

**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 21, 2021**

iStar Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

1-15371

(Commission File Number)

95-6881527

(IRS Employer Identification Number)

**1114 Avenue of the Americas, 39th Floor
New York, New York**

(Address of principal executive offices)

10036

(Zip Code)

Registrant's telephone number, including area code: **(212) 930-9400**

N/A

(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 (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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	STAR	NYSE
8.00% Series D Cumulative Redeemable Preferred Stock, \$0.001 par value	STAR-PD	New York Stock Exchange
7.65% Series G Cumulative Redeemable Preferred Stock, \$0.001 par value	STAR-PG	New York Stock Exchange
7.50% Series I Cumulative Redeemable Preferred Stock, \$0.001 par value	STAR-PI	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 8.01 Other Events.

iStar Inc. reported that it has commenced a solicitation of holders of its outstanding 4.75% Senior Notes due 2024, 4.25% Senior Notes due 2025 and 5.50% Senior Notes due 2026 to clearly align certain provisions of the indentures governing the notes with the potential sale of the Company's net lease assets, as the Company continues to execute its stated corporate strategy to grow its ground lease and ground lease adjacent businesses and simplify its portfolio through sales of other assets. The Company previously announced on July 6, 2021 that it intended to explore market interest for possible sales of its net lease assets. That process remains ongoing. There can be no assurance as to whether iStar will sell some, all or none of its net lease assets, or as to the timing and terms of any sales.

The consent solicitation is subject to, and conditioned upon, among other things, the receipt of consents from holders of a majority in principal amount of each series of notes referenced above then outstanding voting as a single class. Copies of the consent solicitation statement are available to noteholders from D.F. King & Co. Inc., the tabulation and information agent for the consent solicitation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

iStar Inc.

By: /s/ Jay Sugarman

Name: Jay Sugarman

Title: Chairman and Chief Executive Officer

Date: October 21, 2021