
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 17, 2026

GENERATION INCOME PROPERTIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation)

001-40771
(Commission
File Number)

47-4427295
(IRS Employer
Identification No.)

401 East Jackson Street, Suite 3300
Tampa, Florida
(Address of Principal Executive Offices)

33602
(Zip Code)

Registrant's telephone number, including area code: (813)-448-1234

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	GIPR	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	GIPRW	The Nasdaq Stock Market LLC

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.

Explanatory Note

In this Current Report on Form 8-K/A, the terms "we", "us", "our" and the "Company" refer to Generation Income Properties, Inc. and its consolidated subsidiaries, unless the context indicates otherwise.

This Current Report on Form 8-K/A amends the Company's Current Report on Form 8-K filed on April 23, 2026 ("Original Form 8-K"), to provide the pro forma financial information required by Item 9.01 (b) of Form 8-K. This amendment reports no other updates or amendments to the Original Form 8-K.

Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The following unaudited pro forma financial information for the Company is attached as Exhibit 99.1 and incorporated by reference herein ("Unaudited Pro Forma Consolidated Financial Statements"):

- Unaudited Pro Forma Balance Sheet for the Company as of March 31, 2026
- Unaudited Pro Forma Condensed Consolidated Statement of Operations for the three months ended March 31, 2026
- Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2025

The pro forma financial information is based on the historical financial statements of the Company and gives effect to the sale of the Property as if the sale had occurred on January 1, 2025 for the purposes of the unaudited pro forma condensed consolidated statements of operations, and as of March 31, 2026 for the purposes of the unaudited pro forma condensed consolidated balance sheet.

(c) Exhibits

Exhibit No.	Description
99.1	Unaudited Pro Forma Consolidated Financial Statements.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Generation Income Properties Inc.**Overview of Unaudited Pro Forma Consolidated Financial Statements**

The following unaudited pro forma condensed consolidated financial information of Generation Income Properties, Inc. (the "Company") gives effect to the disposition of a Dollar Tree-occupied single-tenant net-leased retail property completed on April 17, 2026 (the "Disposition"). The Company, through its indirect wholly owned subsidiary GIPGA 2383 Lake Harbin Road, LLC, sold the property located at 2383 Lake Harbin Road, Morrow, Georgia to Vanguard Asset Holdings, LLC, Series 102, for a purchase price of \$1,458,000, resulting in net proceeds to the Company of \$639,152 after customary prorations and adjustments.

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2026 gives effect to the Disposition as if it had occurred on March 31, 2026. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2025 and for the three months ended March 31, 2026 give effect to the Disposition as if it had occurred on January 1, 2025.

The unaudited pro forma condensed consolidated financial information has been prepared in accordance with Article 11 of Regulation S-X and is based on the Company's historical consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026.

The unaudited pro forma condensed consolidated financial information reflects adjustments that are directly attributable to the Dispositions and factually supportable. The adjustments reflected in the unaudited pro forma condensed consolidated statements of operations are also expected to have a continuing impact on the Company's results of operations. The pro forma adjustments include, among other things:

- removal of revenues and expenses associated with the disposed properties;
- elimination of depreciation and amortization related to the disposed properties; and
- removal of the related real estate assets and liabilities in the pro forma balance sheet.

The unaudited pro forma condensed consolidated financial information has been prepared for illustrative purposes only and does not purport to represent what the Company's financial position or results of operations would have been had the Dispositions occurred on the dates indicated. The unaudited pro forma condensed consolidated financial information also should not be considered representative of the Company's future financial position or results of operations.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with the accompanying notes and the Company's historical consolidated financial statements and related notes incorporated by reference herein.

