
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): December 13, 2018 (December 13, 2018)

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.)

2 Bethesda Metro Center, Suite 440
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))

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 7.01 Regulation FD Disclosure.

On December 13, 2018, Global Medical REIT Inc. (the “Company”) filed with the Securities and Exchange Commission a prospectus supplement (the “Prospectus Supplement”) to the Company’s shelf registration statement on Form S-3 (Registration No. 333-217360), registering 1,000,000 shares of the Company’s common stock to be offered pursuant to the Company’s Dividend Reinvestment and Direct Stock Purchase Plan. A copy of the press release announcing the Company’s Dividend Reinvestment and Direct Stock Purchase Plan and the dividends disclosed in Item 8.01 below is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Attached as Exhibit 5.1 to this Current Report is a copy of the opinion of Venable LLP regarding certain Maryland law matters, including the validity of the common stock offered pursuant to the Prospectus Supplement. Attached as Exhibit 8.1 to this Current Report is a copy of the opinion of Vinson & Elkins L.L.P. regarding certain tax matters in connection with the Prospectus Supplement.

The information in Exhibit 99.1 referenced in Item 9.01 below is being “furnished” and, as such, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document filed by the Company pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On December 13, 2018, the Company announced the declaration of:

- a cash dividend for the fourth quarter of 2018 of \$0.20 per share of common stock to stockholders of record as of December 26, 2018, to be paid on January 10, 2019; and
- a cash dividend of \$0.46875 per share to holders of its Series A Cumulative Redeemable Preferred Stock, \$0.001 par value per share (the “Series A Preferred Stock”), of record as of January 15, 2019, to be paid on January 31, 2019. This dividend represents the Company’s quarterly dividend on its Series A Preferred Stock for the period from October 31, 2018 through January 30, 2019.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Venable LLP with respect to the legality of the shares.
8.1	Opinion of Vinson & Elkins L.L.P. with respect to tax matters.
23.1	Consent of Venable LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Vinson & Elkins L.L.P. (included in Exhibit 8.1 hereto).
99.1	Press Release dated December 13, 2018.

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

Dated: December 13, 2018

[LETTERHEAD OF VENABLE LLP]

December 13, 2018

Global Medical REIT Inc.
2 Bethesda Metro Circle
Suite 440
Bethesda, MD, 20814

Re: Dividend Reinvestment and Stock Purchase Plan

Ladies and Gentlemen:

We have served as Maryland counsel to Global Medical REIT Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration of up to 1,000,000 shares (the "Shares") of Common Stock, \$.001 par value per share, of the Company (the "Common Stock") to be issued from time to time pursuant to the Company's Dividend Reinvestment and Stock Purchase Plan (the "Plan"). The Shares are covered by the Registration Statement on Form S-3 (Reg. No. 333-217360), and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
 2. The Prospectus, dated June 19, 2018, as supplemented by a Prospectus Supplement, dated December 13, 2018 (the "Prospectus Supplement"), filed with the Commission pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;
 3. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
 4. The Second Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
 5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
 6. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the adoption of the Plan and the registration and issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
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7. The Plan, as contained in the Prospectus Supplement;
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.
 2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
 3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
 4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
 5. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.
 6. The Shares will not be issued or transferred in violation of the restrictions on transfer and ownership contained in Article VII of the Charter.
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Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.
2. The issuance of the Shares has been duly authorized and, when and to the extent issued and delivered against payment therefor in accordance with the Resolutions, the Plan, the Registration Statement and the Prospectus Supplement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Plan (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

Vinson & Elkins

December 13, 2018

Global Medical REIT Inc.
2 Bethesda Metro Center
Suite 440
Bethesda, MD 20814

Re: Global Medical REIT Inc. Qualification as Real Estate Investment Trust

Ladies and Gentlemen:

We have acted as counsel to Global Medical REIT Inc., a Maryland corporation (the "**Company**"), in connection with the offer and sale of up to 1,000,000 shares of Common Stock in connection with the Company's Dividend Reinvestment and Stock Purchase Plan pursuant to a prospectus supplement dated December 13, 2018 (the "**Prospectus Supplement**"), forming part of the Registration Statement on Form S-3 (File No. 333-217360) filed with the Securities and Exchange Commission on April 18, 2017, as amended through the date hereof (the "**Registration Statement**"). You have requested our opinion regarding certain U.S. federal income tax matters.

