
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 29, 2018

SUMMIT HEALTHCARE REIT, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

000-52566
(Commission
File Number)

73-1721791
(I.R.S. Employer
Identification No.)

2 South Pointe Drive, Suite 100, Lake Forest, California 92630
(Address of principal executive offices)

(800) 978-8136
(Registrant's telephone number, including area code)

Not Applicable
(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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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

Attached hereto as Exhibit 99.1 is a copy of the communication that Summit Healthcare REIT, Inc. (the “Company”) has sent to its security holders.

Item 9.01 Financial Statements and Exhibits

Exhibit No.

Description

[99.1](#) [Communications to security holders dated January 29, 2018](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

SUMMIT HEALTHCARE REIT, INC.

By: /s/ Elizabeth A. Pagliarini

Name: Elizabeth A. Pagliarini

Title: Chief Financial Officer

Dated: January 30, 2018



If you are considering selling your shares in Summit Healthcare REIT, Inc. to MacKenzie Realty Capital, Inc., please read this first.

January 29, 2018

Summit Healthcare REIT, Inc. Recommends Rejection of MacKenzie Realty Capital Tender Offer

Dear Summit Healthcare Stockholder:

On January 29, 2018, MacKenzie Realty Capital, Inc. (“MacKenzie”) commenced a tender offer to purchase a maximum of 900,000 shares of the outstanding common stock of Summit Healthcare REIT, Inc. (“we” or the “Company”) at a price of \$1.42 per share, in cash (without interest).

It is the Board of Directors’ strong recommendation that you reject the referenced offer to tender your shares in the Company. To reject the tender offer, simply do not respond to any materials you may have received.

You should be aware that we are not affiliated with MacKenzie. In addition, the Company’s Board of Directors does NOT believe that this tender offer is in the best interest of our stockholders. Third-party unsolicited tender offers of this type are often an attempt to profit at your expense. In this case, the offer price of \$1.42 per share represents a very low price (approximately a 44% discount) compared to the estimated per share value of \$2.53 (the “Estimated Value”) that the Company reported in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 29, 2017 (the “Form 10-K”).* This is the most recent estimated per share value, and the Board of Directors of the Company has no reason to believe that any events have occurred since this value was established that would have an adverse effect on the Estimated Value.

The Board of Directors’ recommendation is being made after its consultation with Company’s outside legal counsel and its careful analysis and consideration of several factors. Each stockholder must individually evaluate whether to tender his, her or its shares. The Board suggests stockholders carefully consider all the factors discussed in the tender offer materials before deciding to participate. Please consult with your financial or tax advisor when considering the tender offer.

We have filed a Schedule 14D-9 with the SEC in response to MacKenzie’s offer, which is available for free on our website at www.summithealthcarereit.com/sec-filings/. The Schedule 14D-9 will give you a more detailed description of the reasons the Board of Directors believes strongly that the tender offer is not in the best interest of the Company’s stockholders. If you have any questions related to MacKenzie’s offer, please contact your financial advisor or Summit’s Investor Relations at 800.978.8136. You are also welcome to contact Summit’s Director of Communications, Vince Finnegan, directly at 949.648.4620 or by email at vfinnegan@summithealthcarereit.com.

Sincerely,

Elizabeth A. Pagliarini
Chief Financial Officer

This letter contains forward-looking statements relating to the business and financial outlook of Summit Healthcare REIT, Inc. that are based on our current expectations, estimates, forecasts and projections and are not guarantees of future performance. Actual results may differ materially from those expressed in these forward-looking statements, and you should not place undue reliance on any such statements. A number of important factors could cause actual results to differ materially from the forward-looking statements contained in this release. Such factors include those described in the Risk Factors section of Summit Healthcare REIT, Inc.’s annual report on Form 10-K for the year ended December 31, 2016. Forward looking statements in this letter speak only as of the date on which such statements were made, and we undertake no obligation to update any such statements that may become untrue because of subsequent events. We claim the safe harbor protection for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

* For further information regarding the December 31, 2016 per share estimated valuation and certain limitations related thereto, please read our Form 10-K filed on March 29, 2017, available at www.summithealthcarereit.com/sec-filings/.