

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 18, 2025

Global Medical REIT Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-37815
(Commission
File Number)

46-4757266
(I.R.S. Employer
Identification No.)

7373 Wisconsin Avenue, Suite 800
Bethesda, MD
20814
(Address of Principal Executive Offices)
(Zip Code)

(202) 524-6851
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbols:</u>	<u>Name of each exchange on which registered:</u>
Common Stock, par value \$0.001 per share	GMRE	NYSE
Series A Preferred Stock, par value \$0.001 per share	GMRE PrA	NYSE

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 3.03 Material Modification to Rights of Security Holders.

On September 18, 2025, in connection with the previously announced one-for-five reverse stock split (the “Reverse Stock Split”) of shares of common stock, par value \$0.001 per share (the “Common Stock”), of Global Medical REIT Inc. (the “Company”), the Company filed Articles of Amendment to its charter (the “Amendment”) with the Maryland State Department of Assessments and Taxation. The Amendment, effective as of 5:00 p.m. Eastern Time on September 19, 2025 (the “Effective Time”), converted every five shares of the issued and outstanding Common Stock into one share of common stock of the Company, par value \$0.005 per share. The Reverse Stock Split also effected a proportionate reduction in the Company’s authorized shares of Common Stock from 500,000,000 shares to 100,000,000. The Common Stock will begin trading on a reverse split-adjusted basis on the New York Stock Exchange (the “NYSE”) at the opening of trading on September 22, 2025. The Common Stock will continue trading on the NYSE under the symbol “GMRE” with a new CUSIP number (37954A 303).

As of the Effective Time, a corresponding adjustment was made to the outstanding partnership units of the Company’s operating partnership, Global Medical REIT L.P. Effective immediately after the Effective Time, the Amendment reverted the par value of the Common Stock to \$0.001 per share. The Reverse Stock Split did not affect the Company’s authorized preferred stock. After the Reverse Stock Split, the Company’s authorized preferred stock of 10,000,000 shares remained unchanged. Additionally, the Reverse Stock Split did not affect the par value of the preferred stock.

Pursuant to the Amendment, any fraction of a share of Common Stock that would otherwise have resulted from the Reverse Stock Split will be settled by cash payment, calculated according to the per share closing price of the Common Stock as reported on the NYSE on September 19, 2025. The Reverse Stock Split affected all record holders of the Common Stock uniformly and did not affect any record holder’s percentage ownership interest in the Company, except for de minimis changes as a result of the elimination of fractional shares. Holders of Common Stock who hold in “street name” in their brokerage accounts do not have to take any action as a result of the Reverse Stock Split. Their accounts will be automatically adjusted to reflect the number of shares owned. Holders of Common Stock who hold certificated shares will not be issued new share certificates reflecting the terms of the Reverse Stock Split; rather, all interests represented by paper certificates prior to the Reverse Stock Split will be automatically exchanged for shares of Common Stock held electronically in book-entry form with our transfer agent, Equiniti Trust Company (“Equiniti”). Stockholders of record will receive information from Equiniti regarding their stock ownership following the Reverse Stock Split and cash in lieu of fractional share payments, if applicable, within twenty days of the Effective Time.

The foregoing description of the Amendment is a summary and is qualified in its entirety by the terms of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

The disclosure set forth under Item 3.03 above is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 19, 2025, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information under Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached 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 under that Section, nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

Adjustment to Equity Plan and Awards

As a result of the Reverse Stock Split, at the Effective Time, (i) the number of shares of Common Stock issuable under the 2016 Equity Incentive Plan of Global Medical REIT Inc., as amended (the "Plan"), (ii) any maximum number of shares of Common Stock with respect to which equity awards may be granted to any participant under the Plan, (iii) each equity award outstanding under the Plan at the Effective Time, and (iv) any performance metric related to the price per share of Common Stock applicable to any award outstanding at the Effective Time, were, in each case, adjusted proportionately to reflect the Reverse Stock Split.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment of the Company, effective as of September 19, 2025.
99.1	Press Release dated September 19, 2025
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.

