

**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 23, 2021

iStar Inc.

(Exact name of registrant as specified in its charter)

1-15371

(Commission File Number)

95-6881527

(IRS Employer Identification No.)

Maryland
(State or other jurisdiction of incorporation)

**1114 Avenue of the Americas, 39th Floor
New York, New York 10036**

(Address of principal executive offices, including 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, \$0.001 par value	STAR	New York Stock Exchange
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 2.02 Results of Operations and Financial Condition.

On February 23, 2021, iStar Inc. issued an earnings release and made available on its website an earnings presentation for the fourth quarter and fiscal year ended December 31, 2020. A copy of the earnings release and earnings presentation are attached as Exhibit 99.1 and Exhibit 99.2, respectively, hereto and incorporated herein by reference.

The information in this Current Report, including the exhibits hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

Item 7.01 Regulation FD Disclosure.

On February 23, 2021, iStar Inc. made available on its website an earnings presentation for the fourth quarter and fiscal year ended December 31, 2020. A copy of the earnings presentation is attached as Exhibit 99.2 hereto and incorporated by reference.

The earnings presentation, including Exhibit 99.2 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Earnings Release.

Exhibit 99.2 Earnings Presentation.

SIGNATURE

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.

Date: February 23, 2021

By:

/s/ JEREMY FOX-GEEN

Jeremy Fox-Geen
Chief Financial Officer
(principal financial officer)

EXHIBIT INDEX

Exhibit Number	Description
99.1	Earnings Release
99.2	Earnings Presentation



Press Release

iStar Reports Fourth Quarter and Fiscal Year 2020 Results

NEW YORK, February 23, 2021

iStar Inc. (NYSE: STAR) today reported results for the fourth quarter and fiscal year ended December 31, 2020.

iStar highlights include:

- Net income (loss) per diluted common share of (\$0.26) and (\$0.87) for the three months and twelve months ended December 31, 2020, respectively
- Adjusted earnings per diluted common share of \$0.15 and \$0.54 for the three months and twelve months ended December 31, 2020, respectively
- Unrealized gain on Safehold investment increased by \$1.0 billion in 2020 to \$1.6 billion total
- \$191 million of legacy asset sales proceeds in 2020
- 20% net reduction of legacy asset portfolio in 2020

“Despite the meaningful challenges COVID created, iStar performed well in 2020 against the strategy we originally laid out two years ago: scale Safehold and the ground lease ecosystem, continue to enhance the strength and flexibility of our balance sheet, and simplify our business,” said Jay Sugarman, Chairman and Chief Executive Officer. “As we look ahead, we are excited about the opportunity to continue to build on this momentum and realize its value for shareholders.”

1114 Avenue of the Americas
New York, NY 10036
T 212.930.9400
investors@istar.com



The Company published a presentation detailing its results and a reconciliation of non-GAAP financial metrics, which can be found on its website, in the "Investors" section.

The Company will host an earnings conference call reviewing this presentation beginning at 10:00 a.m. ET. This conference call will be broadcast live and can be accessed by all interested parties through iStar's website and by using the dial-in information listed below:

Dial-In: 877.336.4436
International: 234.720.6984
Access Code: 9807315

A replay of the call will be archived on the Company's website. Alternatively, the replay can be accessed via dial-in from 1:00 p.m. ET on February 23, 2021 through 11:59 p.m. ET on March 10, 2021 by calling:

Replay: 866.207.1041
International: 402.970.0847
Access Code: 3895665

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iStar Inc. (NYSE: STAR) is focused on reinventing the ground lease sector, unlocking value for real estate owners throughout the country by providing modern, more efficient ground leases on institutional quality properties. As the founder, investment manager and largest shareholder of Safehold Inc. (NYSE: SAFE), the creator of the modern ground lease industry, iStar is using its national investment platform and its historic strengths in finance and net lease to expand the use of modern ground leases within the \$7 trillion institutional commercial real estate market. Recognized as a consistent innovator in the real estate markets, iStar specializes in identifying and scaling newly discovered opportunities and has completed more than \$40 billion of transactions over the past two decades. Additional information on iStar is available on its website at www.istar.com.

1114 Avenue of the Americas
New York, NY 10036
T 212.930.9400
investors@istar.com



Company Contact:

Jason Fooks, Senior Vice President of Investor Relations & Marketing

1114 Avenue of the Americas
New York, NY 10036
T 212.930.9400
investors@istar.com



Q4 '20 & FY '20 Earnings Results

(NYSE: STAR)

Forward-Looking Statements and Other Matters

Statements in this presentation which are not historical fact may be deemed 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. Although iStar believes that the expectations reflected in any forward-looking statements are based on reasonable assumptions, the Company can give no assurance that its expectations will be attained. The Company undertakes no obligation to update or publicly revise a forward-looking statement, whether as a result of new information, future events or otherwise.

This presentation should be read in conjunction with our consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2020. In assessing all forward-looking statements herein, readers are urged to read carefully all cautionary statements in our Form 10-K.

Factors that could cause actual results to differ materially from iStar's expectations include general economic conditions and conditions in the commercial real estate and credit markets, the effect of the COVID-19 pandemic on our business and growth prospects, the performance of SAFE, the Company's ability to grow its ground lease business directly and through SAFE, the Company's ability to generate liquidity and to repay indebtedness as it comes due, additional loan loss provisions and asset impairments, the market demand for legacy assets the Company seeks to sell and the pricing and timing of such sales, changes in NPLs, repayment levels, the Company's ability to make new investments, the Company's ability to maintain compliance with its debt covenants, the Company's ability to generate income and gains from its portfolio and other risks detailed in "Risk Factors" in our 2020 Annual Report on Form 10-K, and any updates thereto made in our subsequent filings with the SEC.

