
Section 1: 8-K

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 7, 2019

UMH Properties, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-12690
(Commission
File Number)

22-1890929
(IRS Employer
Identification No.)

Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ
(Address of principal executive offices)

07728
(Zip Code)

Registrant's telephone number, including area code: (732) 577-9997

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 (see General Instruction A.2. below):

- 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))

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 January 7, 2019, Samuel A. Landy, President and Chief Executive Officer of UMH Properties, Inc., sent a memorandum to UMH employees discussing the Company's accomplishments in 2018 and its goals for 2019. A copy of Mr. Landy's memorandum is attached as Exhibit 99.

The information in this report and the exhibit attached hereto is being furnished, not filed, for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and pursuant to Item 7.01 of Form 8-K will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Forward-Looking Statements

Statements contained in this report, including the document that is incorporated by reference, that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended and the Private Securities Litigation Reform Act of 1995 (the "Exchange Act"). All statements, other than statements of historical facts that address activities, events or developments where the Company uses any of the words "anticipates," "assumes," "believes," "estimates," "expects," "intends," or similar expressions, are forward-looking statements. These forward-looking statements are not guaranteed and are based on the Company's current intentions and on the Company's current expectations and assumptions. These statements, intentions, expectations and assumptions involve risks and uncertainties, some of which are beyond the Company's control that could cause actual results or events to differ materially from those that the Company anticipates or projects, such as:

- changes in the real estate market conditions and general economic conditions;
- the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations affecting manufactured housing communities and illiquidity of real estate investments;
- increased competition in the geographic areas in which we own and operate manufactured housing communities;
- our ability to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to us;
- our ability to maintain rental rates and occupancy levels;
- changes in market rates of interest;
- our ability to repay debt financing obligations;
- our ability to refinance amounts outstanding under our credit facilities at maturity on terms favorable to us;
- our ability to comply with certain debt covenants;
- our ability to integrate acquired properties and operations into existing operations;
- the availability of other debt and equity financing alternatives;
- continued ability to access the debt or equity markets;
- the loss of any member of our management team;
- our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;
- the ability of manufactured home buyers to obtain financing;
- the level of repossessions by manufactured home lenders;
- market conditions affecting our investment securities;
- changes in federal or state tax rules or regulations that could have adverse tax consequences; and
- our ability to qualify as a real estate investment trust for federal income tax purposes.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

[99 Memorandum to UMH employees from Samuel A. Landy, dated January 7, 2019.](#)

SIGNATURE

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

UMH Properties, Inc.

Date: January 7, 2019

By: /s/ Anna T. Chew

Name: Anna T. Chew

Title: Vice President and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99	<u>Memorandum to UMH employees from Samuel A. Landy, dated January 7, 2019</u>

Section 2: EX-99

UMH PROPERTIES, INC.
Juniper Business Plaza
3499 Route 9 North, Suite 3-C
Freehold, NJ 07728
(732) 577-9997
Fax: (732) 577-9980

MEMORANDUM

To: All UMH employees
From: Samuel A. Landy, President and CEO
Date: January 7, 2019
Re: Year-end summary and goals for 2019

We have closed a stellar year of managing, improving, and expanding our communities. We now have 118 communities containing approximately 21,500 developed homesites. During the year we sold homes to over 280 satisfied customers. Of these home sales, over 120 were new home sales. Our loan portfolio continues to grow, and we now successfully manage over 800 home loans with an outstanding principal balance of approximately \$30 million. Our rental home portfolio grew by over 800 homes. We now provide rental housing for over 6,000 families. We acquired 6 communities containing approximately 1,600 sites of which 79% were occupied. We completed capital improvements, received approvals for expansions and submetered water and sewer at 9 communities. Everyone should be congratulated for all their hard work during 2018.

We look forward to another successful year of operations. We should go into 2019 with the following goals:

1. Acquire a minimum of 1,200 home sites.
2. Construct over 300 expansion sites.
3. Work with local politicians, the Manufactured Housing Institute and state manufactured housing associations to get legislation passed that will make it easier to build and expand manufactured home communities.
4. Add another 800 rental units.
5. Maintain 93%+ rental occupancy.
6. Increase overall occupancy by 400 or more units.
7. Sell 400 homes.
8. Limit increases in expenses as much as possible.
9. Continue to keep our bad debt under 2% of rental income and loans.
10. Continue to manage quality communities with strong curb appeal.
11. Continue to upgrade and improve operations for our recent acquisitions.
12. Continue to be a leader in marketing, including video marketing, for our industry.
13. Continue to be family to all who work with us.

We are looking forward to another great year!

A NYSE Company: Symbol - UMH



since 1968

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