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): August 31, 2026

GENERATION INCOME PROPERTIES, INC.
(Exact name of Registrant as Specified in Its Charter)

Maryland	001-40771	47-4427295
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

401 East Jackson Street Suite 3300 Tampa, Florida	33602
(Address of Principal Executive Offices)	(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))

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. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On August 31, 2026, Generation Income Properties, L.P., the operating partnership of Generation Income Properties, Inc. (the “Company”), in its capacity as a member and as the manager of GIP VB SPE, LLC (“GIPR Portfolio Co”), entered into an Amendment (the “Amendment”) to the Amended and Restated Limited Liability Company Agreement of GIP VB SPE, LLC, dated August 10, 2023, as previously amended (the “LLC Agreement”), with LC2-NNN Pref, LLC, an affiliate of Loci Capital (the “Loci Member”).

The Amendment extends the Mandatory Redemption Date (as defined in the LLC Agreement) for the redemption of the Loci Member’s preferred equity interest in GIPR Portfolio Co. under Section 4.3(b) of the LLC Agreement from August 31, 2026 to September 30, 2026.

In connection with the Amendment, Loci Capital delivered a payoff letter, dated August 31, 2026 (the “Payoff Letter”), setting forth the amount required to fully redeem, on or before September 30, 2026, its remaining preferred equity interest in GIPR Portfolio Co., consisting of the outstanding preferred equity balance, accrued per diem preferred return, an equity fee and outstanding legal expenses, for a total redemption amount of $4,231,754, subject to customary final accounting reconciliation adjustments. The Payoff Letter provides that, upon receipt of the redemption amount on or before September 30, 2026, Loci Capital's interest in GIPR Portfolio Co. will be fully redeemed and retired, and Loci Capital will no longer have any interests, rights, liabilities or obligations in or from GIPR Portfolio Co. and its affiliates, owners, managers or stakeholders. There can be no assurance the redemption will be completed by September 30, 2026.

The foregoing descriptions of the Amendment and the Payoff Letter are qualified in their entirety by reference to the full text of those documents, filed as Exhibits 10.1 and 10.2 hereto, respectively, and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 4, 2026, the Company issued a press release announcing the matters described in Item 1.01 above. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Amendment to Amended and Restated Limited Liability Company Agreement of GIP VB SPE, LLC, dated August 31, 2026, by and among Generation Income Properties, L.P. and LC2-NNN Pref, LLC.
10.2	Payoff Letter, dated August 31, 2026, from LC2-NNN Pref, LLC to Generation Income Properties, L.P. regarding the redemption of the Loci Membership Interest in GIP VB SPE, LLC.
99.1	Press Release dated September 4, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward-Looking Statements

This Current Report on Form 8-K may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainty. When used in this Form 8-K, in future filings with the Securities and Exchange Commission (the “SEC”) or in other written or oral communications, statements which are not historical in nature, including those containing words such as “continue,” “anticipate,” “will,” “estimate,” “expect,” “intend,” “plan,” and “project” and other similar words and expressions, are intended to signify forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various risks and uncertainties. Statements regarding the Company's plans to redeem outstanding preferred equity interests and future financing activities may be forward-looking statements. Such statements are based on current expectations of management of the Company and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, among others, the risk that the Company may not be able to timely redeem outstanding preferred equity and the risk that additional sources of capital may not be available to the Company on acceptable terms. Please also refer to the risks detailed from time to time in the reports that the Company files with the SEC, including the Company's Annual Report on Form 10-K/A for the year ended December 31, 2025 filed with the SEC on April 3, 2026, as well as the Company's subsequent filings on Form 10-Q and periodic filings on Form

8-K, for additional factors that could cause actual results to differ materially from those stated or implied by such forward-looking statements. All forward-looking statements speak only as of the date on which they are made. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by law.

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.

GENERATION INCOME PROPERTIES, INC.

Date:	September 4, 2026	By:	/s/ Ron Cook
			Ron Cook
			Principal Finance and Accounting Officer

AMENDMENT TO

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT

OF GIP VB SPE, LLC

THIS AMENDMENT (this "Amendment") to the Amended and Restated Limited Liability Company Agreement of GIP VB SPE, LLC, a Delaware limited liability company (the "Company"), dated as of August 10, 2023, as amended by Amendment No. 1 to Amended and Restated Limited Liability Company Agreement of GIP VB SPE, LLC and as further amended effective August 10, 2026 (as amended, the "Agreement"), is entered into as of August 31, 2026, by and among Generation Income Properties, L.P., a Delaware limited partnership (the "Generation Member"), LC2-NNN Pref, LLC, a Florida limited liability company (the "Loci Member"), and Generation Income Properties, L.P., in its capacity as the manager of the Company (the "Manager," and together with the Generation Member and the Loci Member, the "Parties"). Capitalized terms used but not defined in this Amendment have the meanings given to them in the Agreement.

