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): November 17, 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

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 7.01 Regulation FD Disclosure.

On November 17, 2026, Generation Income Properties, Inc. (the "Company") issued a letter to its shareholders from David Sobelman, the Company's President and Chief Executive Officer, discussing recent corporate developments and quarterly financial results. A copy of the letter to shareholders is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

The information furnished in this Item 7.01, including Exhibit 99.1, 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 of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Letter to Shareholders dated November 17, 2026
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.

GENERATION INCOME PROPERTIES, INC.

Date: November 17, 2026

By: /s/ Ron Cook
Ron Cook
Principal Finance and Accounting Officer

Executing Our Plan, Increasing Equity and Reducing Liabilities in Order to Build Long-Term Value

LETTER TO SHAREHOLDERS | THIRD QUARTER 2026

Dear Fellow Shareholders,

Third-Quarter Execution and Balance-Sheet Progress

As we reflect on the third quarter of 2026, I believe the clearest message for shareholders is that our strategy is producing tangible results. We entered this period focused on strengthening our balance sheet, simplifying our capital structure, preserving strategic flexibility, and positioning Generation Income Properties for long-term value creation. Our recently filed third-quarter Form 10-Q demonstrates measurable progress on each of those fronts.

During 2026, we completed the approximately $20 million Loci Capital redemption, including retiring the final approximately $4.2 million of preferred equity, thereby removing one of the most significant obligations affecting our capital structure. We also continued to use debt reduction, capital-market transactions, and dispositions to strengthen the Company. As of September 30, 2026, redeemable non-controlling interests on our balance sheet declined from approximately $32.2 million to approximately $8.6 million, a reduction of approximately 73%. Total liabilities were approximately $59.7 million, down from approximately $68.9 million on December 31, 2025, an approximately 13.4% reduction.

The improvement is also visible in stockholders' equity. At December 31, 2025, Generation Income Properties reported a total equity deficit of approximately $3.8 million. By September 30, 2026, total equity had improved by approximately $9.5 million to a positive $5.7 million. Similarly, stockholders' equity improved by approximately $4.2 million, moving from a deficit of approximately $4.2 million at December 31, 2025 to positive equity at September 30, 2026. Those numbers do not mean that every challenge has been solved, but they demonstrate that the balance sheet work we have discussed with shareholders has produced real and measurable results.

We have also been disciplined in monetizing real estate when doing so advances the broader plan. For the first nine months of 2026, the Company received approximately $9.1 million of proceeds from property sales and recognized approximately $1.15 million of gains on property sales. We believe those results reinforce the underlying value and liquidity of our real estate as well as the discipline of our original underwriting.

Consistency, Accountability and Execution

We believe our actions have demonstrated consistency between the goals we communicate to the market and the direction in which we operate the Company. Our priorities have been straightforward: simplify the balance sheet, reduce liabilities, seek to preserve our Nasdaq listing, maintain the strength of our real estate portfolio, protect liquidity, and position the Company to pursue meaningful long-term growth. We have implemented nearly all of the objectives we have publicly identified, and we believe that record of execution reinforces our commitment to doing what we say we intend to do.

A Stable Real Estate Foundation

Our real estate portfolio remains the foundation of the Company. As of September 30, 2026, we owned 15 properties. Throughout this period, we have remained focused on the quality, collectability and durability of the cash flows generated by those assets. In essence, while we have been restructuring the balance sheet around the portfolio, the real estate itself continues to provide the foundation upon which we intend to build.

This matters in the current commercial real estate environment. Many owners are confronting lender pressure as loans mature and refinancing conditions remain challenging. We have worked deliberately to address our own debt profile rather than waiting for maturities to dictate our decisions. Subsequent to quarter end, we extended the maturity of our approximately $5.2 million secured note with Brown Family Enterprises from October 14, 2026 to October 14, 2027, providing additional runway and flexibility. We also do not have any additional material debt maturities until 2028.

Nasdaq Compliance and Preserving the Public Platform

Preserving our Nasdaq listing remains a priority because we believe our public-company platform itself has strategic value. During the third quarter, we continued taking concrete steps toward that objective. On July 9, 2026, we completed a 1-for-10 reverse stock split. On August 10, Nasdaq notified the Company that it had regained compliance with the stockholders' equity requirement, subject to a mandatory one-year panel monitor.

On September 16, 2026, the Nasdaq Hearings Panel extended the deadline for the Company to regain compliance with the $1.00 minimum bid price requirement to November 18, 2026. In light of our expectation that we will not regain compliance by such date, the Generation Income Properties has requested a further extension from the Nasdaq Hearings Panel. We have not as of this date received a response to such request but will make a follow-up disclosure promptly after we received a response.

