
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 8, 2018

BRT APARTMENTS CORP.

(Exact name of Registrant as specified in charter)

Maryland

(State or other jurisdiction of incorporation)

001-07172

(Commission file No.)

13-2755856

(IRS Employer I.D. No.)

60 Cutter Mill Road, Suite 303, Great Neck, New York

(Address of principal executive offices)

11021

(Zip code)

Registrant's telephone number, including area code 516-466-3100

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). ☐

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.

The information in this Current Report on Form 8-K (the “Report”) under this Item 7.01, as well as Exhibits 99.1 and 99.2, shall not be deemed “filed” for the 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 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. The furnishing of this Report is not intended to constitute a determination by us that the information is material or that the dissemination of the information is required by Regulation FD.

Entered into an agreement to sell The Fountains Apartments

On January 8, 2018, we issued a press release disclosing that we entered into an agreement to sell The Fountains Apartments, a multi-family property located in Palm Beach Gardens, Florida. Information with respect to this transaction is set forth in such press release, attached as Exhibit 99.1 to this Report, which information is incorporated into this Item 7.01 by this reference.

Investor Meetings

Certain of our executive officers will be meeting with analysts and other persons and may provide such persons with copies of, or discuss the information set forth in, the attached presentation. Pursuant to Regulation FD, we hereby furnish the information contained in the presentation materials attached as Exhibit 99.2 to this Report, which information is incorporated into this Item 7.01 by this reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated January 8, 2018
99.2	Presentation-January 8, 2018

SIGNATURE

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.

BRT APARTMENTS CORP.

Date: January 8, 2018

By: /s/ George Zweier
George Zweier
Vice President and
Chief Financial Officer



BRT APARTMENTS CORP.
 AGREES TO SELL MULTI-FAMILY PROPERTY
 FOR MORE THAN \$97 MILLION

GREAT NECK, New York – January 8, 2018 – BRT Apartments Corp. (NYSE:BRT) announced that it has entered into a contract to sell The Fountains Apartments, a 542 unit property located in Palm Beach Gardens, Florida, for approximately \$97.3 million. It is anticipated the sale will be completed, subject to the satisfaction of customary closing conditions, in the second quarter of fiscal 2018. BRT estimates that its share of the gain on this sale, net of its share of mortgage prepayment charges, will be approximately \$20.5 million. During the fiscal year ended September 30, 2017, this property generated \$9.2 million of rental and other revenue and \$7.9 million of expense, including \$1.9 million of depreciation and \$1.9 million of interest expense.

“We anticipate that in the short-term, we will be able to recycle the proceeds from this sale into accretive acquisition opportunities” commented Jeffrey A. Gould, Chief Executive Officer and President of BRT.

Forward Looking Statements:

Certain information contained herein is forward looking within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. BRT intends such forward looking statements to be covered by the safe harbor provisions for forward looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “may,” “will,” “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” or similar expressions or variations thereof. Forward looking statements, including statements with respect to BRT’s multi-family property acquisition, development and ownership activities, involve known and unknown risks, uncertainties and other factors, which, in some cases, are beyond BRT’s control and could materially affect actual results, performance or achievements. Investors are cautioned not to place undue reliance on any forward-looking statements and to carefully review the section entitled “Item 1A. - Risk Factors” in BRT’s Annual Report on Form 10-K for the year ended September 30, 2017 and in the Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed thereafter.

About BRT Apartments Corp.:

BRT is a real estate investment trust that either directly, or through joint ventures, owns and operates multi-family properties and other real estate assets. Additional financial and descriptive information on BRT, its operations and its portfolio, is available at BRT’s website at: <http://BRTapartments.com>. Interested parties are encouraged to review the BRT’s Annual Report on Form 10-K for the year ended September 30, 2017, and the other reports filed thereafter with the Securities and Exchange Commission for additional information.