Generation Income Properties, Inc.
Pro Forma Consolidated Balance Sheet
March 31, 2026

	Historical (unaudited)	Dollar Tree Morrow, GA	Pro Forma (unaudited)
Assets			
Investments in real estate			
Land	\$ 19,630,821	\$ -	\$ 19,630,821
Building and site improvements	63,882,423	-	63,882,423
Acquired tenant improvements	2,265,766	-	2,265,766
Acquired lease intangible assets	9,218,135	-	9,218,135
Less: accumulated depreciation and amortization	(15,400,673)	-	(15,400,673)
Net real estate investments	\$ 79,596,472	\$ -	\$ 79,596,472
Cash and cash equivalents	289,468	(400)	289,068
Restricted cash	34,500	-	34,500
Deferred rent asset	380,291	(15,753)	364,538
Prepaid expenses	164,844	(13,967)	150,877
Accounts receivable	3,907	-	3,907
Escrow deposits and other assets	753,127	(6,367)	746,760
Held for sale assets	1,083,054	(1,083,054)	-
Right-of-use asset, net	5,969,795	-	5,969,795
Total Assets	\$ 88,275,458	\$ (1,119,541)	\$ 87,155,917
Liabilities and Equity			
Liabilities			
Accounts payable	\$ 1,614,169	\$ (42,134)	1,572,035
Accrued expenses	1,494,566	(25,209)	1,469,357
Accrued expense - related party	1,063,501	-	1,063,501
Acquired lease intangible liabilities, net	1,353,103	-	1,353,103
Deferred rent liability	137,942	-	137,942
Lease liability, net	6,529,157	-	6,529,157
Loan payable - related party	6,721,429	-	6,721,429
Mortgage loans, net of unamortized debt issuance costs and debt discount	47,337,648	(616,687)	46,720,961
Derivative liabilities	279,578	-	279,578
Total liabilities	\$ 66,531,093	\$ (684,030)	\$ 65,847,063
Redeemable Non-Controlling Interests	\$ 26,966,173	\$ (639,152)	\$ 26,327,021
Stockholders' Equity			
Common stock, \$0.01 par value, 100,000,000 shares authorized; 7,882,731 shares issued and 5,979,661 outstanding at March 31, 2026.	\$ 59,400	\$ -	\$ 59,400
Additional paid-in capital	30,075,515	-	30,075,515
Accumulated deficit	(35,749,584)	203,641	(35,545,943)
Total Generation Income Properties, Inc. Stockholders' Equity	\$ (5,614,669)	\$ 203,641	\$ (5,411,028)
Non-Controlling Interest	392,861	-	392,861
Total equity	\$ (5,221,808)	\$ 203,641	\$ (5,018,167)
Total Liabilities and Equity	\$ 88,275,458	\$ (1,119,541)	\$ 87,155,917

Generation Income Properties, Inc.
Pro Forma Consolidated Statement of Operations
For the Three Months Ended March 31, 2026

	Historical (unaudited)	Dollar Tree Morrow, GA	Pro Forma (unaudited)
Revenue			
Rental income	\$ 2,173,736	\$ (32,230)	\$ 2,141,506
Other income	10,468	-	10,468
Total revenue	\$ 2,184,204	\$ (32,230)	\$ #REF!
Expenses			
General and administrative expense	\$ 406,443	\$ (225)	\$ 406,218
Building expenses	509,738	(9,240)	500,498
Depreciation and amortization	1,134,428	(15,054)	1,119,374
Interest expense, net	981,598	(13,228)	968,370
Compensation Costs	388,689	-	388,689
Total expenses	\$ 3,420,896	\$ (37,747)	\$ 3,383,149
Operating (loss) income	(1,236,692)	5,517	(1,231,175)
Other expense	(237)	-	(237)
Gain on derivative valuation	155,851	-	155,851
Loss on transfer of LLC interests in satisfaction of debt	(185,069)	-	(185,069)
Net loss	<u>\$ (1,266,147)</u>	<u>\$ 5,517</u>	<u>\$ (1,260,630)</u>
Less: Net income attributable to non-controlling interests	864,988	-	864,988
Net loss attributable to Generation income Properties, Inc.	<u>\$ (2,131,135)</u>	<u>\$ 5,517</u>	<u>\$ (2,125,618)</u>
Total Weighted Average Shares of Common Stock Outstanding - Basic & Diluted			
	6,814,332		6,814,332
Basic & Diluted Loss Per Share Attributable to Common Stockholders	\$ (0.31)		\$ (0.31)

