

**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): February 15, 2023**

**Greystone Housing Impact Investors LP**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-41564**  
(Commission File Number)

**47-0810385**  
(IRS Employer  
Identification No.)

**14301 FNB Parkway, Suite 211**  
**Omaha, Nebraska**  
(Address of Principal Executive Offices)

**68154**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 402 952-1235**

**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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Beneficial Unit Certificates representing assignments of limited partnership interests in Greystone Housing Impact Investors LP	GHI	New York Stock Exchange

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.

### *Series A-1 Preferred Units Exchange Agreement*

On February 15, 2023, Greystone Housing Impact Investors LP (the “Partnership”) issued, under its existing “shelf” registration statement on Form S-4 (Reg. No. 333-255475), 700,000 Series A-1 Preferred Units representing limited partnership interests in the Partnership (the “Series A-1 Preferred Units”) to Pacific Premier Bank (the “Investor”) in exchange for 700,000 outstanding Series A Preferred Units representing limited partnership interests in the Partnership (the “Series A Preferred Units”) held of record by the Investor. There were no net proceeds to the Partnership as a result of the exchange transaction, and there was no cash consideration paid by the Partnership to the Investor in connection with the transaction.

The exchange transaction was effected pursuant to an Exchange Agreement entered into between the Partnership and the Investor dated as of February 15, 2023 (the “Exchange Agreement”). Upon the issuance of the Series A-1 Preferred Units to the Investor in accordance with the Exchange Agreement, all of the Investor’s rights under the Series A Preferred Units previously held by the Investor were extinguished, and the Investor now holds all of the rights and preferences, and is subject to all of the obligations, limitations, and restrictions under the terms and conditions of the Series A-1 Preferred Units. The exchange transaction closed on February 15, 2023.

### *Series A-1 Preferred Units Subscription Agreement*

On February 15, 2023, the Partnership also issued, under its existing “shelf” registration statement on Form S-3 (Reg. No. 333-259203), 800,000 Series A-1 Preferred Units to the Investor, resulting in \$8,000,000 in aggregate proceeds to the Partnership. The issuance of the Series A-1 Preferred Units was effected pursuant to a subscription agreement entered into between the Partnership and the Investor dated as of February 15, 2023 (the “Subscription Agreement”). The Partnership will use the proceeds received under the Subscription Agreement to acquire mortgage revenue bonds that are issued by state and local housing authorities to provide construction and/or permanent financing for affordable multifamily, student housing, senior citizen and commercial properties. In addition, the Partnership will use the proceeds to acquire other allowable investments as provided for in the Partnership’s Second Amended and Restated Agreement of Limited Partnership dated as of December 5, 2022.

For a description of the preferences, rights, restrictions, and limitations of the Series A-1 Preferred Units, please see the section captioned “Description of the Series A-1 Preferred Units” set forth in the prospectus dated April 15, 2022 filed with the Securities and Exchange Commission, which is made a part of the Partnership’s Form S-3 (Reg. No. 333-259203). The Exchange Agreement and Subscription Agreement are collectively referred to herein as the “Agreements.”

The Agreements contain customary representations and warranties made by the Partnership with respect to matters such as organization, good standing, and qualification, authorization, valid issuance of securities, no consents, waivers, or conflicts, absence of proceedings, and validity and enforcement. The Agreements also contain customary representations and warranties made by the Investor with respect to matters such as investor information, investment intent, liquidity, no governmental approvals, availability of information, independent evaluation of exchange, sophistication of investor, no public market for securities, organization and authority and investor status, tax consequences of investment, anti-money laundering provisions, and no resale registration rights. Copies of the Agreements will be filed as exhibits to the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2022.

## Item 8.01 Other Events.

On February 16, 2023, the Partnership issued a press release announcing the closing of the transactions described in this report, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

### *Forward-Looking Statements*

Certain statements in this report are intended to be covered by the safe harbor for “forward-looking statements” provided by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by use of statements that include, but are not limited to, phrases such as “believe,” “expect,” “future,” “anticipate,” “intend,” “plan,” “foresee,” “may,” “should,” “will,” “estimates,” “potential,” “continue,” or other similar words or phrases. Similarly, statements that describe objectives, plans, or goals also are forward-looking statements. Such forward-looking statements involve inherent risks and uncertainties, many of which are difficult to predict and are generally beyond the control of the Partnership. The Partnership cautions readers that a number of important factors could cause actual results to differ materially from those expressed in, implied, or projected by such forward-looking statements. Risks and uncertainties include, but are not limited to: defaults on the mortgage loans securing our mortgage revenue bonds and governmental issuer loans; the competitive environment in which the Partnership operates; risks associated with investing in multifamily, student, senior citizen residential properties and commercial properties; general economic, geopolitical, and financial conditions, including the current and future impact of changing interest rates, inflation, international conflicts, and current or future pandemics on business operations, employment, and financial conditions; uncertain conditions within the domestic and international macroeconomic environment, including monetary and fiscal policy and conditions in the investment, credit, interest rate, and derivatives

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markets; adverse reactions in U.S. financial markets related to actions of foreign central banks or the economic performance of foreign economies, including in particular China, Japan, the European Union, and the United Kingdom; the general condition of the real estate markets in the regions in which we operate, which may be unfavorably impacted by increases in mortgage interest rates, slowing economic growth, persistent elevated inflation levels, and other factors; changes in interest rates and credit spreads, as well as the success of any hedging strategies we may undertake in relation to such changes, and the effect such changes may have on the relative spreads between the yield on our investments and our cost of financing; persistent inflationary trends, spurred by multiple factors including expansionary monetary and fiscal policy, high commodity prices, a tight labor market, and low residential vacancy rates, which may result in further interest rate increases and lead to increased market volatility; the Partnership's ability to access debt and equity capital to finance its assets; current maturities of the Partnership's financing arrangements and the Partnership's ability to renew or refinance such financing arrangements; potential exercising of redemption rights by the holders of the Series A Preferred Units; local, regional, national and international economic and credit market conditions; recapture of previously issued Low Income Housing Tax Credits in accordance with Section 42 of the Internal Revenue Code; geographic concentration within the mortgage revenue bond and governmental issuer loan portfolio held by the Partnership; changes in the U.S. corporate tax code and other government regulations affecting our business; and the other risks detailed in the Partnership's SEC filings (including but not limited to, the Partnership's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K). Readers are urged to consider these factors carefully in evaluating the forward-looking statements.