Contact: Investor Relations
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 60 Cutter Mill Road
 Suite 303
 Great Neck, New York 11021
 Telephone (516) 466-3100
 Telecopier (516) 466-3132
<http://BRTapartments.com>



Mercer Crossing – Dallas, TX



Factory at Garco – North Charleston, SC



Pointe at Lenox Park – Atlanta, GA

Investor Presentation

January 8, 2018



Safe Harbor

Certain information contained in this presentation, together with other statements and information publicly disseminated by BRT Apartments Corp. (the "Company"), constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. These statements involve assumptions and forecasts that are based upon our current assessments of certain trends, risks and uncertainties, which assumptions appear to be reasonable to us at the time they are made. We intend such forward-looking statements to be covered by the safe harbor provision for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for the purpose of complying with these safe harbor provisions. Information regarding certain important factors that could

cause actual outcomes or other events to differ materially from any such forward-looking statements appear in the Company's Annual Report on Form 10-K for the year ended September 30, 2017 and the Quarterly Reports on Form 10-Q filed with the SEC thereafter, and in particular the sections of such document entitled "Item 1A. Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect actual results or performance referred to above. We undertake no obligation to publicly update or revise any forward-looking statements included in this presentation, whether as a result of new information, future events or otherwise.

Our fiscal year begins on October 1st and ends on September 30th. Unless otherwise indicated or the context otherwise requires, all references to a year (e.g., 2017), refer to the applicable fiscal year ended September 30th.



BRT Apartments is an owner and operator of Class B value-add and select Class A multi-family assets primarily in superior Sun Belt locations. The Company uses its expert structuring capabilities to maximize return for its stockholders while mitigating risk.



Parkway Grande – San Marcos, TX



Vanguard Heights – Creve Coeur, MO



Verandas at Alamo Ranch – San Antonio, TX



Differentiated Strategy

- Focused on growth markets, targeting assets where we can create value using repositioning and renovation programs
- Extensive JV network mitigating risk and expanding our ability to grow into ideal markets
- Purchase price between \$20 million and \$100 million with an equity contribution of \$2 million and \$20 million



Stable Portfolio and Robust Pipeline

- Primarily acquire properties with 90+% occupancy
- Strong deal flow from existing network of partners and brokers



Proven Management with Close Alignment of Interests between Management and Stockholders

- Management and affiliates owns 44.9% of the Company's total equity
- Internalized Management
- Attractive annual dividend yield of 5.9%¹



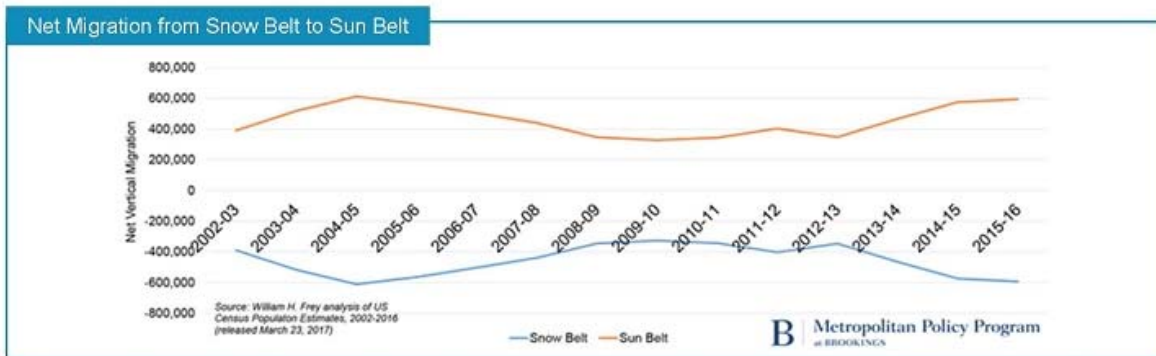
Strong Growth Opportunity

- Target assets in the Sun Belt in areas that have high job growth and relatively low cost of living

