

**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): January 16, 2019

**IMH Financial Corporation**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-52611  
(Commission File Number)

23-1537126  
(IRS Employer Identification No.)

7001 N. Scottsdale Rd., Suite # 2050  
Scottsdale, Arizona  
(Address of Principal Executive Offices)

85253  
(Zip Code)

480-840-8400  
(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

- 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))

**Item 8.01. Other Events.**

On January 16, 2019, IMH Financial Corporation (“IMH”) issued a press release regarding the further extension of the deadline with respect to its offer to exchange up to \$10.162 million aggregate principal amount of its outstanding 4% Subordinated Notes due April 28, 2019 for an equivalent amount of its new 7% Notes due December 2021. A copy of IMH’s press release is attached hereto as Exhibit 99.1.

The information contained in this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated January 16, 2019</a>

**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.

Dated: January 17, 2019

**IMH FINANCIAL CORPORATION**

By: /s/ Lawrence D. Bain

Lawrence D. Bain

Chief Executive Officer

# IMH Financial Corporation Announces Further Extension Of Offer To Exchange Up To \$10.162 Million Of Outstanding 4% Subordinated Notes

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NEWS PROVIDED BY  
**IMH Financial Corporation**  
Jan 16, 2019, 15:30 ET

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SCOTTSDALE, Ariz., Jan. 16, 2019 /PRNewswire/ -- IMH Financial Corporation ("IMH" or the "Company") today announced that it has further extended the deadline with respect to its offer to exchange up to \$10.162 million aggregate principal amount of its outstanding 4% Subordinated Notes due April 28, 2019 (the "Old Notes") for an equivalent amount of its new 7% Notes due December 2021 (the "New Notes"). As a result of the extension, the exchange offer is now scheduled to expire at 5:00 p.m. (EDT) on March 1, 2019, unless further extended.

The exchange offer was scheduled to expire on January 16, 2019 at 5:00 p.m. (EDT). Except for the extension of the expiration date, all of the other terms of the exchange offer remain as set forth in the offering memorandum for the exchange offer, the form of which was included as Exhibit 99.T3E-1 to Form T-3/A filed with the U.S. Securities and Exchange Commission on October 17, 2018, as the same may now or hereafter be supplemented or amended. The extension of the exchange offer has been made to allow holders of Old Notes who have not yet tendered their Old Notes for New Notes additional time to do so.

Requests for assistance regarding the procedures for tendering Old Notes and requests for additional copies of this offering memorandum and other exchange offering materials may be directed to the Company or U.S. Bank National Association, the exchange agent for the offer. Please contact the exchange agent with any questions regarding the exchange offer by telephone

at 1-800-934-6802 or by mail at U.S. Bank National Association, Attn: Corporate Actions, 111 Fillmore Avenue, St. Paul, MN 55107.

### **No Offer or Solicitation**

This press release is for informational purposes only and is neither an offer to buy nor a solicitation of an offer to sell any Old Notes or New Notes. The exchange offer is being made only pursuant to the exchange offering memorandum, which has been distributed to holders of the Old Notes and the form of which is included as Exhibit 99.T3E-1 to Form T-3/A filed with the U.S. Securities and Exchange Commission on October 17, 2018, as the same may now or hereafter be supplemented or amended.

### **About IMH Financial Corporation**

IMH is a real estate investment and finance company based in the southwestern United States engaged in various and diverse facets of the real estate lending and investment process, including origination, acquisition, underwriting, servicing, enforcement, development, marketing, and disposition.

### **Cautionary Statement Regarding Forward-Looking Statements**

This news release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include all statements regarding the closing of the exchange offer and the time frame in which the exchange offer will occur, as well as statements including the words "believe," "expect," "plans" and words of similar meaning. These statements reflect the Company's current views with respect to future events and financial performance. No assurances can be given, however, that these events will occur or that these projections will be achieved, and actual results could differ materially from those projected as a result of certain factors. Some of the factors which could affect the Company's future results and could cause results to differ materially from those expressed in its forward-looking statements are more fully discussed in its filings with the SEC, including its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, available on the Company's website or the SEC's website at [www.sec.gov](http://www.sec.gov).

For further information contact the Company:

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Scottsdale, AZ 85253  
Email: [dgarcia@imhfc.com](mailto:dgarcia@imhfc.com)  
Phone: (480) 840-8452

Or the Information Agent for the exchange offer:

D.F. King & Co., Inc.

48 Wall Street

New York, NY 10005

Banks and Brokers Call: (212) 269-5550

All Others Call: (800) 761-6521

Email: [imh@dfking.com](mailto:imh@dfking.com)

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