Important Note re COVID-19: Readers of this presentation are cautioned that, due to the uncertainty created by the COVID-19 pandemic, our results for 2020 may not be indicative of our future results. Readers are urged to read our Annual Report on Form 10-K for the year ended December 31, 2020 when it is filed with the SEC for a more fulsome discussion of our annual results, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections included therein.

Note: Please refer to the "Glossary" section in the Appendix for a list of defined terms and metrics.



Investor Relations Cor
Jason F
Senior Vice Presi
212.930.
investors@istar



I. Highlights

2020: Year in Review

Scale Safehold

+\$1.0b

Incremental
Unrealized Gain⁽¹⁾

#1

Best Performing
Nareit Stock⁽³⁾

Strengthen Balance Sheet

\$5.0b

Unencumbered
Assets⁽²⁾

4.3 Years

W.A. Debt
Maturity

Simplify Business

20%

Net Reduction of
Legacy Asset Portfolio

\$191m

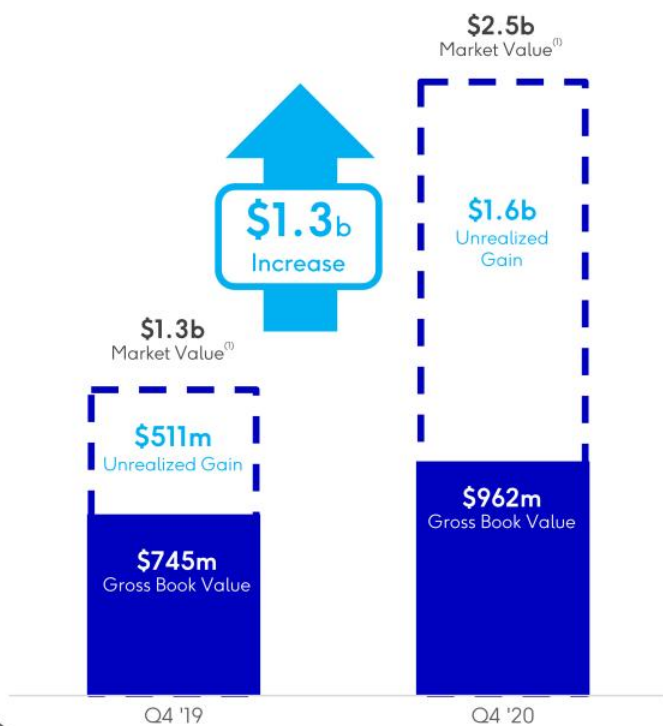
Legacy Asset
Sales Proceeds



(1) Calculated as the difference between the unrealized gain as of December 31, 2020 and December 31, 2019. Please reference the "Q4 '20 Safehold Highlights" slide for more information.
(2) Calculated using market value of iStar's ownership of SAFE of 34.8m shares at the December 31, 2020 closing stock price of \$72.49.
(3) Top performing stock among members of Nareit.

Q4 '20 Safehold Highlights

Investment in Safehold



13
Record # of Ground Leases Closed

\$331m
New Investment Activity

82%
Total Shareholder Return in 2020

Investment Grade
Credit Ratings from Moody's & Fitch



(1) Q4 '20 market value of iStar's investment in Safehold is \$2,521m, calculated as iStar's ownership of 34.8m shares of SAFE at the December 31, 2020 closing stock price of \$72.49. Q4 '19 value of iStar's investment in Safehold is \$1,256m, calculated as iStar's ownership of 31.2m shares of SAFE at the December 31, 2019 closing stock price of \$40.30.

Q4 '20 Legacy Asset Progress

\$66m

Proceeds from total legacy asset sales

10%

Net reduction in total legacy assets

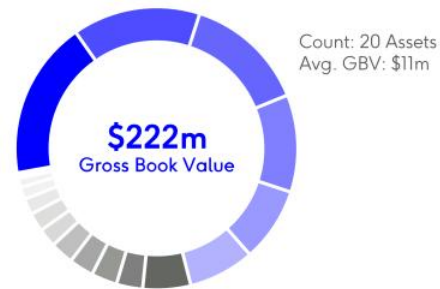
Long-Term Assets



	GBV
Land & Development	\$310m
Operating Properties	\$193m

3% net reduction to long-term portfolio

Short-Term Assets



	GBV
Land & Development	\$163m
Operating Properties	\$59m

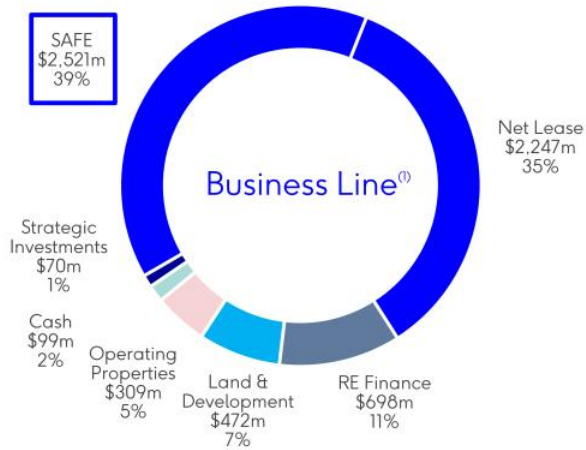
22% net reduction to short-term portfolio