Capitalizing on Favorable Multi-family Trends



- Multi-family apartments have seen tremendous growth in recent years due to high demand, driven partially by millennial's preference to rent rather than to buy
- Buying opportunities in Sun Belt markets where cap rates are still attractive with positive net migration in the millennial age group moving into the area
- Middle class renters drive demand in our markets, who are more likely to rent Class B apartments
- We believe we can buy select Class A and Class B apartments that offer attractive yields and growth



Proven Senior Management Team

More than 30 Years experience in Multi-family



Jeffrey A. Gould,
President and CEO

President and CEO since 2002

Senior Vice President and Member of the Board of Directors of One Liberty Properties, Inc. (NYSE: OLP) since 1999

Vice President of Georgetown Partners, Inc., managing general partner of Gould Investors L.P. since 1996



Ryan W. Baltimore,
Vice President

Vice President

Corporate Strategy and Portfolio Management



George E. Zweier,
Chief Financial Officer

Vice President and CFO



David W. Kalish,
Senior Vice President, Finance

Senior Vice President – Finance since 1990

Senior Vice President and CFO of One Liberty Properties Inc. since 1990

Senior Vice President and CFO of Georgetown Partners, managing general partner of Gould Investors L.P. since 1990



Mitchell K. Gould,
Executive Vice President

Executive Vice President

Acquisitions and Asset Management

Decades of Demonstrated Success in Multi-family



Differentiated Strategy Creating

Meaningful Value



Focus on Growth Markets

- Target assets with high NOI growth potential
- Create value through re-tenanting, repositioning, and value-add renovations
- Growth through active property management
- High barriers to entry; minimal new development; less institutional competition

JV-Centric Strategy

- JV structure leverages local expertise of joint venture partner network
- Superior flexibility to grow or exit markets versus vertically-integrated REITs

Proven Access to Investment Opportunities

- Significant access to buying opportunities from strong JV partner network
- Broad network of third party management companies and partner relationships
- Flexible acquisition and funding profile; focus on one-off opportunities where major institutional buyers are not active
- BRT's niche is the less competitive, higher returning properties worth up to \$100 million

Joint Venture Strategy

Creating Value through Strong Operating Partnerships



Strong Deal Flow

- Receive numerous opportunities from both existing partners and potential partners through a strong network built from the successful lending platform and equity partnerships in the past
- Have never advertised publicly but continue to see strong deal flow

Flexibility

- Ability to enter and exit markets through a strong network
- High "hit-rate" and efficiencies on deals as we only review deals when under contract
- Have the ability to choose best-in-class third party management companies where the partners do not have a vertically integrated platform

Value-Creation through Local Partners

- Local operators with expertise in specific markets provide value-added opportunities through extensive market knowledge
- Able to get "off-market" deals through the partners' relationships with local brokers and owners

Acquisition Approach and Strategy

Harnessing Partner Network to Facilitate Capital Deployment



ACTIVE CAPITAL PARTNER	CONSERVATIVE UNDERWRITING	TYPICAL DEAL METRICS
<p>Actively involved in operations and asset management</p> <p>Strong local partner expertise accelerates site selection and enhances diligence process</p>	<p>Efficient underwriting: management primarily considers deals already under contract by JV Partner, resulting in a high "hit rate"</p> <p>Leverages relationship with JV partner to enhance quality of due diligence</p> <p>Working with partner maximizes ability to hone in on best locations for investment</p>	<p>\$2 million to \$20 million equity investment</p> <p>Generally provide 65% to 80% of equity requirement, pari passu</p> <p>60% – 70% LTV first mortgage financing</p> <p>Targeted 7% to 9% cash-on-cash yield day one</p> <p>Targeted 10% to 20% IRR</p> <p>Willing to take preferred / senior equity position to enhance returns and mitigate risk</p>





ILLUSTRATIVE VALUE ADD DEAL CAPITALIZATION

Before Value Add Program	After Value Add Program
JV Partner: \$4mm	JV Partner: \$6mm
BRT: \$16mm	BRT: \$26mm
Debt: \$40mm	Debt: \$40mm
Equity Breakdown 80% / 20%	Equity Breakdown 80% / 20%
\$60mm Transaction 67% Leverage	\$72mm Value 56% Leverage

