

**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): October 1, 2021

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, consisting of one share of Common Stock, \$0.01 par value per share, and one Warrant to purchase one share of Common Stock	GIPRU	The Nasdaq Stock Market LLC
Common Stock included as part of the units	GIPR	The Nasdaq Stock Market LLC
Warrants included as part of the units	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 8.01. Other Events

On October 1, 2021, Generation Income Properties, Inc., a Maryland corporation (the “Company”), announced that, commencing at the open of trading on October 4, 2021, the units sold in the Company’s public offering that closed on September 8, 2021 (the “Units”) will mandatorily separate, with each Unit separating into one share of Company common stock and one warrant to purchase one share of Company common stock at an exercise price of \$10.00 per share. The common stock and warrants included in the Units will trade on the Nasdaq Capital Market (“Nasdaq”) under the symbols “GIPR” and “GIPRW,” respectively, as of the open of trading on October 4, 2021. The Units will cease to trade as of the close of trading on October 1, 2021, and will cease to exist as a result of the separation.

On October 1, 2021, the Company issued a press release announcing the commencement of separate trading of the Common Stock and Warrants, and the ceased trading of the Units, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No. Description

99.1 [Press Release issued on October 1, 2021](#)

EX-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: October 1, 2021

By: /s/ Richard Russell
Richard Russell
Chief Financial Officer

Generation Income Properties Announces Separate Trading of its Common Stock and Warrants, Commencing October 4, 2021

TAMPA, Fla., October 1, 2021 – Generation Income Properties, Inc. (Nasdaq: GIPRU) (the "Company") announced that, commencing at the open of trading on October 4, 2021, the units sold in the Company's public offering that closed on September 8, 2021 (the "Units") will mandatorily separate, with each Unit separating into one share of Company common stock and one warrant to purchase one share of Company common stock at an exercise price of \$10.00 per share. The common stock and warrants included in the Units will trade on the Nasdaq Capital Market ("Nasdaq") under the symbols "GIPR" and "GIPRW," respectively, as of the open of trading on October 4, 2021. The Units will cease to trade as of the close of trading on October 1, 2021 and will cease to exist as a result of the separation.

The Units were initially offered by the Company in an underwritten offering. Maxim Group LLC acted as sole book-running manager, with Joseph Gunnar & Co. LLC as the co-manager for the offering.

The public offering was made only by means of a prospectus, copies of which may be obtained from Maxim Group LLC, 300 Park Avenue, 16th Floor, New York, NY 10022.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Generation Income Properties, Inc.

Generation Income Properties, Inc., located in Tampa, Florida, is an internally managed real estate investment corporation formed to acquire and own, directly and jointly, real estate investments focused on retail, office and industrial net lease properties located primarily in United States cities with an emphasis on major primary and coastal markets. GIP intends to elect to be taxed as a real estate investment trust. GIP invests primarily in freestanding, single-tenant commercial retail, office and industrial properties. Additional information about Generation Income Properties, Inc. can be found at the Company's corporate website: www.gipreit.com.

Forward-Looking Statements:

This press release contains statements that constitute "forward-looking statements," including with respect to the Company's recent public offering. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's registration statement and preliminary prospectus for the Company's offering filed with the SEC. Copies are available on the SEC's website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Company Contact:

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