Global Medical REIT Inc.

By: /s/ Jamie A. Barber

Jamie A. Barber
Secretary and General Counsel

Date: September 19, 2025

GLOBAL MEDICAL REIT INC.

ARTICLES OF AMENDMENT

GLOBAL MEDICAL REIT INC., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to, and does hereby, amend its charter as currently in effect (the "Charter"), pursuant to Section 2-309(e) of the Maryland General Corporation Law (the "MGCL"), to effect a reverse stock split of the issued and outstanding shares of the common stock, par value \$0.001 per share ("Common Stock"), of the Corporation such that:

(i) every five (5) shares of Common Stock of the Corporation, par value \$0.001 per share, that are issued and outstanding immediately prior to the Effective Time (as defined herein) shall, at the Effective Time, be combined and changed into one (1) issued and outstanding share of Common Stock of the Corporation, par value \$0.005 per share;

(ii) no fractional shares of Common Stock of the Corporation resulting from such combination and change will be or remain issued and outstanding following the Effective Time, and each stockholder otherwise entitled to a fractional share will be entitled to receive, in lieu thereof, cash in an amount equal to the product obtained by multiplying (x) the fraction of a share by (y) the product obtained by multiplying the last reported price per share at which shares of Common Stock of the Corporation sold on the New York Stock Exchange at the close of market on the date on which the Effective Time occurs (prior to giving effect to such combination and change) by five (5); and

(iii) shares of Common Stock of the Corporation representing the difference between the number of shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time and the number of shares of Common Stock of the Corporation issued and outstanding immediately following the Effective Time, shall return to the status of authorized and unissued shares of Common Stock of the Corporation having, at the Effective Time, a par value of \$0.005 per share.

SECOND: The Corporation desires to, and does hereby, further amend its Charter pursuant to Section 2-605(a)(2) of the MGCL to change the par value of each authorized share of Common Stock of the Corporation from \$0.005 per share to \$0.001 per share, effective immediately after the Effective Time.

THIRD: The Corporation desires to, and does hereby, further amend its Charter pursuant to Section 2-105(a)(13) of the MGCL to replace Section 6.1 of Exhibit A to the Charter with the following, effective immediately after the Effective Time:

"Section 6.1 Authorized Shares. The Corporation has authority to issue 110,000,000 shares of stock, consisting of 100,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 10,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"). If 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. The Board of Directors, with the approval of a majority of the entire Board of Directors, and without any action by the stockholders of the Corporation, may amend the Charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue."

FOURTH: The foregoing amendments to the Charter as set forth in these Articles of Amendment are for the purpose of effecting a reverse stock split that results in a combination of issued and outstanding shares of Common Stock of the Corporation, a change in the par value of the authorized shares of Common Stock of the Corporation and a decrease in the authorized stock of the Corporation, and such amendments are limited to changes expressly authorized by Sections 2-309(e), 2-605(a)(2) and 2-105(a)(13) of the MGCL, respectively, to be made without action by the stockholders of the Corporation and were approved by a majority of the entire board of directors of the Corporation without action by the stockholders of the Corporation.

FIFTH: The total number of shares of stock which the Corporation had authority to issue immediately prior to this amendment was 510,000,000 shares of stock, consisting of 500,000,000 shares of Common Stock, \$0.001 par value per share, and 10,000,000 shares of Preferred Stock, \$0.001 par value per share. The aggregate par value of all shares of stock having par value was \$510,000.

SIXTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 110,000,000 shares of stock, consisting of 100,000,000 shares of Common Stock, \$0.001 par value per share, and 10,000,000 shares of Preferred Stock, \$0.001 par value per share. The aggregate par value of all authorized shares of stock having par value is \$110,000.

SEVENTH: These Articles of Amendment shall be effective at 5:00 p.m. Eastern Time on September 19, 2025 (the “Effective Time”).

EIGHTH: The undersigned President and Chief Executive Officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters and facts required to be verified under oath, the undersigned President and Chief Executive Officer of the Corporation acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by the President and Chief Executive Officer of the Corporation and attested to by the Secretary of the Corporation on this 18th day of September 2025.