Focus on Growth Markets

Strategically Concentrated in High Employment Markets



			
STATE	PROPERTIES ²	UNITS ²	% of NOI CONTRIBUTION ³
Texas	10	2,815	26.5%
Florida	3	1,060	14.9%
Georgia	4	959	11.8%
Mississippi	2	776	9.5%
Alabama	3	1,030	7.7%
Missouri	4	775	7.6%
Tennessee	2	702	5.4%
South Carolina	3	683	5.2%
Virginia	1	220	4.1%
Ohio	1	264	2.7%
Indiana	1	400	2.5%
Other ¹	-	-	2.1%
TOTAL	34	9,684	100%

KEY PORTFOLIO FIGURES

Average Monthly Rental Rate^{3/4} \$933

Average Property Age (Years)² 22.3

Average Cost per Unit⁴ \$108,007

Geographically Diverse Portfolio



[1] Primarily reflects amounts from properties included in the Company's other assets segment related to a commercial leasehold position in Yonkers, NY

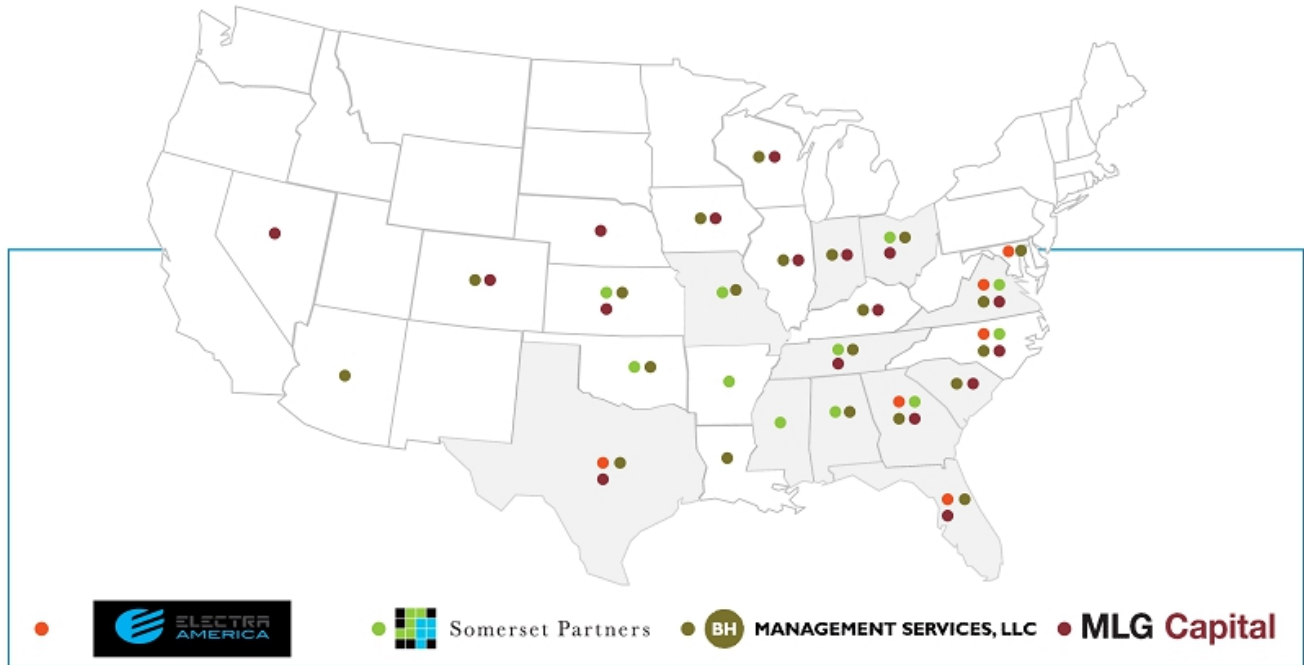
[2] As of 12/31/2017

PAGE 11 [3] For year ended September 30, 2017

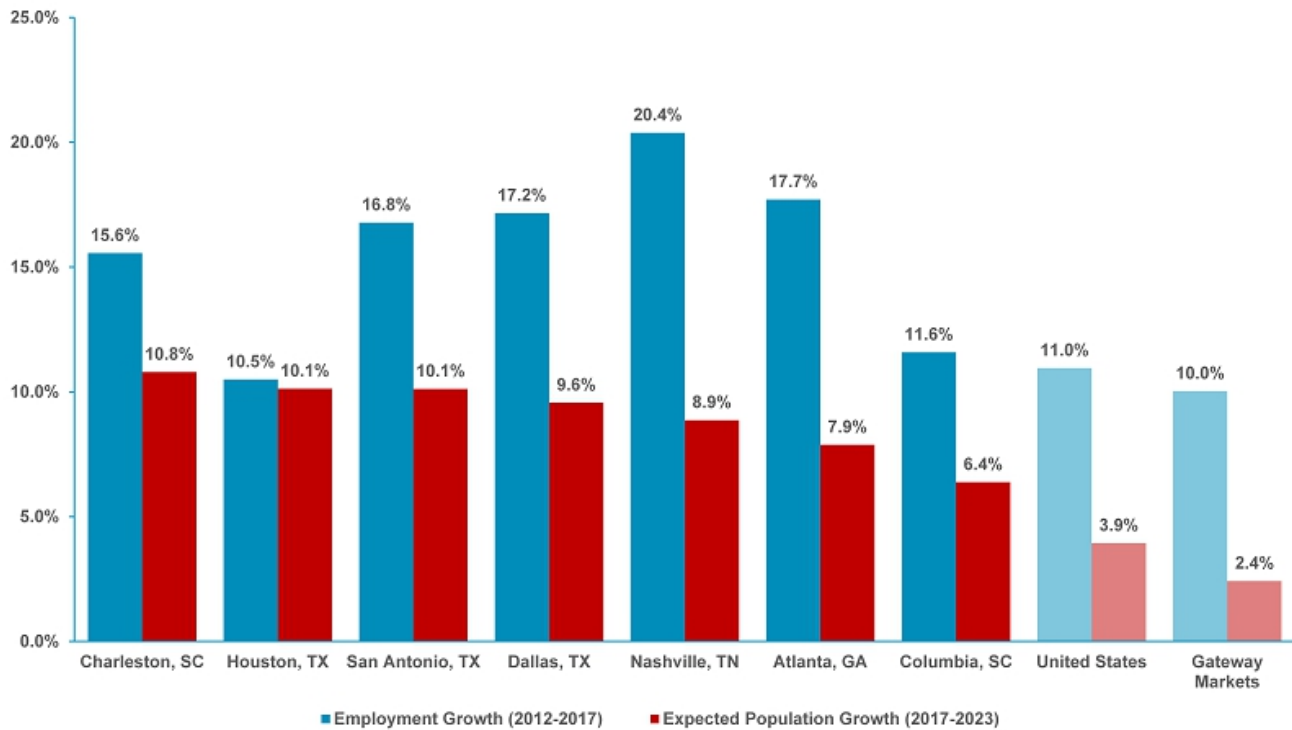
[4] Includes, for the applicable period, stabilized properties. Newly constructed, lease-up, development and redevelopment properties, are deemed stabilized upon attainment of 90% physical occupancy