BACKGROUND STATEMENT

A. Under Section 4.3(b) of the Agreement, the Redemption Amount is payable to the Loci Member on or before the Mandatory Redemption Date, and the Agreement granted the Generation Member two 12-month options to extend the Mandatory Redemption Date.

B. The Parties acknowledge, solely for purposes of this Amendment, that the Mandatory Redemption Date in effect immediately before this Amendment is August 31, 2026.

C. The Parties wish to extend the Mandatory Redemption Date from August 31, 2026 to September30, 2026, in accordance with Section 12.1 of the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants in this Amendment and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Parties agree as follows:

1. **Extension of Mandatory Redemption Date.** The Mandatory Redemption Date is extended from August 31, 2026 to September30, 2026 (the "Extension"). From and after the date of this Amendment, each reference in the Agreement to the Mandatory Redemption Date means September30, 2026, as the Mandatory Redemption Date may be further extended in accordance with the Agreement. For avoidance of doubt, the Parties acknowledge and agree that (i) the Extension does not extend the date of any further extension of the Mandatory Redemption Date such that if the Mandatory Redemption Date is further extended pursuant to the terms of the Agreement, such extension shall only be to August 10, 2027, (ii) the Extension does not mean that the Generation Member has satisfied the conditions set forth in the Agreement including, without limitation, conditions set forth in Section 4.3(b) of the Agreement, to extend the Mandatory Redemption Date (the "Requirements"), (iii) upon satisfaction of the Requirements prior to September30, 2026, the Generation Member shall have the right to extend the Mandatory

Redemption Date to August 10, 2027, and (iii) if the Requirements are not satisfied prior to September30, 2026, the Mandatory Redemption Date shall be and remain September30, 2026.

2. **Effect of Amendment.** Except as expressly amended by this Amendment, the Agreement remains unchanged and in full force and effect. Nothing in this Amendment, other than the extension of the Mandatory Redemption Date provided in Section 1, constitutes a waiver by any Party of any right or remedy under the Agreement.

3. **Governing Law.** This Amendment is governed by, and construed in accordance with, Section 12.3 of the Agreement, which applies to this Amendment as if fully set forth in this Amendment.

4. **Counterparts.** This Amendment may be executed in any number of counterparts, including by electronic signature, each of which is deemed an original and all of which together constitute one and the same instrument.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first written above.

GENERATION MEMBER AND MANAGER:

GENERATION INCOME PROPERTIES, L.P.,
a Delaware limited partnership, in its capacity as the Generation Member and as the Manager

By: Generation Income Properties, Inc.,
a Maryland corporation, its General Partner

By: /s/ David Sobelman
Name: David Sobelman
Title: CEO
Date: 8/31/2026

LOCI MEMBER:

LC2-NNN PREF, LLC,
a Florida limited liability company

By: Loci Capital Management Co., LLC,
a Florida limited liability company, its Manager

By: /s/ Michael J. Phillips
Name: Michael J. Phillips
Title: Manager
Date: 8/31/2026

[*Signature Page to Amendment to Amended and Restated Limited Liability Company Agreement of GIP VP SPE, LLC*]

LOCI CAPITAL
4830 W. Kennedy Blvd, Ste 880
Tampa, FL 33609

August 31, 2026

Re: Preferred Equity Redemption, Loci Capital & Generation Income Properties

To whom it may concern,

LC2-NNN Pref, LLC ("Loci") made a preferred equity investment into GIP VB SPE, LLC ("GIPR Portfolio Co") on August 10, 2023, in which Loci received a preferred membership interest (the "Loci Membership Interest") in the GIPR Portfolio Co pursuant to the Amended and Restated Limited Liability Company Agreement of GIP VB SPE, LLC, dated August 10, 2026 (as modified, amended, or supplemented, the "Operating Agreement"). This letter *will outline* the amount (the "Redemption Amount") owed out to LC2-NNN Pref, LLC ("Loci") in order to effect a full redemption of Loci's interests in GIPR Portfolio Co as of a redemption date of September 30, 2026 (the "Redemption Date"). For purposes of this letter, the following terms will apply:

