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**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):  
March 17, 2025

**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. ☐

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**Item 7.01 Regulation FD Disclosure.**

On March 17, 2025, CaliberCos Inc. (the “Company”) issued a press release announcing that the Company’s Offering Statement with respect to the Company’s newly designated Series AA Cumulative Redeemable Preferred Stock has been qualified by the Securities and Exchange Commission. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

*The information included in this Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K is not deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall this item and Exhibit 99.1 be incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such future filing.*

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Exhibit
<a href="#">99.1</a>	<a href="#">Press release dated March 17, 2025</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: March 17, 2025

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



**CALIBER ANNOUNCES SERIES AA CUMULATIVE REDEEMABLE PREFERRED STOCK OFFERING UNDER  
REGULATION A+**

**SCOTTSDALE, Ariz., March 17, 2025** – Caliber (NASDAQ: CWD), a real estate investor, developer, and manager, today announced that the Company’s Offering Statement with respect to the Company’s newly designated Series AA Cumulative Redeemable Preferred Stock (“Series AA Preferred Stock”) has been qualified by the U.S. Securities and Exchange Commission (“SEC”). The Company is seeking to raise up to \$20 million through the offering of 800,000 shares of Series AA Preferred Stock, with an initial stated value of \$25.00 per share.

The Series AA Preferred Stock will rank senior to the Company’s Class A and Class B common stock with respect to dividend rights and rights upon liquidation, dissolution, or winding up. Holders will be entitled to cumulative monthly dividends at an annual rate of 9.5% of the stated value (\$0.198 per share per month), accruing regardless of board declaration. The Company is required to redeem all outstanding Series AA Preferred Stock on the third anniversary of issuance.

Interested investors can learn more on Caliber’s website.

**DISCLAIMERS:**

The offering will be made only by means of an offering statement. An offering statement on Form 1-A relating to these securities has been filed with the U.S. Securities and Exchange Commission and has become qualified. The securities offered by the Company are highly speculative. Investing in shares of the Company involves significant risks. The investment is suitable only for persons who can afford to lose their entire investment. Furthermore, investors must understand that such investment could be illiquid for an indefinite period of time. No public market currently exists for the securities, and if a public market develops following the offering, it may not continue. Additional information concerning Risk Factors related to the offering, including those related to the business, government regulations, intellectual property and the offering in general, can be found in the section of the offering statement entitled “Risk Factors.”

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, these or any other securities, nor shall there be any sale of the Company’s securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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## **About Caliber (CaliberCos Inc.)**

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 including, but not limited to, the Company's ability to adequately grow cumulative fundraising, AUM and annualized platform revenue to meet 2026 targeted goals, the closing of the transaction with L.T.D. Hospitality Group LLC and the viability of and ability of the Company to adequately access the real estate and capital markets. 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.

## **CONTACTS:**

### *Caliber:*

Victoria Rotondo

+1 480-295-7600

[Victoria.Rotondo@caliberco.com](mailto:Victoria.Rotondo@caliberco.com)

### *Investor Relations:*

Lisa Fortuna, Financial Profiles

+1 310-622-8251

[ir@caliberco.com](mailto:ir@caliberco.com)

### *Media Relations:*

Kelly McAndrew, Financial Profiles

+1 310-622-8239

[KMcAndrew@finprofiles.com](mailto:KMcAndrew@finprofiles.com)