

GLOBAL HEALTHCARE REIT, INC.

Form 8-K

September 27, 2016

**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): September 23, 2016

GLOBAL HEALTHCARE REIT, INC.
(Exact Name of Registrant as Specified in its Charter)

Utah 0-15415 87-0340206
(State or other jurisdiction Commission (I.R.S. Employer
of incorporation) File Number Identification number)

8480 E. Orchard Road, Suite 3600, Greenwood Village, CO 80111

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 449-2100

(Former name or former address, if changed since last report)

- ☐ Written communications pursuant to Rule 425 under the Securities Act
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

ITEM 3.02 UNREGISTERED SALE OF EQUITY SECURITIES

ITEM 7.01 REGULATION FD DISCLOSURE

The following sets forth the information required by Item 701 of Regulation S-K with respect to the unregistered sales of equity securities by Global Healthcare REIT, Inc., a Utah corporation (the “Company”), effective September 23, 2016:

On September 23, 2016, Global Healthcare REIT, Inc. (the “Company”), consummated the purchase of 100% of the outstanding undivided interests in a promissory note issued by GL Nursing, LLC, a wholly owned subsidiary of the Company in favor of GLN Investors, LLC in the original principal amount of \$1,650,000. The purchase price of
a. the purchased interests is an aggregate of 1,350,000 shares of Common Stock of the Company. The Promissory Note Purchase Agreement was filed as Exhibit 10.1 to the Company’s Current Report on Form 8K filed with the Commission on August 30, 2016 and is incorporated herein by reference.

The shares were issued to seven persons, each of whom qualified as an “accredited investor” within the meaning of
b. Rule 501(a) of Regulation D under the Securities Act of 1933 as amended (the “Securities Act”). The shares issued were “restricted securities” under the Securities Act.

c. The Company paid no fees or commissions in connection with the issuance of the Shares.

The issuance of the Securities was undertaken without registration under the Securities Act in reliance upon an exemption from the registration requirements of the Securities Act set forth in Sections 4(2) thereunder. The investors each qualified as an “accredited investor” within the meaning of Rule 501(a) of Regulation D. In addition, the Securities, which were taken for investment purposes and not for resale, were subject to restrictions on transfer.
d. We did not engage in any public advertising or general solicitation in connection with this transaction, and we provided the investor with disclosure of all aspects of our business, including providing the investor with our reports filed with the Securities and Exchange Commission and other financial, business and corporate information. Based on our investigation, we believed that the accredited investors obtained all information regarding the Company that each requested, received answers to all questions posed and otherwise understood the risks of accepting our Securities for investment purposes.

e. Not applicable.

f. Not applicable.

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 thereunto duly authorized.

Global Healthcare REIT, Inc.

(Registrant)

Dated: September 27, 2016 /s/ *Lance Baller*
Lance Baller, Interim CEO