Redemption Date: September 30, 2026

Amount Owed:

- Preferred Equity Balance as of August 31, 2026: $4,050,496.26
- Per Diem Preferred Return starting September 1, 2026: $2,025.25
- Equity Fee: $70,500.00
- Outstanding Legal Expense: $50,000.00
- Total Outstanding Owed: $4,231,753.70

Redemption Amount: $4,231,753.70 *

***Redemption Amount subject to customary final accounting reconciliation adjustments, including a final Per Diem calculation.*

Loci hereby represents and affirms that, upon receipt of the Redemption Amount on or before the Redemption Date listed above, the Loci Membership Interest will be fully redeemed, retired, and no longer outstanding, and Loci will no longer have any interests, rights, liabilities, and/or obligations in or from GIPR Portfolio Co and its affiliates, owners, managers, or stakeholders with respect to the Loci Membership Interest, the Operating Agreement, or otherwise.

Sincerely,

/s/ Michael Phillips

Michael Phillips Authorized
Signatory LC2-NNN Pref, LLC

Generation Income Properties Announces Preferred Equity Reduction and Extension of Preferrd Equity Mandatory Redemption Date

TAMPA, Fla., September 4, 2026 – Generation Income Properties, Inc. (NASDAQ: GIPR) ("GIPR" or the "Company") today provided an update on its ongoing efforts to simplify its capital structure, reduce higher-cost capital obligations and strengthen its financial position.

The Company has reached an agreement with Loci Capital providing for the extension of the mandatory redemption date of Loci Capital's preferred equity interest in GIP VB SPE, LLC ("GIPR Portfolio Co") to September 30, 2026. Pursuant to a payoff letter dated August 31, 2026, the redemption amount is approximately $4.2 million if the redemption occurs on or before September 30, 2026.

The outstanding preferred equity balance has been reduced substantially from approximately $20 million in 2025 to approximately $4.2 million today, reflecting the Company's continued efforts to reduce its outstanding capital obligations and improve its balance sheet.

Upon payment of the redemption amount, Loci Capital's interest in GIPR Portfolio Co. will be fully redeemed, and Loci Capital will no longer have any interests, rights, liabilities or obligations with respect to GIPR Portfolio Co. and its affiliates, owners, managers or stakeholders.

"Over the past several months, we have remained focused on simplifying our balance sheet, reducing our capital obligations and strengthening our financial position," said David Sobelman, Chief Executive Officer of Generation Income Properties. "Reducing the Loci preferred equity balance from approximately $20 million to approximately $4 million represents meaningful progress. We are actively working on efforts to complete the full redemption on or before September 30, which would mark another important step toward a more streamlined capital structure and greater financial flexibility for the Company."

Management believes the reduction to date, together with the planned elimination, of the Loci Capital preferred equity interest, together with the Company's ongoing balance sheet initiatives, represents meaningful progress in the Company's efforts to strengthen its financial position and support long-term shareholder value. There is no assurance that the Company will be able to fully redeem the preferred equity balance by September 30, 2026.

Additional public announcements regarding the Company's balance sheet initiatives and efforts to redeem the preferred equity will be made as information available.

Forward-Looking Statements

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainty. When used in this press release, in future filings with the Securities and Exchange Commission (the "SEC") or in other written or oral communications, statements which are not historical in nature, including those containing words such as "continue," "anticipate," "will," "estimate," "expect," "intend," "plan," and "project" and other similar words and expressions, are intended to signify forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various risks and uncertainties. Statements regarding the Company's plans to redeem outstanding preferred equity interests and future financing activities may be forward-looking statements. Such statements are based on current expectations of management of the Company and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, among others, the risk that the Company may not be able to timely redeem outstanding preferred equity and the risk that additional sources of capital may not be available to the Company on acceptable terms. Please also refer to the risks detailed from time to time in the reports that the Company files with the SEC, including the Company's Annual Report on Form 10-K/A for the year ended December 31, 2025 filed with the SEC on April 3, 2026, as well as the Company's subsequent filings on Form

10-Q and periodic filings on Form 8-K, for additional factors that could cause actual results to differ materially from those stated or implied by such forward-looking statements. All forward-looking statements speak only as of the date on which they are made. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by law.

Investor Relations Contact

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