

**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):
August 8, 2023

CALIBERCOS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-41703

(Commission File Number)

47-2426901

(IRS Employer Identification No.)

8901 E. Mountain View Rd. Ste. 150, Scottsdale, AZ

(Address of Principal Executive Offices)

85258

(Zip Code)

(480) 295-7600

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A Common Stock, par value \$0.001	CWD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 August 8, 2023, the Board of Directors of CaliberCos Inc. (the “Company”) acting on the recommendation of the Company’s Nominating and Governance Committee, unanimously approved the appointment of Lawrence Taylor to the Company’s Board of Directors as an independent director until his successor is duly elected and qualified, and authorized the public announcement thereof in accordance with applicable Securities and Exchange Commission regulations.

Mr. Taylor’s compensation will be consistent with the Company’s standard compensation for non-employee directors. Mr. Taylor will be entitled to \$150,000 per annum, comprised 50% of cash compensation and 50% of stock compensation.

There is no arrangement or understanding pursuant to which Mr. Taylor has been designated to serve as a member of the Company’s Board of Directors and there are no related party transactions between the Company and Mr. Taylor that would require disclosure under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On August 14, 2023, the Company issued a press release announcing the appointment of Lawrence Taylor to the Company’s Board of Directors. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is hereby furnished pursuant to this Item 7.01.

The information disclosed under this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
99.1	Press release dated August 14, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

CaliberCos Inc.

Date: August 14, 2023

By: /s/ John C. Loeffler, II
Name: John C. Loeffler, II
Title: Chairman and Chief Executive Officer



Caliber Elects Lawrence X. Taylor to its Board of Directors

SCOTTSDALE, Ariz., Aug. 14, 2023 — [CaliberCos Inc.](#), (NASDAQ: CWD) a leading integrated alternative asset manager and investment sponsor, today announced that Lawrence X. Taylor has been elected to the Company’s Board of Directors. Taylor, President of Taylor Strategy Group, previously served as a member of Caliber’s Advisory Board and brings more than three decades of experience as a business executive, advisor, and board member to Caliber’s Board. Taylor’s appointment increases the number of directors to six.

“We’re pleased to have Lawrence join Caliber’s Board as he brings tremendous expertise that spans all aspects of strategy, finance and governance,” said Chris Loeffler, CEO of Caliber. “His extensive experience in corporate development, restructuring, recapitalization as well as complex capital transactions will be particularly relevant as we react to market conditions and target acquisitions in distressed real estate and real estate operating companies. We look forward to Lawrence’s insights and contributions.”

Currently, Taylor is President of Taylor Strategy Group advising companies on finance, strategy, growth initiatives and related activities. His experience spans start-ups, private companies, and publicly traded companies across diverse industries, including casino gaming, hospitality, manufacturing, aviation, commercial real estate, retail, and healthcare. Previously, Taylor served as Partner and Managing Director at Odyssey Capital Group, Chief Financial Officer at Excorp Medical, Inc., Corporate Director of Investment Relations at Grand Casinos, Inc., and others. He is a Board Leadership Fellow of the National Association of Corporate Directors (NACD), is Directorship Certified by the NACD, and was recognized as a “Director to Watch” in 2020 by the *Private Company Director Magazine*. Taylor earned a bachelor’s degree in finance from Louisiana Tech University.

“Caliber has ambitious growth plans which makes this a very exciting time to join Caliber’s Board,” said Taylor. “I look forward to working with Chris and his strong leadership team as they execute their plan, while also helping to identify new opportunities to capitalize on in this dynamic market.”

Taylor resides in Litchfield Park, Ariz., and is an avid cook, woodturner, golfer, and tennis player.

About Caliber

Caliber (NASDAQ: CWD) is an alternative asset management firm whose purpose is to build generational wealth for investors seeking to access opportunities in real estate. Caliber differentiates itself by creating, managing, and servicing proprietary products, including middle-market investment funds, private syndications, and direct investments, which are managed by our in-house asset services group. The Company leverages access to both the public and private markets to maximize value for its customers and funds. Our funds include investment vehicles focused primarily on real estate, private equity, and debt facilities. Additional information can be found at Caliberco.com and CaliberFunds.co.

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