Management, our Board of Directors and our advisors believe there is significant value in maintaining the public platform. The unsolicited interest we continue to receive in the Company reinforces our view that a Nasdaq-listed real estate platform can create strategic opportunities that are not necessarily reflected in today's market capitalization.

Our Current Share Price Does Not Define Our Value

We believe there is tremendous value embedded in Generation Income Properties that is not reflected in our current share price. We also recognize that recent trading activity may attract investors focused principally on short-term price movements. From where I sit, however, our responsibility is not to manage the Company for a short-term trading outcome.

I believe the opportunity for durable, long-term value creation through the strength of our real estate, a cleaner capital structure, a Nasdaq-listed public platform and disciplined strategic execution substantially outweighs the appeal of any potential short-term gain. Our focus is on building a company whose value can be measured over years, not trading sessions.

Financial Trends and Continued Discipline

The final third-quarter financial statements also show improvement in several important expense categories. For the first nine months of 2026, total expenses declined to approximately $10.3 million from approximately $12.8 million during the same period in 2025; a decrease of almost 20%. Interest expense declined to approximately $2.9 million from approximately $4.4 million, and building expenses declined to approximately $1.7 million from approximately $2.0 million. Our nine-month net loss also improved to approximately $3.5 million from approximately $7.0 million in the comparable 2025 period.

Those improvements are encouraging, but liquidity remains an area of active management. As disclosed in our Form 10-Q, cash and restricted cash totaled approximately $902,000 at September 30, 2026, and operating activities used approximately $446,000 of cash during the first nine months of the year. The filing

also includes the required going-concern disclosure. We take those issues seriously. Our response has been, and will continue to be, active management of refinancing opportunities, portfolio optimization, strategic dispositions, capital formation and other transactions that can improve our liquidity and long-term financial position.

Strategic Opportunities and Long-Term Growth

As usual, we continue to evaluate potential strategic opportunities. We are looking for opportunities that can provide new capital, materially increase the scale of our real estate platform, continue to strengthen the balance sheet and create a credible path toward long-term growth. We are not viewing any single transaction as the answer to every challenge, and we intend to preserve alternatives rather than make the Company's future dependent upon one counterparty or one closing date.

Our objective is not growth for growth's sake. Any transaction must be evaluated against the value it can create for our shareholders, the effect on our balance sheet and liquidity, the quality of the resulting asset base, and the durability of the combined company.

A Stronger Company, With Work Still Ahead

Generation Income Properties is in a materially different position today than it was at the beginning of 2026. We reduced total liabilities. We completed the Loci redemption. We moved stockholders' equity from a deficit to a positive position. We generated liquidity through asset sales while recording gains on those sales. We regained Nasdaq's stockholders' equity compliance. We extended an important debt maturity. And we continue to preserve the public platform while evaluating opportunities for the Company's next stage of growth.

We have accomplished a great deal, but I do not want shareholders to interpret progress as complacency. Liquidity, bid-price compliance, and future growth remain important challenges requiring urgency and discipline. What has changed is the position from which we are addressing them.

Building Durable Long-Term Value

Our goal is to emerge from this period as a larger, better-capitalized and more durable public real estate company. We cannot control the daily market price of our stock, and we cannot guarantee that every initiative we pursue will succeed. What we can control is the rigor with which we evaluate opportunities, the discipline with which we allocate capital and protect liquidity, and the urgency with which we execute.

Thank you for your continued patience, engagement and support. I hope the results reflected in our third-quarter Form 10-Q make clear the tangible progress that management and the Board have made and the determination with which we continue to operate. We intend to keep shareholders informed through appropriate public disclosures as material developments occur.

Sincerely,

David Sobelman
President and Chief Executive Officer
Generation Income Properties, Inc.

Forward-Looking Statements

This letter contains "forward-looking statements" of Generation Income Properties, Inc. (the “Company”) within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainty. When used in this letter, 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 following subjects, among others, may be forward-looking: statements regarding management’s future business and growth plans and the Company’s efforts to regain compliance with Nasdaq’s listing requirements. 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 could include, among others, the risk that additional sources of capital may not be available to the Company on acceptable terms, the risk that efforts to grow the Company or seek growth-related transactions may not be successful, and the risk that the Company may not be able to regain compliance with Nasdaq’s listing rules and the Company’s common stock may be delisted. 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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