Q4 '20 Investment Activity



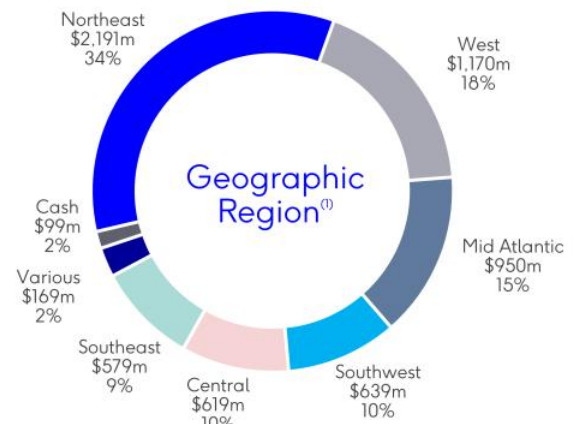
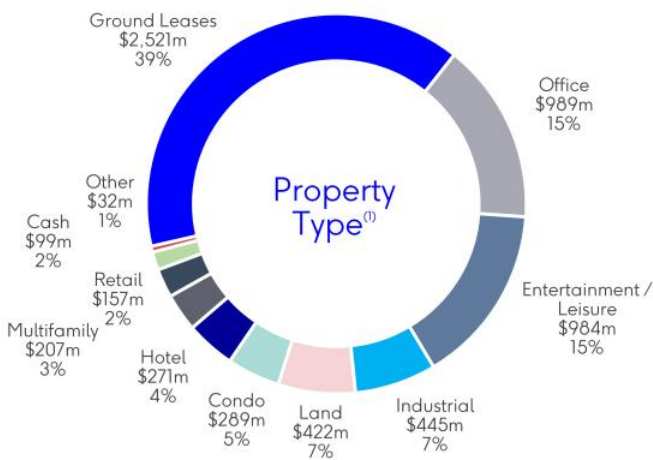
\$6.4b Diversified Portfolio



Cash Rent Collections

Business	Q4 '20
SAFE	100%
Net Lease (Incl. Bowlero Agreement)*	99%
RE Finance	89%
Operating Properties	85%

*Note: iStar reached an agreement with Bowlero to defer approximately 60% of the rents owed under its master leases during the period from October 2020 to June 2021, which represents a total of \$23 million of rent to be deferred. The deferred rent will continue to be repaid with interest to be repaid over two years commencing January 1, 2023. In addition, as part of this agreement, iStar terminated its \$10 million commitment to purchase additional bowling centers.



Note: Figures based on Gross Book Value of the Company's total investment portfolio and includes 100% of the assets of iStar's consolidated joint ventures and the carrying value of iStar's investment in non-consolidated joint ventures and affiliates.

(1) SAFE market value is calculated as iStar's ownership of 34.8m shares of SAFE at the December 31, 2020 closing stock price of \$72.49.

Earnings Results

	Q4 '20	Q4 '19	FY '20	FY '19
Net Income (Loss) <i>(Allocable to Common Shareholders)</i>	(\$19.1m)	(\$46.3m)	(\$65.9m)	\$291.5m
W.A. Shares <i>(Diluted)</i>	74.1m	64.9m	75.7m	80.7m
EPS (Loss) <i>(Diluted)</i>	(\$0.26)	(\$0.71)	(\$0.87)	\$3.73

Adj. Earnings (Loss) <i>(Allocable to Common Shareholders)</i>	\$11.0m	(\$14.9m)	\$40.8m	\$388.0m
W.A. Shares <i>(Diluted)</i>	74.3m	64.9m	75.9m	80.7m
AEPS (Loss) <i>(Diluted)</i>	\$0.15	(\$0.23)	\$0.54	\$4.92

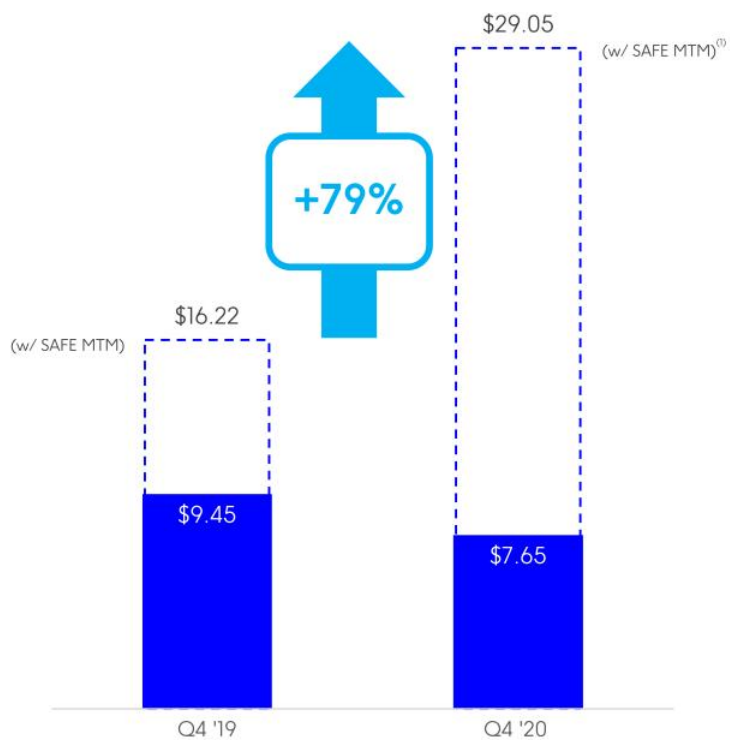


Note: Please refer to the "Adjusted Earnings Reconciliation" section of the Appendix for more information with regard to the calculation of this metric.