Partnering with Private Owner/Operators

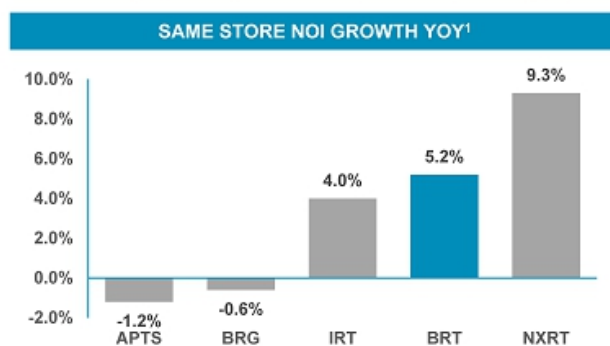
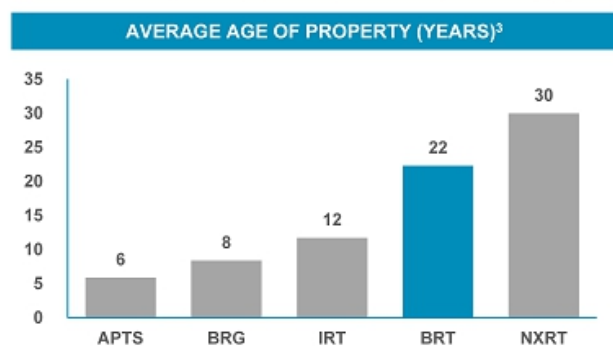
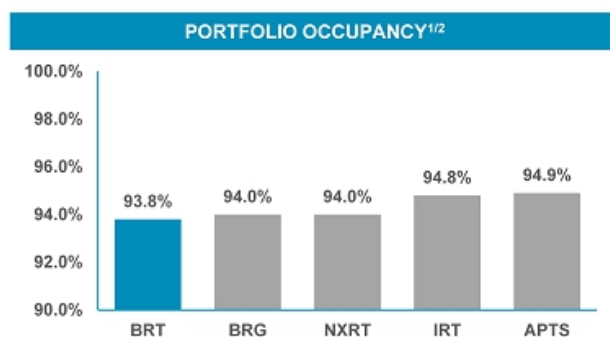
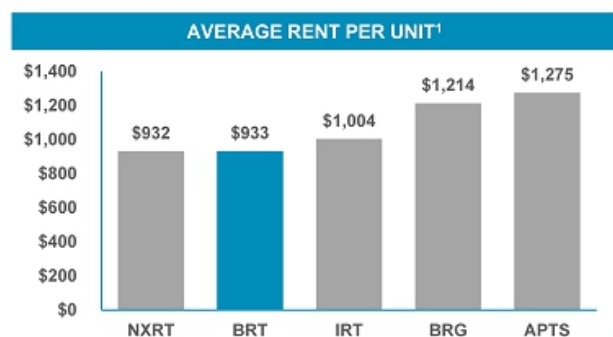
Strong partnerships with national operators who manage/own 100,000+ units



Job Growth and Population Growth by Market¹



Upside in rents due to Strong Value-Add Program and Stable Occupancy



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[1] As of September 30, 2017


[2] Average occupancy for BRT excludes properties that are not stabilized and Retreat at Cinco Ranch

[3] As of 12/31/2017

History of Value Creation



Dispositions

 DISPOSITION DATE	 PROPERTY NAME	 LOCATION	 # OF UNITS	 BRT SHARE OF GAIN ON SALE	 IRR ¹
Feb-15	Water Vistas	Lawrenceville, GA	170	\$1.4mm	27.0%
Jul-15	Palms on Westheimer	Houston, TX	798	\$3.1mm	14.8%
Jul-15	Ivy Ridge	Marietta, GA	207	\$4.6mm	31.7%
Mar-16	Grove at Trinity Pointe	Cordova, TN	464	\$4.5mm	21.2%
Mar-16	Mountain Park Estates	Kennesaw, GA	450	\$6.3mm	26.0%
Apr-16	Courtney Station	Pooler, GA	300	\$4.3mm	13.0%
Jun-16	Madison at Schilling Farms	Colloerville, TN	324	\$3.7mm	10.0%
Jun-16	Village Green	Little Rock, AK	172	\$4mm	10.0%
Sep-16	Sundance	Wichita, KS	496	\$5.4mm	32.0%
Oct-16	Southridge	Greenville, SC	350	\$9.2mm	27.0%
Oct-16	Spring Valley	Panama City, FL	160	\$3.9mm	37.0%
Nov-16	Sandtown Vista	Atlanta, GA	350	\$4.7mm	40.2%
Nov-16	Autum Brook	Hixson, TN	156	\$5mm	-5.1%
Jul-17	Meadowbrook	Humble, TX	260	\$4.6mm	29.2%
Jul-17	Parkside	Humble, TX	160	\$2.8mm	29.0%
Jul-17	Ashwood Park	Pasadena, TX	144	\$1.7mm	29.7%
Dec-17	Waverly Place Apartments	Melbourne, FL	204	\$9.9mm	32.5%
TOTAL WEIGHTED AVERAGE			5,165	\$71.0mm	