ATTEST:

GLOBAL MEDICAL REIT INC.

/s/ Jamie A Barber
Name: Jamie A. Barber
Title: Secretary

/s/ Mark O. Decker, Jr.
Name: Mark O. Decker, Jr.
Title: President and Chief Executive Officer

September 19, 2025

**Global Medical REIT Inc. Completes One-for-Five Reverse Stock Split**

BETHESDA, Md.--(BUSINESS WIRE)-- Global Medical REIT Inc. (NYSE: GMRE) (the "Company" or "GMRE") announced today that it has completed the previously announced one-for-five reverse stock split (the "Reverse Stock Split") of its issued, outstanding and authorized shares of common stock, par value \$0.001 per share (the "Common Stock"), effective at 5:00 p.m., Eastern Time today (the "Effective Time"). Accordingly, at the Effective Time, every five issued and outstanding shares of Common Stock were converted into one share of Common Stock. The par value of each share of Common Stock remained unchanged. The Common Stock will begin trading on a reverse split-adjusted basis on the New York Stock Exchange (the "NYSE") at the opening of trading on September 22, 2025. The Common Stock will continue trading on the NYSE under the symbol "GMRE" with a new CUSIP number: 37954A303.

The Reverse Stock Split also effected a proportionate reduction in the Company's authorized shares of its Common Stock from 500,000,000 shares to 100,000,000 shares and reduced the number of shares of Common Stock outstanding from 67,037,048 shares to approximately 13,407,409 shares. At the Effective Time, the aggregate number of shares authorized for repurchase under the Company's stock repurchase program, the aggregate number of shares issuable under the Company's equity incentive plan, the outstanding equity awards granted under the Company's equity incentive plan, and the outstanding partnership units of Global Medical REIT L.P., the Company's operating partnership, were ratably adjusted to reflect the Reverse Stock Split.

No fractional shares were issued in connection with the Reverse Stock Split. Instead, each stockholder that would hold fractional shares as a result of the Reverse Stock Split is entitled to receive, in lieu of such fractional shares, cash in an amount based on the closing price of the Company's common stock on the NYSE today. The Reverse Stock Split applied to all outstanding shares of Common Stock and therefore did not affect any stockholder's ownership percentage of the Common Stock, except for de minimis changes resulting from the payment of cash in lieu of fractional shares. Stockholders of record will be receiving information from Equiniti Trust Company, the Company's transfer agent, regarding their stock ownership following the Reverse Stock Split and, if applicable, payments of cash in lieu of fractional shares. Stockholders who hold their shares in brokerage accounts or in "street name" are not required to take any action in connection with the Reverse Stock Split.

About Global Medical REIT Inc.

Global Medical REIT Inc. is a net-lease medical REIT that acquires healthcare facilities and leases those facilities to physician groups and regional and national healthcare systems.

Additional information on GMRE can be obtained on its website at www.globalmedicalreit.com.

Forward-Looking Statements

Certain statements contained herein may be considered “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and it is the Company’s intent that any such statements be protected by the safe harbor created thereby. These forward-looking statements are identified by their use of terms and phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "plan," "predict," "project," "will," "continue" and other similar terms and phrases, including references to assumptions and forecasts of future results. Except for historical information, the statements set forth herein including, but not limited to, statements regarding the Reverse Stock Split are forward-looking statements. These forward-looking statements are based on our current expectations, estimates and assumptions and are subject to certain risks and uncertainties. Although the Company believes that the expectations, estimates and assumptions reflected in its forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of the Company’s forward-looking statements. Additional information concerning us and our business, including additional factors that could materially and adversely affect our financial results, include, without limitation, the risks described under Part I, Item 1A - Risk Factors, in our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, and in our other filings with the SEC. You are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and undertakes no obligation, to update any forward-looking statement.

Investor Relations:

Email: Investors@globalmedicalreit.com

Phone: 202.524.6869

Source: Global Medical REIT Inc.