STAR's Equity Value per Share

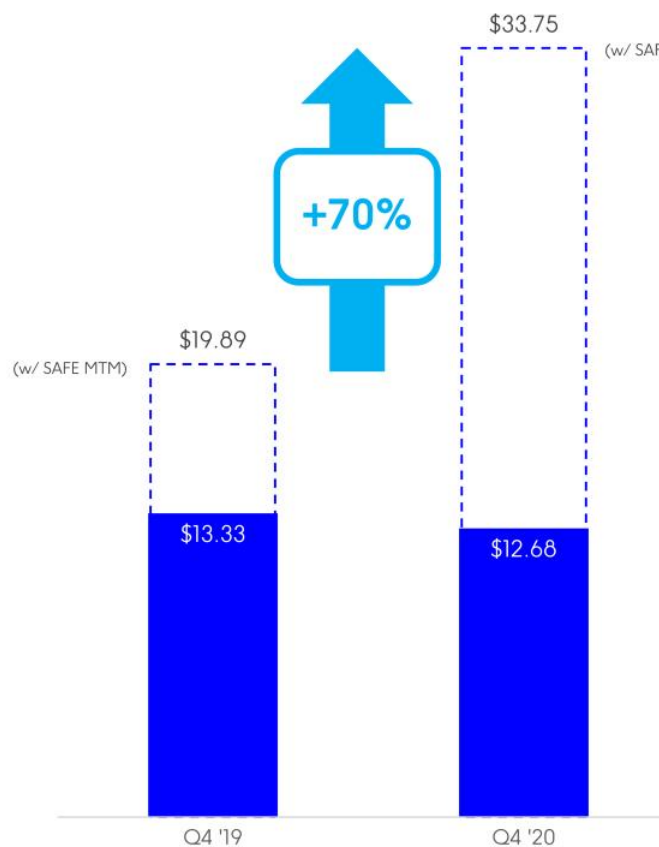
Common Equity per Share

(Net of Depreciation, Amortization and CECL Allowance)



Adj. Common Equity per Share

(Gross of Depreciation, Amortization and CECL Allowance)



Note: Q4 '20 SAFE mark-to-market value of iStar's investment in Safehold is \$2.521m, calculated as iStar's ownership of 34.8m shares of SAFE at the December 31, 2020 closing stock price. Q4 '19 SAFE mark-to-market value of iStar's investment in Safehold is \$1.256m calculated as iStar's ownership of 31.2m shares of SAFE at the December 31, 2019 closing stock price of \$40.1. (1) A portion of the profits realized on iStar's investment portfolio, including its investment in SAFE, is allocatable to iPip, iStar's shareholder-approved long-term incentive plan. Additional information on iPip can be found in the Annual Report in Form 10-K and its 2019 Proxy Statement, both of which are available on our website.



II. Portfolio Overview

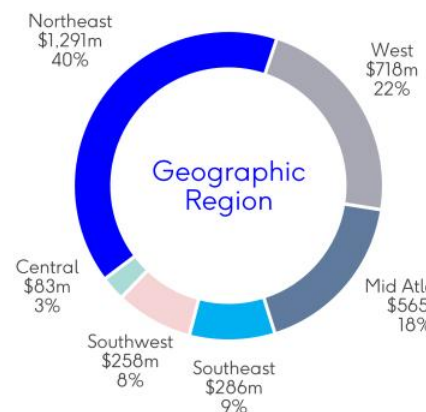
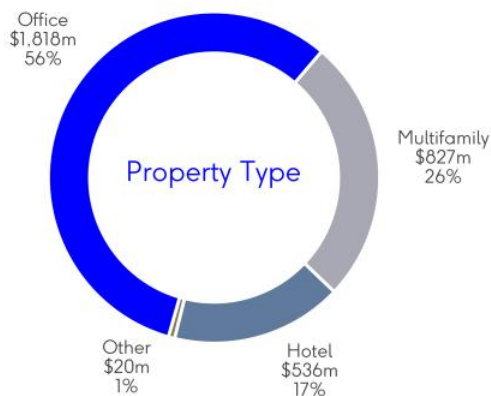
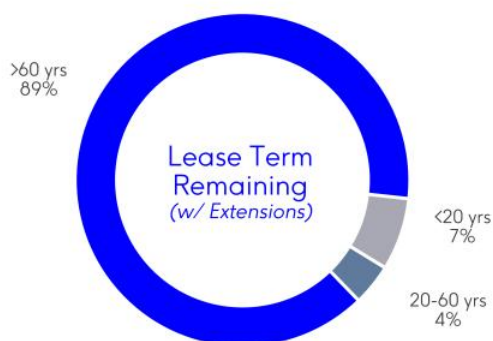
Safehold (NYSE: SAFE)

○ iStar's investment in SAFE

- iStar owns 34.8m shares of SAFE (65.4% of shares outstanding)⁽¹⁾
- iStar's Gross Book Value of SAFE investment is \$962m or \$27.68 per share owned
- Market value of SAFE shares owned by iStar is \$2.5b based on closing price of \$72.49 per share on December 31, 2020

SAFE Earnings

	Q4 '20	FY '20
Revenue	\$39.9m	\$155.4m
Net Income	\$15.3m	\$59.5m
EPS	\$0.29	\$1.17