If any of these risks or uncertainties materializes or if any of the assumptions underlying such forward-looking statements proves to be incorrect, the developments and future events concerning the Partnership set forth in this report may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this document. We anticipate that subsequent events and developments will cause our expectations and beliefs to change. The Partnership assumes no obligation to update such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, unless obligated to do so under the federal securities laws.

#### **Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated February 16, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 thereunto duly authorized.

Greystone Housing Impact Investors LP

Date: February 16, 2023

By: /s/ Jesse A. Coury  
Printed: Jesse A. Coury  
Title: Chief Financial Officer

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PRESS RELEASE

FOR IMMEDIATE RELEASE  
Omaha, Nebraska

February 16, 2023

**CONTACT:****Andy Grier**  
**Senior Vice President**  
**402-952-1235****Greystone Housing Impact Investors LP Issues**  
**1,500,000 Series A-1 Preferred Units**

OMAHA, Nebraska – Greystone Housing Impact Investors LP (NYSE: GHI) (the “Partnership”) announced today that on February 15, 2023 the Partnership executed an Exchange Agreement to issue 700,000 Series A-1 Preferred Units representing limited partnership interests in the Partnership (the “Series A-1 Preferred Units”) to a financial institution in exchange for 700,000 previously outstanding Series A Preferred Units representing limited partnership interests in the Partnership (the “Series A Preferred Units”) held by the financial institution. There were no net proceeds or other cash consideration paid to or from the Partnership as a result of the exchange transaction. The stated value of the newly issued Series A-1 Preferred Units is \$7,000,000. The Series A-1 Preferred Units were issued in accordance with the Partnership’s existing “shelf” registration statement on Form S-4 (Reg. No. 333-255475) for the exchange of up to 9,450,000 of previously issued Series A Preferred Units.

Separately, the Partnership also executed a Subscription Agreement with the same financial institution to issue 800,000 of additional Series A-1 Preferred Units, resulting in \$8,000,000 in new aggregate proceeds to the Partnership. The stated value of the newly issued Series A-1 Preferred Units is \$8,000,000. The Series A-1 Preferred Units were issued in accordance with the Partnership’s existing “shelf” registration statement on Form S-3 (Reg. No. 333-259203) for the issuance of up to 3,500,000 of Series A-1 Preferred Units.

The Series A Preferred Units and Series A-1 Preferred Units are non-cumulative, non-convertible, and non-voting classes of limited partnership interests in the Partnership for which the holder has an option to have the units redeemed on the sixth anniversary of the acquisition date and each subsequent anniversary thereafter. The Series A Preferred Units that were exchanged were originally issued to the financial institution in December 2016. The transactions provide the Partnership with \$8.0 million of new low-cost capital and allows the Partnership to retain \$7.0 million of the original issuance of the Series A Preferred Units. The earliest potential redemption date for the newly issued Series A-1 Preferred Units is February 2029, with certain exceptions. To date, the Partnership has exchanged \$37.0 million of its previously issued \$94.5 million of Series A Preferred Units for newly issued Series A-1 Preferred Units.

“We are encouraged by the exchange and additional investment in our Series A-1 Preferred Units, which provide non-dilutive, fixed-rate and low cost institutional capital to execute on our strategy for the benefit of our unitholders,” said Kenneth C. Rogozinski, Chief Executive Officer of the Partnership. “We are pleased that one of our original Series A Preferred Unit investors not only extended their original investment through their exchange, but increased their commitment to the Partnership through the purchase of new Series A-1 Preferred Units.”

**About Greystone Housing Impact Investors LP**

Greystone Housing Impact Investors LP (formerly known as America First Multifamily Investors, L.P.) was formed in 1998 under the Delaware Revised Uniform Limited Partnership Act for the primary purpose of acquiring, holding, selling and otherwise dealing with a portfolio of mortgage revenue bonds which have been issued to provide

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construction and/or permanent financing for affordable multifamily, seniors and student housing properties. The Partnership is pursuing a business strategy of acquiring additional mortgage revenue bonds and other investments on a leveraged basis. The Partnership expects and believes the interest earned on these mortgage revenue bonds is excludable from gross income for federal income tax purposes. The Partnership seeks to achieve its investment growth strategy by investing in additional mortgage revenue bonds and other investments as permitted by its Second Amended and Restated Limited Partnership Agreement, dated December 5, 2022, taking advantage of attractive financing structures available in the securities market, and entering into interest rate risk management instruments. Greystone Housing Impact Investors LP press releases are available at [www.ghiinvestors.com](http://www.ghiinvestors.com).

#### **Safe Harbor Statement**

Information contained in this press release contains “forward-looking statements,” which are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to, risks involving current maturities of our financing arrangements and our ability to renew or refinance such maturities, fluctuations in short-term interest rates, collateral valuations, mortgage revenue bond investment valuations and overall economic and credit market conditions. For a further list and description of such risks, see the reports and other filings made by the Partnership with the Securities and Exchange Commission, including but not limited to, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Readers are urged to consider these factors carefully in evaluating the forward-looking statements. The Partnership disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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