PAGE 15 | Note: As of December 19, 2017
Source: SNL, Company Filings

Development Opportunities

Superior Locations with Limited New Supply



- Pursue Class A / A+ new construction in emerging Southeast US markets
- Willing to provide at least 50% of the required equity
- Garden style or mid-rise construction
- Targeting unlevered stabilized return of at least 7%

CURRENT DEVELOPMENT PROJECTS

Canalside Sola, Columbia SC
(rendering)



Bells Bluff, Nashville, TN
(rendering)



Location	Estimated Development Cost	Capital Drawn	Planned Units	Status
Columbia, SC	\$60,697,000	\$22,520,906	338	<ul style="list-style-type: none">▪ Framing completed on 1 building and underway on 2 of the buildings▪ To date we are on budget and on-time
Nashville, TN	\$73,263,000	\$10,447,791	402	<ul style="list-style-type: none">▪ Land has been cleared and site work has commenced

Value-Add Case Study: Houston Portfolio

Houston, TX



PROPERTY DESCRIPTION	ACQUISITION DATA	VALUE ADD UPGRADES
<ul style="list-style-type: none"> 3 class B multi-family properties located in Humble, TX and Pasadena, TX Built in 1982, 1983, 1984 564 units 	<ul style="list-style-type: none"> Purchased for \$22.66mm, or \$40,177, per unit, in October 2013 Blended acquisition cap rate of 6.44% (based on year 1 projection and total cost) Capex budget of \$1.2mm, or \$2,100 per unit 	<ul style="list-style-type: none"> Upgraded interior units with new refrigerators, range/ovens, and dishwashers as well as new flooring in select units Upgraded a majority of the units while providing upside to the next buyer with future renovations plans

VALUE ADD PROGRAM RETURN ON INVESTMENT

Before Renovation



After Renovation

Property	Average Cost Per Unit	Average Monthly Rent Increase	ROI	NOI CAGR over Hold Period
Ashwood	\$2,638	\$83	38%	18%
Meadowbrook	\$2,593	\$96	45%	13%
Parkside	\$2,886	\$86	36%	16%

Development Case Study

Greenville, SC



PROPERTY DESCRIPTION	ACQUISITION DATA	DEVELOPMENT	RETURN ON INVESTMENT
<ul style="list-style-type: none">▪ Brand new construction in downtown Greenville market▪ 360 unit mid-rise mixed use apartment complex▪ Built in 2016	<ul style="list-style-type: none">▪ Purchased land for \$7mm in January 2014▪ Development budget of \$51.5mm, or \$143,000 per unit	<ul style="list-style-type: none">▪ Development was completed on time and budget▪ Property was sold at the end of lease-up▪ Oversaturation of Greenville market at time of sale. Provided opportunity to recycle capital effectively.	<ul style="list-style-type: none">▪ Property sold in October 2016 for \$68mm or \$188,888 per unit▪ Net IRR of 27% to BRT



Well Laddered Debt Maturities



- Weighted average rate on property debt is 4.03% with a weighted averaged remaining term to maturity of 6.9 years⁽¹⁾
- Attractive corporate level subordinated notes bear interest at the rate of 3M LIBOR+ 200bps and mature in 2036. Current rate is 3.31%