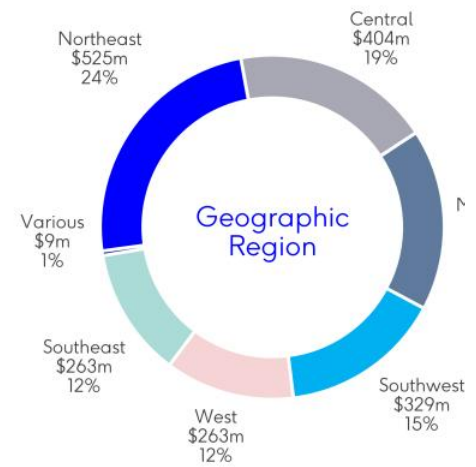
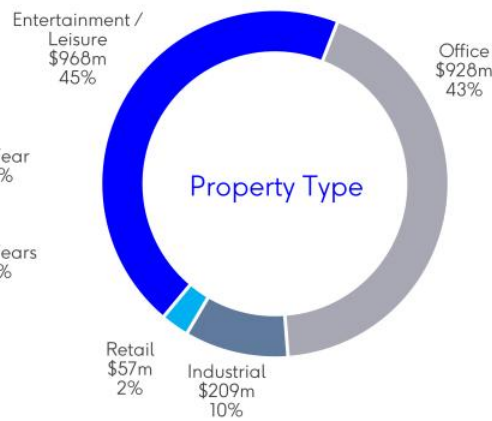


Note: \$ in millions. Graphs of SAFE's underlying portfolio are presented in Gross Book Value totaling \$3,201m and exclude \$19m of unfunded commitments. Please refer to the SAFE Earnings Presentation dated February 11, 2021, available on SAFE's website for a Glossary of defined terms.

(1) iStar's discretionary voting in SAFE is capped at 41.9% and will vote remaining shares with respect to any matter in the same proportions as SAFE's non-iStar shareholders.

Net Lease Consolidated Assets

	Wholly-Owned <i>(100% Ownership)</i>	Net Lease Venture I <i>(51.9% Ownership)</i>	Total Consolidated
Gross Book Value	\$1,255m	\$907m	\$2,162m
Occupancy	99.0%	100.0%	99.3%
Square Feet (000s)	9,998	5,749	15,747
W.A. Remaining Lease Term	14.9 yrs	16.3 yrs	15.5 yrs
W.A. Yield	7.9%	7.9%	7.9%

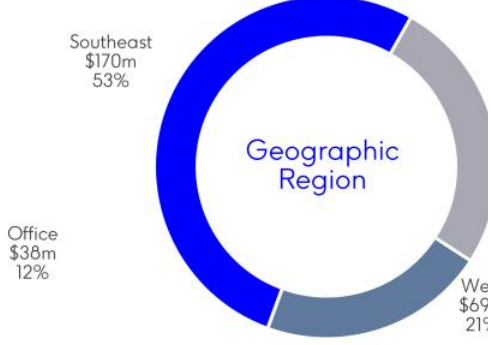
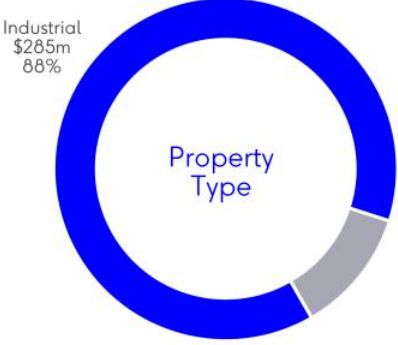


Note: \$ in millions. Please refer to the "Glossary" section of the Appendix for additional details regarding definitions and calculations.

Net Lease Venture II

Net Lease Venture II (51.9% Ownership)	
Gross Book Value	\$323m
Occupancy	100.0%
Square Feet (000s)	3,302
W.A. Remaining Lease Term	12.9 yrs
W.A. Yield	9.0%









Net Lease Venture II is unconsolidated and 51.9% owned by iStar. Presented here at the venture level.



Note: \$ in millions. Table and pie charts presented at the venture level. Please refer to the "Glossary" section of the Appendix for additional details regarding definitions and calculations.

Top Net Lease Assets

Top 10 net lease assets, which represent a total of \$1.7b of Gross Book Value, or 67% of the aggregate \$2.5b of Gross Book Value of the combined wholly-owned, NLJV I and NLJV II portfolios

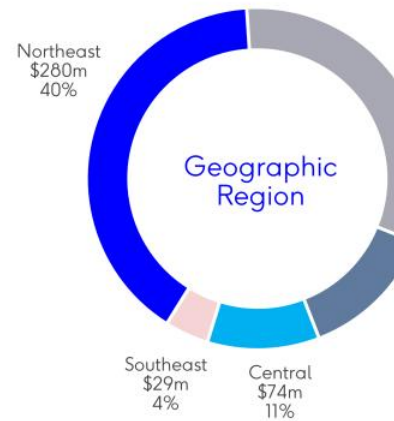
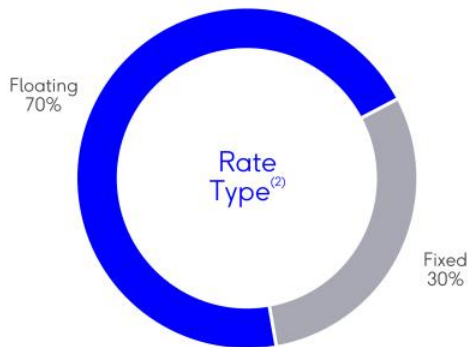
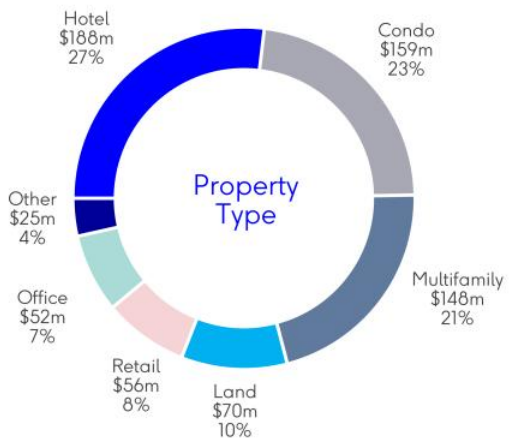
Tenant (Sorted by GBV)		Property Type	Location	Portfolio	Inv. Grade	Lease Term Remaining	Annualized Base Rent	Contract Escalation
Bowlero (2 Master Leases)		Entertainment	151 Locations	Wholly-Owned		26.4 yrs	\$32.6m ⁽¹⁾	Fixed
Bowlero (Master Lease)		Entertainment	58 Locations	NLJV I		23.8 yrs	\$18.4m	Fixed
McCormick & Co.		Office	Cockeysville, MD	NLJV I	*	13.3 yrs	\$11.2m	Fixed
Cox Automotive		Office	North Hills, NY	NLJV I	*	13.5 yrs	\$8.2m	Fixed w/ CPI Adj
Indeed		Office	Austin, TX	Wholly-Owned	*	13.0 yrs	\$10.3m	Fixed
AMC Theaters (Master Lease)		Entertainment	4 Locations	Wholly-Owned		14.1 yrs	\$8.1m	Fixed B % F
Leading Financial Services Company		Office	Jersey City, NJ	Wholly-Owned	*	12.0 yrs	\$9.9m	Fixed
AT&T		Office	Oakton, VA	NLJV I	*	4.9 yrs	\$7.1m	Fixed
NYSE-Listed Transportation Services Company		Industrial	2 Locations	NLJV II		24.8 yrs	\$7.1m	Fixed
Bellisio Foods		Industrial	Jackson, OH	NLJV I		24.8 yrs	\$6.3m	Cap CPI Adj
Total/W.A.						19.3 yrs	\$119.2m	



