

**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):  
May 7, 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 May 7, 2024, CaliberCos Inc. (the “Company” or “Caliber”) issued a press release announcing the sale of a 50-acre parcel of land in Johnstown, Colorado, to the Archdiocese of Denver for \$7.7 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 May 7, 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: May 13, 2024

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



**CALIBER CLOSSES ON ANOTHER LAND SALE IN NORTHERN COLORADO**

*Construction of a new Catholic high school planned for the  
50-acre plot of land to serve growing community*

**SCOTTSDALE, Ariz., May 7, 2024** – [Caliber](#) (NASDAQ: CWD), a real estate investor, developer, and manager, today announced the sale of an approximately 50-acre parcel of land in Johnstown, Colo., to the Archdiocese of Denver for \$7.7 million. Located at County Road 3E and Highway 34, plans call for the construction of a new 450-student Catholic high school along with a chapel, athletic field, and gymnasium. The school will be ideally situated to serve students from the surrounding communities in Northern Colorado.

This property was part of an approximately 190-acre parcel purchased in June 2021 by a Caliber-sponsored single asset syndication, Encore FundCo, LLC, for \$7.67 million. Since that time, pre-development work has been conducted on the land. Construction on the remaining portion of the larger parcel is expected to begin by mid-2024 and include multifamily, retail, and industrial development. This area is part of Caliber’s Johnstown Development, an approximately 750-acre master-planned, mixed-use development project.

“This transaction is another meaningful milestone in the development of a vibrant Johnstown community,” said Roy Bade, Chief Development Officer of Caliber. “We are seeing an acceleration in development activity in Northern Colorado, which continues to attract increased investment, new commerce, and more people. Caliber was early to recognize the emerging growth in this area and we continue to leverage these investment opportunities to optimize returns for our investors.”

NAI Affinity of Northern Colorado served as the broker on this transaction.

Commenting on the transaction, Ryan Schaefer, CEO of NAI Affinity, said “This private Catholic high school is going to be a wonderful addition to the Encore master-planned community, the Town of Johnstown, and Northern Colorado as a whole. Similar to patients coming to Medical Center of the Rockies or customers visiting SCHEELS, students and their families will travel from around the region to be here, solidifying Encore as the next great place to be in Northern Colorado. Congratulations on this exciting milestone to Caliber, Johnstown, the Archdiocese of Denver, and all the local church leaders, donors, and parishioners who made this possible!”

This transaction, which was executed in April, is the fourth property sale completed by Caliber and its Managed Funds in the Northern Colorado area since the end of 2023. The firm previously

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announced the sales of South Ridge, and Areas B and C of The Ridge development, a total of approximately 120 acres for nearly \$20 million.

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 520 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.

**About Caliber (CaliberCos Inc.) (NASDAQ: CWD)**

With more than \$3.1 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 [Caliberco.com](http://Caliberco.com) and/or invest directly in our [Caliber Funds.co](http://CaliberFunds.co).

**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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**CONTACTS:**

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