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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): June 22, 2015

**CorEnergy Infrastructure Trust, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation)

**1-33292**  
(Commission File Number)

**20-3431375**  
(IRS Employer Identification No.)

**1100 Walnut, Ste. 3350, Kansas City, MO**  
(Address of Principal Executive Offices)

**64106**  
(Zip Code)

**(816) 875-3705**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(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:

- 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))
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**Item 7.01 Regulation FD Disclosure**

Public Offerings of Common Stock and Convertible Senior Notes

On June 22, 2015, CorEnergy Infrastructure Trust, Inc. (the “Company”) issued a press release announcing that it intends to commence two registered public offerings to sell (i) additional shares of the Company’s common stock and (ii) Convertible Senior Notes, to be due in 2020. These offerings will be made, subject to market and other conditions, pursuant to separate prospectus supplements, each accompanied by a prospectus filed as part of an effective shelf registration statement filed with the Securities and Exchange Commission on Form S-3. BofA Merrill Lynch and Wells Fargo Securities will act as joint book-running managers for both offerings. The Company plans to use the net proceeds from each of the offerings to partially finance the purchase price of the simultaneously announced anticipated acquisition of a subsea pipeline gathering system located in the shallow Gulf of Mexico shelf and storage and onshore processing facilities.

The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release announcing Proposed Offering of Common Stock and Convertible Senior Notes, dated June 22, 2015

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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.

**COREENERGY INFRASTRUCTURE TRUST, INC.**

Dated: June 22, 2015

By: /s/ Richard C. Green

Richard C. Green  
Executive Chairman

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release announcing Proposed Offering of Common Stock and Convertible Senior Notes, dated June 22, 2015

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## CorEnergy Announces Offering of Common Stock and Convertible Notes

*Proceeds from two offerings expected to fund the acquisition of the Grand Isle Gathering System*

FOR IMMEDIATE RELEASE

**KANSAS CITY, Mo – June 22, 2015** – CorEnergy Infrastructure Trust, Inc. (NYSE: CORR) (“CorEnergy” or the “Company”) today announced that it intends to offer, subject to market and other conditions, 11.25 million shares of common stock in an underwritten public offering. CorEnergy also intends to allow the underwriters a 30-day option to purchase up to an additional 1.6875 million shares of the common stock, at the public offering price, less the underwriting discount.

Simultaneously, CorEnergy intends to offer \$75 million of unsecured convertible senior notes. CorEnergy also intends to allow the underwriters a 30-day option to purchase up to an additional \$11.25 million of unsecured convertible senior notes at the public offering price, less the underwriting discount.

CorEnergy intends to use the net proceeds from these offerings to partially finance the planned \$245 million acquisition of the Grand Isle Gathering System, a subsea pipeline system in the Gulf of Mexico, from Energy XXI Ltd (NYSE: EXXI).

BofA Merrill Lynch and Wells Fargo Securities will act as joint bookrunning managers for both the common stock offering and the convertible notes offering.

Electronic copies of the preliminary prospectus supplements and accompanying base prospectus will be available this evening on the SEC website at [www.sec.gov](http://www.sec.gov).

Hard copies of the preliminary prospectus supplement and base prospectus related to both offerings can be obtained from: BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Department, or email [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); or Wells Fargo Securities, 375 Park Avenue, New York, NY, 10152, Attn: Equity Syndicate Department, by telephone at (800) 326-5897 or email a request to [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com).

### **About CorEnergy Infrastructure Trust, Inc.**

CorEnergy is a real estate investment trust (REIT) that owns essential midstream and downstream energy assets, such as pipelines, storage terminals, and transmission and distribution assets. We seek long-term contracted revenue from operators of our assets, primarily under triple net participating leases.

### **Safe Harbor Statement**

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

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## **Forward-Looking Statements**

This press release contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included herein are "forward-looking statements." Although CorEnergy believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in CorEnergy's reports that are filed with the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required by law, CorEnergy does not assume a duty to update any forward-looking statement. In particular, any distribution paid in the future to our stockholders will depend on the actual performance of CorEnergy, its costs of leverage and other operating expenses and will be subject to the approval of CorEnergy's Board of Directors and compliance with leverage covenants.

### **Contact Information:**

Debbie Hagen, Investor Relations, 877-699-CORR (2677), [info@corridortrust.com](mailto:info@corridortrust.com)

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