Note: Sorted by Gross Book Value, based on the value of the asset assuming 100% ownership. Annualized Base Rent (ABR) represents annualized cash rent assuming 100% ownership. iStar has a 51.9% equity interest in each of NLJV I and II is 51.9%.
 (1) Bowlero's annualized base rent (ABR) represents the contractual annualized base rent under the terms of the current lease. iStar reached an agreement with Bowlero to defer a total of \$23 million of rent owed during the period from October 2020 to June 2021. The deferred rent will accrue with interest to be repaid over two years commencing January 1, 2023.

Real Estate Finance Portfolio

	Loans (\$)	W.A. Last \$ LTV	W.A. Yield	W.A. Maturity (yrs)
First mortgages / Senior debt ⁽¹⁾	\$458m	56%	6.7%	1.9
Mezzanine / Subordinated debt ⁽¹⁾	188m	82%	8.4%	2.8
Total Performing Loans	\$646m	64%	7.2%	2.3
NPLs	52m			
Total Real Estate Finance	\$698m			



Note: \$ in millions. Includes \$43m consolidated first mortgage participations not held by iStar. Excludes financing receivable included in other lending investments and CECL allowances. Please refer to the "Glossary" section of the Appendix for additional details regarding definitions and calculations.

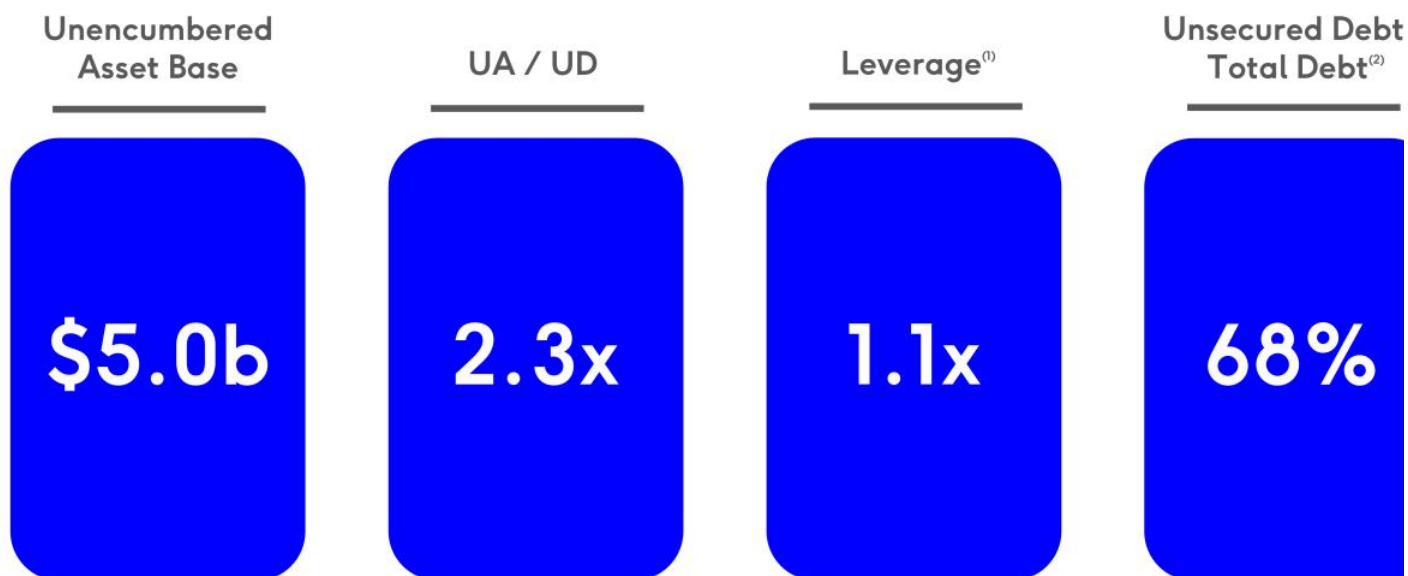
(1) Includes \$25m of other lending investments in first mortgages / senior debt and \$91m of other lending investments in mezzanine / subordinated debt.

(2) Excludes nonperforming loans.