In connection with the opinions rendered in (a) and (b) below (together, the "**Tax Opinion**"), we have examined the following:

1. the Registration Statement, the prospectus (the "**Prospectus**") filed as part of the Registration Statement, and the Prospectus Supplement;
2. the Company's Articles of Incorporation, filed with the Department of Assessments and Taxation of the State of Maryland and effective as of January 15, 2014, as amended and corrected through the date hereof;
3. the Second Amended and Restated Bylaws of the Company, effective as of December 14, 2017;
4. the Agreement of Limited Partnership of Global Medical REIT L.P., a Delaware limited partnership, as amended;
5. the Sales Agreement;
6. the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Commission on March 12, 2018 (the "**Form 10-K**"); and

Vinson & Elkins LLP Attorneys at Law

Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York
Palo Alto Richmond Riyadh San Francisco Taipei Tokyo Washington

901 East Byrd Street, Suite 1500
Richmond, VA 23219

Tel +1.804.327.6300 **Fax** +1.804.327.6301 **www.velaw.com**

7. such other documents as we have deemed necessary or appropriate for purposes of this opinion.

In connection with the opinions rendered below, we have assumed, with your consent, that:

1. each of the documents referred to above is authentic, if an original, or is accurate, if a copy; and has not been amended;
2. during its taxable year ending December 31, 2018, and future taxable years, the Company will operate in a manner that will make the factual representations contained in a certificate, dated the date hereof and executed by a duly appointed officer of the Company (the "*Officer's Certificate*"), true for such years;
3. the Company will not make any amendments to its organizational documents or the organizational documents of the Operating Partnership after the date of this opinion that would affect the Company's qualification as a real estate investment trust (a "*REIT*") for any taxable year; and
4. no action will be taken by the Company or the Operating Partnership after the date hereof that would have the effect of altering the facts upon which the opinions set forth below are based.

In connection with the opinions rendered below, we also have relied upon the correctness of the factual representations contained in the Officer's Certificate. No facts have come to our attention that would cause us to question the accuracy and completeness of such factual representations. Furthermore, where such factual representations involve terms defined in the Internal Revenue Code of 1986, as amended (the "*Code*"), the Treasury regulations thereunder (the "*Regulations*"), published rulings of the Internal Revenue Service (the "*Service*"), or other relevant authority, we have reviewed, with the individuals making such representations the relevant provisions of the Code, the applicable Regulations and published administrative interpretations thereof.

Based solely on the documents and assumptions set forth above, the representations set forth in the Officer's Certificate, and the discussions in the Prospectus under the caption "Material U.S. Federal Income Tax Considerations," in the Form 10-K under the caption "Additional Material U.S. Federal Income Tax Considerations" and in the Prospectus Supplement under the captions "Description of the Dividend Reinvestment and Stock Purchase Plan—Other Information—30. What are the U.S. federal income tax consequences of participation in the Plan?" and "—32. How are income tax withholding provisions applied to participants?" (which are incorporated herein by reference), we are of the opinion that:

- (a) the Company qualified to be taxed as a REIT pursuant to sections 856 through 860 of the Code for its taxable years ended December 31, 2016 through December 31, 2017, and the Company's organization and current and proposed method of operation will enable it to continue to qualify as a REIT under the Code for its taxable years ending December 31, 2018 and thereafter; and
- (b) the descriptions of the law and the legal conclusions in the Prospectus under the caption "Material U.S. Federal Income Tax Considerations," in the Form 10-K under the caption "Additional Material U.S. Federal Income Tax Considerations" and in the Prospectus Supplement under the captions "Description of the Dividend Reinvestment and Stock Purchase Plan—Other Information—30. What are the U.S. federal income tax consequences of participation in the Plan?" and "—32. How are income tax withholding provisions applied to participants?" are correct in all material respects.

We will not review on a continuing basis the Company's compliance with the documents or assumptions set forth above, or the factual representations set forth in the Officer's Certificate. Accordingly, no assurance can be given that the actual results of the Company's operations for any given taxable year will satisfy the requirements for qualification and taxation as a REIT. Although we have made such inquiries and performed such investigations as we have deemed necessary to fulfill our professional responsibilities as counsel, we have not undertaken an independent investigation of all of the facts referred to in this letter or the Officer's Certificate.