Generation Income Properties, Inc.
Pro Forma Consolidated Statement of Operations
For the Year Ended December 31, 2025

	Historical (unaudited)	Dollar Tree Morrow, GA	Pro Forma (unaudited)
Revenue			
Rental income	\$ 9,698,991	\$ (130,234)	\$ 9,568,757
Other income	40,951	-	40,951
Total revenue	\$ 9,739,942	\$ (130,234)	\$ 9,609,708
Expenses			
General and administrative expense	\$ 2,191,051	\$ (1,584)	\$ 2,189,467
Building expenses	2,529,527	(37,518)	2,492,009
Depreciation and amortization	4,995,717	(97,311)	4,898,406
Interest expense, net	5,771,280	(54,342)	5,716,938
Compensation Costs	1,240,282	-	1,240,282
Total expenses	\$ 16,727,857	\$ (190,755)	\$ 16,537,102
Operating (loss) income	(6,987,915)	60,521	(6,927,394)
Other expense	(287)	-	(287)
Loss on derivative valuation	(335,344)	-	(335,344)
Dead deal expense	(75,502)	-	(75,502)
Loss on extinguishment of debt	(926,398)	-	-
Gain on sale of property	1,936,446	-	-
Net loss	<u>\$ (6,389,000)</u>	<u>\$ 60,521</u>	<u>\$ (6,328,479)</u>
Less: Net income attributable to non-controlling interests	3,951,904	-	3,951,904
Net loss attributable to Generation income Properties, Inc.	<u>\$ (10,340,904)</u>	<u>\$ 60,521</u>	<u>\$ (10,280,383)</u>
Total Weighted Average Shares of Common Stock Outstanding - Basic & Diluted			
	5,165,879		5,165,879
Basic & Diluted Loss Per Share Attributable to Common Stockholders			
	\$ (2.00)		\$ (1.99)

Generation Income Properties Inc.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

Note 1 – Basis of Presentation

The unaudited pro forma condensed consolidated financial statements are presented in accordance with Article 11 of Regulation S-X and give effect to the disposition of a single-tenant net-leased property completed on April 17, 2026 (the “Disposition”), as described in the accompanying Overview of Unaudited Pro Forma Condensed Consolidated Financial Information.

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2026 is presented as if the Disposition occurred on that date. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2025 and for the three months ended March 31, 2026 are presented as if the Disposition occurred on January 1, 2025.

The pro forma adjustments are based on currently available information and assumptions that management believes are reasonable.

The unaudited pro forma condensed consolidated financial statements are presented for informational purposes only and are not necessarily indicative of what the Company’s consolidated financial position or results of operations would have been had the

Disposition been completed on the dates assumed, nor are they necessarily indicative of future consolidated financial condition, results of operations, or cash flows.

Note 2 – Pro Forma Adjustments

The following pro forma adjustments are directly attributable to the Disposition and are factually supportable.

(a) Removal of Net Real Estate Assets and Related Equity Impact

Represents the removal of the historical carrying values of the disposed properties, including land, buildings and improvements, tenant improvements, and accumulated depreciation. The resulting difference between the net book value and the estimated sales proceeds, net of estimated closing costs and other transaction-related adjustments, is reflected as an adjustment to retained earnings within stockholders' equity in the unaudited pro forma condensed consolidated balance sheet.

(b) Removal of Property-Level Indebtedness

Represents the removal of mortgage debt secured by the disposed properties that was repaid in connection with the Disposition, including the elimination of any unamortized deferred financing costs associated with the extinguished debt.

(c) Removal of Historical Operating Results

Represents the elimination of rental revenues, property operating expenses, and depreciation and amortization associated with the disposed properties for the periods presented, as the pro forma financial statements assume the Dispositions occurred on January 1, 2025.

(d) Removal of Interest Expense Associated with Property-Level Debt

Represents the elimination of interest expense associated with the mortgage debt secured by the disposed properties for the periods presented, as such debt was repaid in connection with the Disposition.
