

**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 30, 2024

**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 7.01 Regulation FD Disclosure.**

On January 30, 2024, CaliberCos Inc. (the “Company” or “Caliber”) issued a press release announcing the sale of South Ridge, an 80-acre parcel of land in Johnstown, Colo., to Journey Homes for \$7.6 million.

*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

<b>Exhibit No.</b>	<b>Exhibit</b>
<a href="#">99.1</a>	<a href="#">Press release dated January 30, 2024</a>
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.

**CaliberCos Inc.**

Date: January 31, 2024

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



**CALIBER COMPLETES SALE OF SOUTH RIDGE  
LAND PARCEL IN JOHNSTOWN, COLORADO**

*Buyer plans to develop 300+ single-family home lots*

**SCOTTSDALE, Ariz., January 30, 2024** – [Caliber](#) (NASDAQ: CWD; CaliberCos Inc.), (NASDAQ: CWD), a real estate investor, developer, and manager, today announced the sale of South Ridge, an 80-acre parcel of land in Johnstown, Colo., to Journey Homes for \$7.6 million. Caliber purchased the land in September 2021 for \$5.38 million as part of its Johnstown Development, an approximately 750-acre master-planned, mixed-use development project. The firm launched a single asset debt offering alongside a land loan secured by Guaranty Bank to fund the acquisition and infrastructure development of the land. After fees and other expenses, the sale is expected to generate an unlevered internal rate of return of approximately 22.9 percent for the project. Caliber earned approximately \$1.5 million in profit-sharing interests from the sale of the property and fees earned throughout the life of the project.

Located at 2279 South County Road 3 East, in Johnstown, the land sale was completed in December 2023. Journey Homes plans to develop 305 single family home lots on the land, which is situated directly south of Caliber’s Ridge development.

Caliber’s developments in Northern Colorado are situated within the triangle of Fort Collins, Loveland and Greeley at the intersection of I-25 and Freedom Parkway (Highway Road 402). Caliber and its investors currently own approximately 750 acres in the area encompassing six different projects in various stages of the development process. The master-planned community, which has been under development since 2017, will feature multiple new neighborhoods, with approximately 600 new single-family homes and 1,200 multi-family housing units, as well as community parks and commercial, retail, hospitality and industrial space. It is expected to bring significant new economic activity and opportunities to this rapidly growing area.

“Johnstown is one of the fastest growing communities in Colorado, due in part to the high quality of life and a very engaged group of local officials and community leaders,” said Roy Bade, Chief Development Officer of Caliber. “The sale of the South Ridge property will accelerate the development of new housing options to meet the growing need in the Northern Colorado area. This transaction also demonstrates the value of Caliber’s investment platform for investors seeking alternatives in the marketplace. It is a testament both to Caliber’s capabilities and to the promise of the Johnstown Development that many participants in the South Ridge deal have reinvested their funds into Caliber’s Encore development, located near South Ridge.”

Brokers on this transaction were Caliber Realty and NAI Affinity.

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**About Caliber**

With more than \$2.9 billion of managed assets, including estimated costs to complete assets under development, Caliber's 15-year track record of managing and developing real estate is built on a singular goal: make money in all market conditions. Our growth is fueled by our performance and our competitive advantage: we invest in projects, strategies, and geographies that global real estate institutions do not. Integral to our competitive advantage is our in-house shared services group, which offers Caliber greater control over our real estate and visibility to future investment opportunities. There are multiple ways to participate in Caliber's success: invest in Nasdaq-listed [CaliberCos Inc.](#) and/or invest directly in our [Private Funds](#).

**Forward-Looking Statements**

This press release contains "forward-looking statements" that are subject to substantial risks and uncertainties. All statements, other than statements of historical fact, contained in this press release are forward-looking statements. Forward-looking statements contained in this press release may be identified by the use of words such as "anticipate," "believe," "contemplate," "could," "estimate," "expect," "intend," "seek," "may," "might," "plan," "potential," "predict," "project," "target," "aim," "should," "will" "would," or the negative of these words or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on the Company's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. These and other risks and uncertainties are described more fully in the section titled "Risk Factors" in the final prospectus related to the Company's public offering filed with the SEC and other reports filed with the SEC thereafter. Forward-looking statements contained in this announcement are made as of this date, and the Company undertakes no duty to update such information except as required under applicable law.

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