The foregoing Tax Opinion is based on current provisions of the Code, the Regulations, published administrative interpretations thereof, and published court decisions. The Service has not issued Regulations or administrative interpretations with respect to various provisions of the Code relating to REIT qualification. No assurance can be given that the law will not change in a way that will prevent the Company from qualifying as a REIT.

The foregoing Tax Opinion is limited to the U.S. federal income tax matters addressed herein, and no other opinions are rendered with respect to other U.S. federal tax matters or to any issues arising under the tax laws of any other country, or any state or locality. We undertake no obligation to update the Tax Opinion expressed herein after the date of this letter. This opinion letter speaks only as of the date hereof. Except as provided in the next paragraph, this opinion letter may not be distributed, quoted in whole or in part or otherwise reproduced in any document, or filed with any governmental agency without our express written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not admit that we are in the category of persons whose consent is required by Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder by the Securities and Exchange Commission.

Very truly yours,

/s/ Vinson & Elkins LLP

Vinson & Elkins LLP



For Immediate Release

**GLOBAL MEDICAL REIT INC. BOARD DECLARES 2018 FOURTH QUARTER COMMON AND PREFERRED DIVIDENDS
INITIATES DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN**

Bethesda, MD — December 13, 2018 — Global Medical REIT Inc. (NYSE: GMRE)(the “Company” or “GMRE”), a Maryland corporation engaged primarily in the acquisition of licensed, state-of-the-art, purpose-built healthcare facilities and the leasing of these facilities to strong clinical operators with leading market share, announced today that its Board of Directors (“Board”) has authorized 2018 fourth quarter common and preferred dividends, along with approving a dividend reinvestment and stock purchase plan.

Common Dividend

The Board has declared a 2018 fourth quarter cash dividend of \$0.20 per common share, which will be paid on January 10, 2019 to common stockholders of record as of December 26, 2018. The common dividend represents an annualized rate of \$0.80 per common share and a dividend yield of approximately 8.89% based on the Company’s closing stock price on December 12, 2018.

Series A Preferred Dividend

The Board has also authorized a quarterly cash dividend of \$0.46875 per share on its Series A Cumulative Redeemable Preferred Stock, \$0.001 par value per share (the “Series A Preferred Stock”), which will be paid on January 31, 2019, to Series A Preferred stockholders of record as of January 15, 2019. This represents the Company’s quarterly dividend on its Series A Preferred Stock for the period from October 31, 2018 through January 30, 2019.

“We are very happy to announce our dividend reinvestment and stock purchase plan, which will allow the reinvestment of our common dividends, while also providing a convenient platform to purchase shares directly in GMRE,” stated Jeffrey Busch, Chief Executive Officer, Chairman & President.

Dividend Reinvestment and Stock Purchase Plan

In addition, the Board approved a dividend reinvestment and direct stock purchase plan, which offers existing and prospective common stockholders the opportunity to reinvest their common dividends in GMRE’s common stock, \$0.001 par value per share, or our common stock, while providing new investors an opportunity to make an initial investment in our common stock.

Through the Plan, participants may:

- Automatically reinvest their cash dividends on all or less than all of the shares of common stock registered in their names; and
- Invest in GMRE’s common stock by making optional cash payments at any time with a minimum of \$500 to a maximum of \$1,000 per month. Higher cash payments can be made upon approval from the Company through a “Request for Waiver” form. Optional cash payments can be invested monthly on pre-determined dates set by the Company.

The Company’s common shares are listed on the New York Stock Exchange (NYSE), under ticker symbol “GMRE.” On December 12, 2018, GMRE’s closing price on its common stock, as reported on the NYSE, was \$9.00 per share. Additional information on the aforementioned dividend reinvestment and stock purchase plan can be found on the Company’s website on the stock information page.

About Global Medical REIT Inc.

Global Medical REIT Inc. is a Maryland corporation engaged primarily in the acquisition of licensed, state-of-the-art, purpose-built healthcare facilities and the leasing of these facilities to strong clinical operators with leading market share. The Company's management team has significant healthcare, real estate and public real estate investment trust, or REIT, experience and has long-established relationships with a wide range of healthcare providers. The Company elected to be taxed as a REIT for U.S. federal income tax purposes commencing with its taxable year ending December 31, 2016.

Investor Contact:

Mary Jensen
Investor Relations
(202) 524-6869
maryj@globalmedicalreit.com
