KEVIN S. MILLER

Chief Financial and Accounting Officer

Date January 2, 2019

EXHIBIT INDEX

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