

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-11

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Registration Statement No. 333-222240

**SAFEHOLD INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**03-0971238**  
(I.R.S. Employer  
Identification No.)

**1114 Avenue of the Americas, 39<sup>th</sup> Floor**  
**New York, New York 10036**  
**(212) 930-9400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jay Sugarman**  
**Chief Executive Officer**  
**1114 Avenue of the Americas, 39<sup>th</sup> Floor**  
**New York, New York 10036**  
**(212) 930-9400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:  
**Julian T.H. Kleindorfer, Esq.**  
**Lewis W. Kneib, Esq.**  
**Alexa M. Berlin, Esq.**  
**Latham & Watkins LLP**  
**355 South Grand Avenue**  
**Los Angeles, CA 90071**  
**(213) 485-1234**

Approximate date of commencement of proposed sale to the public: **Not applicable**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE — DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) relates to the Registration Statement on Form S-11 of Safehold Inc. (then known as Safety, Income & Growth Inc.), a Maryland corporation (the “Registrant”) (File No. 333-222240) (the “Registration Statement”) filed with the U.S. Securities and Exchange Commission on December 22, 2017, registering 2,885,000 shares of common stock of the Registrant to be offered from time to time by the selling stockholders named in the Registration Statement.

On March 31, 2023, pursuant to the terms of the Agreement and Plan of Merger, dated as of August 10, 2022, by and among the Registrant and Safehold Inc. (then known as iStar Inc.), a Maryland corporation (“New SAFE”), the Registrant merged with and into New SAFE, at which time the Registrant ceased to exist, New SAFE continued as the surviving corporation, and New SAFE changed its name to “Safehold Inc.” (the “Merger”).

As a result of the Merger, the Registrant has terminated all offerings pursuant to the above referenced Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unissued at the termination of the offering, the Registrant hereby removes and withdraws from registration any and all securities registered under such Registration Statement that remain unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Post-Effective Amendment to the Registration Statement on Form S-11 and has duly caused the Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 31, 2023.

**SAFEHOLD INC.**

By: /s/ Brett Asnas

Name: Brett Asnas

Title: Chief Financial Officer

Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statement.

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