III. Capital Structure

Credit Metrics



Note: Figures are presented using the SAFE mark-to-market value of iStar's investment in Safehold. Q4 '20 market value is \$2,521m, calculated as iStar's ownership of 34.8m shares of SAF December 31, 2020 closing stock price of \$72.49.

(1) Leverage is calculated using debt, net of cash, and adjusted total equity presented gross of non-controlling interests, or "NCI". Please refer to the "Capital Structure Overview" section presentation for more information.

(2) Includes only iStar's share of NLJV I debt.

Capital Structure Overview

As of 12/31/20

Credit Metrics	12/31/20	SAFE MTM ⁽¹⁾
Cash	\$99m	\$99m
Debt, net of cash	\$3,188m	\$3,188m
Total Equity, gross of NCI	\$1,064m	\$2,647m
Adj. Total Equity, gross of NCI	\$1,471m	\$3,029m
Leverage ⁽²⁾	2.2x	1.1x

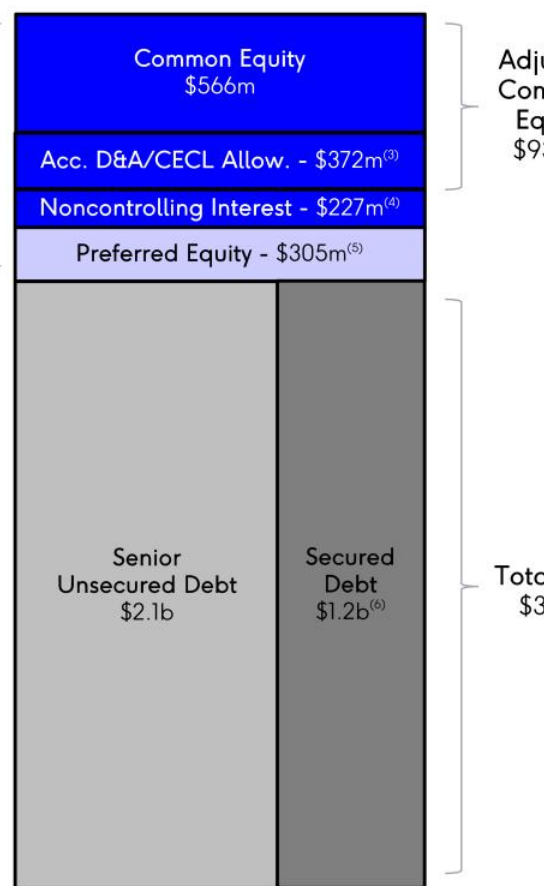
Shares

Shares Outstanding (Basic)	74.0m	74.0m
Common Equity	\$566m	\$2,149m
Common Equity per Share	\$7.65	\$29.05
Adj. Common Equity	\$938m	\$2,496m
Adj. Common Equity per Share	\$12.68	\$33.75

Liquidity

Cash	\$99m
Revolving Credit Facility Availability	\$350m
Total Liquidity	\$449m

Adjusted
Total Equity
\$1.5b



Note: Please refer to the "Adjusted Common Equity Reconciliation" section of the Appendix for more information.

(1) SAFE mark-to-market calculations based on the December 31, 2020 closing stock price of \$72.49 with respect to 34.8m shares held by iStar.

(2) Corporate leverage is the ratio of total debt less cash and cash equivalents divided by Adjusted Total Equity, gross of NCI.

(3) Includes accumulated depreciation, amortization, CECL allowance, and iStar's proportionate share of accumulated depreciation and amortization relating to equity method investments.

(4) Includes \$34m of the proportionate share of accumulated depreciation and amortization relating to noncontrolling interests.

(5) Represents liquidation preference of preferred equity.

(6) Includes \$489m of consolidated, asset-specific non-recourse mortgage debt of NLJV I.

(7) Debt is presented net of fees and discounts.

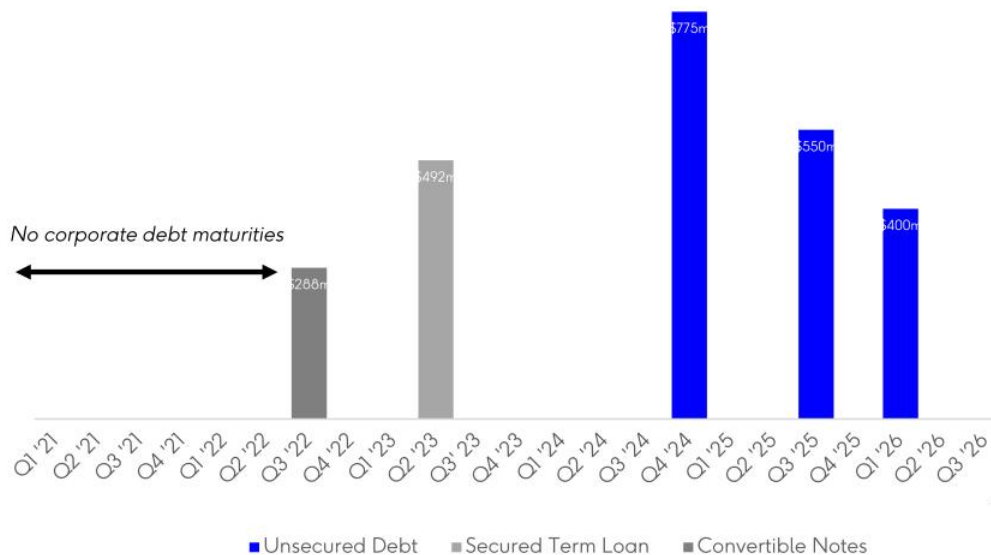


Corporate Debt Maturity Profile

Debt Profile		
2022		
Sep.	\$288m	3.125%
2023		
Jun.	\$492m	L + 275
2024		
Oct.	\$775m	4.75%
2025		
Aug.	\$550m	4.25%
2026		
Feb.	\$400m	5.50%
2035		
Oct.	\$100m	L + 150
Non-Recourse Mortgage Financings ⁽¹⁾		
Various / W.A.	\$721m	4.38%
Total / W.A.⁽²⁾	\$3,325m	4.17%

4.3 years
w.a. debt maturity

20 months
with no corporate debt maturities



Note: \$ in millions. Excludes extension options.

