
Section 1: 8-K (8-K AMENDMENT TO ARTICLES OF INCORPORATION - STOCK INCREASE)

**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 18, 2018

GETTY REALTY CORP.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-13777
(Commission
File Number)

11-3412575
(IRS Employer
Identification No.)

Two Jericho Plaza, Suite 110,
Jericho, New York
(Address of Principal Executive Offices)

11753-1681
(Zip Code)

Registrant's Telephone Number, Including Area Code: (516) 478-5400

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting of Stockholders of Getty Realty Corp. (the “Company”) held on May 8, 2018, the Company’s stockholders approved an amendment to Article VI, Section 6.1 of the Articles of Incorporation of the Company (as amended and supplemented and as currently in effect, the “Charter”) to increase the aggregate number of shares of stock of all classes which the Company has authority to issue from 70,000,000 shares to 120,000,000 shares, by increasing (i) the aggregate number of shares of common stock which the Company has authority to issue from 60,000,000 to 100,000,000 shares, and (ii) the aggregate number of shares of preferred stock which the Company has authority to issue from 10,000,000 to 20,000,000 shares. On May 17, 2018, the Company filed corresponding articles of amendment (the “Charter Amendment”) with the State Department of Assessments and Taxation of Maryland, which became effective upon filing.

The foregoing summary of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
---------------------------	--------------------

3.1	<u>Articles of Amendment to the Articles of Incorporation of the Company.</u>
-----	---

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.

GETTY REALTY CORP.

Date: May 18, 2018

By: /s/ Danion Fielding
Danion Fielding
Vice President, Chief
Financial Officer and Treasurer

[\(Back To Top\)](#)

Section 2: EX-3.1 (EX-3.1 ARTICLES OF AMENDMENT STOCK INCREASE)

Exhibit 3.1

ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION of GETTY REALTY CORP. (a Maryland corporation)

GETTY REALTY CORP., a Maryland corporation (the "**Corporation**"), having its principal office in Jericho, New York, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend its Articles of Incorporation (as amended and supplemented and as currently in effect, the "**Charter**") as follows:

Article VI, Section 6.1 of the Charter is hereby deleted and the following is inserted in lieu thereof:

"Section 6.1 **Authorized Shares.** The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Twenty Million (120,000,000) shares of capital stock (par value \$0.01 per share), amounting in aggregate par value to One Million, Two Hundred Thousand Dollars (\$1,200,000). One Hundred Million (100,000,000) of such shares are classified as "**Common Stock**" and Twenty Million (20,000,000) of such shares are classified as "**Preferred Stock**". If the shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to Sections 6.2, 6.3 or 6.4 of this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph."

SECOND: (a) Prior to these Articles of Amendment, the total number of shares of all classes of stock of the Corporation authorized and the number and par value of the shares of each class were as follows: Seventy Million (70,000,000) shares of capital stock (par value \$0.01 per share), amounting in aggregate par value to Seven Hundred Thousand Dollars (\$700,000), of which Sixty Million (60,000,000) of such shares were classified as Common Stock and Ten Million (10,000,000) of such shares were classified as Preferred Stock.

(b) The total number of shares of all classes of stock of the Corporation as amended by these Articles of Amendment, and the number and par value of the shares of each class, are as follows: One Hundred Twenty Million (120,000,000) shares of capital stock (par value \$0.01 per share), amounting in aggregate par value to One Million, Two Hundred Thousand Dollars (\$1,200,000), of which One Hundred Million (100,000,000) of such shares are classified as Common Stock and Twenty Million (20,000,000) of such shares are classified as Preferred Stock.

THIRD: The foregoing Articles of Amendment do not change the rights and preferences of the Corporation's capital stock.

FOURTH: The foregoing Articles of Amendment were declared advisable and approved by the Board of Directors of the Corporation at a meeting duly held on October 24, 2017, and approved by the stockholders of the Corporation at the Annual Meeting of Stockholders duly held on May 8, 2018.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, Getty Realty Corp. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its President and witnessed and attested by its Secretary, effective as of the 17th day of May, 2018, and they acknowledged the same to be the act of said Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects and that this statement is made under the penalties of perjury.

ATTEST:

GETTY REALTY CORP.

By: /s/ Joshua Dicker
Name: Joshua Dicker
Title: Executive Vice President, General Counsel and
Secretary

By: /s/ Christopher J. Constant
Name: Christopher J. Constant
Title: President and Chief Executive Officer

[Signature Page to Articles of Amendment]

[\(Back To Top\)](#)