

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 31, 2026

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 March 31, 2026, Dan Hansen informed the Nominating & Governance Committee of the Board of Directors (the “Board”) of CaliberCos, Inc. (the “Company”) that he will not stand for election at the Company’s 2026 Annual Meeting of Stockholders (the “2026 Annual Meeting”). Mr. Hansen will continue to serve as a director and a member of the Nominating and Corporate Governance Committee, Compensation Committee and Audit Committee of the Board until the date of the 2026 Annual Meeting. His decision not to stand for election at the 2026 Annual Meeting did not result from any disagreement with the Company on any matter relating to its operations, policies or practices.

On March 31, 2026, Michael Trzupsek informed the Nominating & Governance Committee of the Board the Company that he will not stand for election at the Company’s 2026 Annual Meeting. Mr. Trzupsek will continue to serve as a director and a member of the Nominating and Corporate Governance Committee, Compensation Committee and Audit Committee of the Board until the date of the 2026 Annual Meeting. His decision not to stand for election at the 2026 Annual Meeting did not result from any disagreement with the Company on any matter relating to its operations, policies or practices.

Upon the recommendation of the Nominating & Governance Committee of the Board, on March 31, 2026, the Board approved a decrease in the size of the Board to five directors effective as of the date of the 2026 Annual Meeting.

Item 7.01 Regulation FD Disclosure.

On March 31, 2026, the Company issued a press release announcing the changes to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 furnished hereto shall not be deemed “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 it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
99.1	Press Release dated March 31, 2026
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: March 31, 2026

By: /s/ John C. Loeffler, II

Name: John C. Loeffler, II

Title: Chief Executive Officer



J. Alan Reid, Jr. nominated to Caliber Board of Directors as Part of Planned Board Transition

Reid brings public-company asset management experience and emerging expertise in tokenization and digital asset governance

Dan Hansen & Michael Trzupsek Will Not Stand for Re-Election at May 14, 2026 Annual Meeting

SCOTTSDALE, AZ. March 31, 2026 – Caliber (Nasdaq CWD), a diversified real estate and digital asset management platform, today announced that J. Alan Reid, Jr. has been nominated to join its Board of Directors (the “Board”) as an independent director. The Company also announced that Dan Hansen and Michael Trzupsek will not stand for re-election at the Company’s upcoming annual meeting of shareholders, expected to be held on May 14, 2026.

The Company expects that, following the annual meeting and subject to shareholder approval of the nominated slate of directors, its Board will consist of five members, including three independent directors.

“Dan and Michael have each played important roles in Caliber’s evolution over many years, first as advisors and then as directors,” said Chris Loeffler, Chief Executive Officer of Caliber. “We are grateful for their guidance, experience, and long-standing commitment to the Company.”

Mr. Hansen has elected not to stand for re-election at the upcoming shareholder meeting as his responsibilities have expanded significantly in his leadership role at Hyatt, where he serves as Global Head of Growth Strategy and Operations. Caliber expects to continue working with Mr. Hansen in an advisory capacity, leveraging his deep expertise and relationships across the hospitality industry to support the Company’s continued growth.

Mr. Trzupsek has also elected not to stand for re-election following many years of service to the Company as both an advisor and director. Mr. Trzupsek currently serves as Chief Financial Officer of Xanadu, a publicly traded quantum computing company, and has taken on increased responsibilities in that role.

There were no disagreements between the Company and either Mr. Hansen or Mr. Trzupsek on any matter relating to the Company's operations, policies, or practices.

In connection with these transitions, the Company has nominated J. Alan Reid, Jr. as an independent director. If elected by shareholders, Mr. Reid is expected to serve as Chair of the Compensation Committee.

Mr. Reid brings more than three decades of experience in asset management, governance, and capital markets. He has known Caliber for over a decade and has recently served as an independent board member of Caliber Hospitality Trust, Inc., a fund managed by the Company. Mr. Reid previously served as President and Chief Executive Officer of multiple Gordon Getty-controlled asset management firms, including Forward Management, where he led the growth of assets under management from approximately \$70 million to \$7 billion. His experience includes overseeing more than \$3 billion in real estate-related assets through REIT structures and alternative investment platforms.

In addition to his traditional asset management background, Mr. Reid has been actively involved in emerging areas of financial innovation, including governance technology and digital assets. He co-founded Iconik, a shareholder engagement and proxy voting technology company, and has been engaged in the evolving landscape of blockchain, digital assets, and tokenization. Alan Reid also brings long-standing relationships and credibility within the family office community, adding a valuable perspective to Caliber's board as the Company continues to broaden its investor and strategic networks.

"Alan brings a unique combination of institutional experience and forward-looking perspective that aligns with where Caliber is headed," said Loeffler. "He understands our business, has seen our evolution firsthand, and adds valuable expertise in scaling asset management platforms and navigating the future of financial markets."

"I am excited to join Caliber's Board of Directors at this stage of the Company's growth," said Reid. "I believe Caliber has built a differentiated platform, and I look forward to working with the Board and management team to support its next phase of development."

Following the annual meeting and subject to shareholder approval, Caliber's independent directors are expected to be J. Alan Reid, Jr., Lawrence Taylor, and Bill Gerber.

About Caliber (CaliberCos Inc.)

Caliber (Nasdaq: CWD) is a real estate-focused alternative asset manager with over \$2.6 billion in managed assets and a 17-year track record investing in middle-market hospitality and multifamily real estate. The Company operates an institutional-quality asset management platform paired with a boutique, hands-on investment approach focused on value creation in underserved market segments. In 2025, Caliber integrated digital asset infrastructure into its platform by investing in LINK, the token underlying Chainlink, a key technology enabling real estate fund tokenization, and is implementing blockchain and tokenization strategies across its investment platform to enhance how assets are financed, owned, and accessed. Investors can participate in Caliber through its publicly traded equity (Nasdaq: CWD), which provides exposure to both its real estate platform and digital asset holdings, and through its private real estate investment funds for accredited investors and financial professionals.

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.

CONTACTS:

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