

FORM 4

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

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person* Peck Betsy | | 2. Issuer Name and Ticker or Trading Symbol GENERATION INCOME PROPERTIES, INC. [GIPR] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | | |
|--|--------------------------------------|---|---|---|---|------------|---|--|---|
| (Last) 401 EAST JACKSON STREET, SUITE 3300 | (First) TAMPA, FL 33602 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/09/2021 | | | | | | |
| (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 09/09/2021 | | P | | 1,202 | A | \$ 9.8 (1) | 6,202 | D |
| Common Stock | 09/10/2021 | | P | | 5,000 | A | \$ 9.9764 (2) (3) | 11,202 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Warrants to Purchase Common Stock | \$ 9.80 | 09/09/2021 | | P | 1,202 | 10/04/2021 | 09/08/2026 | Common Stock | 1,202 | \$ 0 (1) | 1,202 | D | |
| Warrants to Purchase Common Stock | \$ 9.9764 (3) | 09/10/2021 | | P | 5,000 | 10/04/2021 | 09/08/2026 | Common Stock | 5,000 | \$ 0 (2) | 6,202 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Peck Betsy 401 EAST JACKSON STREET, SUITE 3300 TAMPA, FL 33602 | X | | | |

Signatures

/s/ Curt P. Creely, Attorney-in-Fact for Betsy Peck

09/14/2021

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Common Stock and Warrants to Purchase Common Stock were issued and sold as units at a purchase price of \$9.80 per unit. Each unit consists of one share of Common Stock and
(1) one Warrant to purchase one share of Common Stock. The units will separate, and the underlying Common Stock and Warrants will begin trading separately, 31 days following the date of the Issuer's public offering prospectus, dated September 2, 2021, at which time the Warrants will become exercisable for a period of five years expiring September 8, 2026.

The Common Stock and Warrants to Purchase Common Stock were issued and sold as units at a weighted-average purchase price of \$9.9764 per unit. Each unit consists of one share of
(2) Common Stock and one Warrant to purchase one share of Common Stock. The units will separate, and the underlying Common Stock and Warrants will begin trading separately, 31 days following the date of the Issuer's public offering prospectus, dated September 2, 2021, at which time the Warrants will become exercisable for a period of five years expiring September 8, 2026.

The price reported is a weighted average price. The prices actually received ranged from \$9.94 to \$9.98. The reporting person has provided to the issuer, and will provide to any security
(3) holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.