(1) Represents individual non-recourse mortgages on net lease assets, including consolidated mortgage debt on assets held by NLJV I.

(2) Rates presented after giving effect to interest rate hedges.



IV. Appendix

Consolidated Statements of Operations

	Three Months		Twelve Months	
	Ended December 31,		Ended December 31,	
	2020	2019	2020	2019
Revenues				
Operating lease income	\$48,194	\$48,178	\$188,722	\$206,388
Interest income	13,191	17,237	60,116	77,654
Interest Income from sales-type leases	8,542	8,340	33,552	20,496
Other income	27,645	12,230	83,857	55,363
Land development revenue	48,447	42,903	164,702	119,595
Total revenues	\$146,019	\$128,888	\$530,949	\$479,496
Cost and Expenses				
Interest expense	\$41,825	\$47,068	\$169,574	\$183,919
Real estate expense	18,784	21,261	72,493	92,426
Land development cost of sales	63,023	37,878	177,727	109,663
Depreciation and amortization	14,685	14,673	58,092	58,259
General and administrative	15,063	16,355	61,525	68,173
General and administrative – stock-based compensation	12,679	9,742	39,354	30,436
Provision for loan losses	4,957	10,274	9,052	6,482
(Recovery of) provision for losses on net investment in leases	(241)	-	1,760	-
Impairment of assets	1,336	8,466	7,827	13,419
Other expense	219	322	569	13,120
Total costs and expenses	\$172,330	\$166,039	\$597,973	\$575,897
Income from sales of real estate	201	3,217	6,318	236,623
Income (loss) from operations before earnings from equity method investments and other items	(\$26,110)	(\$33,934)	(\$60,706)	\$140,222
Earnings from equity method investments	16,123	25,283	42,126	41,849
Selling profit from sales-type leases	-	-	-	180,416
Income tax (expense) benefit	(69)	(115)	(235)	(438)
Loss on early extinguishment of debt	-	(27,256)	(12,038)	(27,724)
Net income (loss)	(\$10,056)	(\$36,022)	(\$30,853)	\$334,325
Net (income) loss attributable to noncontrolling interests	(3,153)	(2,114)	(11,588)	(10,283)
Net income (loss) attributable to iStar	(\$13,209)	(\$38,136)	(\$42,441)	\$324,042
Preferred dividends	(5,874)	(8,124)	(23,496)	(32,495)
Net income (loss) allocable to common shareholders	(\$19,083)	(\$46,260)	(\$65,937)	\$291,547



Note: \$ in thousands.

Earnings per Share

	Three Months Ended December 31,		Twelve Months Ended December 31,	
Earnings Information for Common Shares	2020	2019	2020	2019
Net income (loss) ⁽¹⁾				
Basic	(\$0.26)	(\$0.71)	(\$0.87)	\$4.51
Diluted	(\$0.26)	(\$0.71)	(\$0.87)	\$3.73
Adjusted earnings (loss)				
Basic	\$0.15	(\$0.23)	\$0.54	\$6.00
Diluted	\$0.15	(\$0.23)	\$0.54	\$4.92
Weighted average shares outstanding				
Basic	74,053	64,910	75,684	64,696
Diluted (for net income)	74,053	64,910	75,684	80,666
Diluted (for adjusted earnings)	74,330	64,910	75,908	80,666
Common shares outstanding at the end of period (basic)	73,967	77,810	73,967	77,810



Note: In thousands, except per share data.

(1) Allocable to common shareholders after the effect of preferred dividends, non-controlling interests and income from sales of real estate.

Adjusted Earnings Reconciliation

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2020	2019	2020	2019
Net income (loss) allocable to common shareholders	(\$19,083)	(\$46,260)	(\$65,937)	\$291,541
Add: Depreciation and amortization	17,357	14,920	63,882	58,921
Add: Stock-based compensation expense	12,679	9,742	39,354	30,431
Add: Non-cash loss on early extinguishment of debt/preferred	-	6,650	3,470	7,111
Adjusted earnings (loss) allocable to common shareholders	\$10,953	(\$14,947)	\$40,769	\$388,021

Note: \$ in thousands.

In 2019, we announced a new business strategy that would focus our management personnel and our investment resources primarily on scaling our Ground Lease platform. As part of this strategy, we accelerated the monetization of legacy assets, reducing our legacy portfolio to approximately 15% of our overall portfolio as of December 31, 2020, and deployed a substantial portion of the proceeds into additional investments in new loan and net lease originations relating to the Ground Lease business. Management has determined that, effective for the first quarter 2020, a modified non-GAAP earnings metric, designated "adjusted earnings" metric it uses to assess our execution of this strategy and the performance of our operations. Adjusted earnings reflects impairment charges and loan provisions in the same period in which they are recognized in net (loss) prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP"), rather than in a later period when the asset is sold. We believe this change is appropriate as legacy asset sales have become less central to our business, even though sales may be material to particular periods when they occur.

Adjusted earnings is used internally as a supplemental performance measure which adjusts for certain items to give management a view of income more directly derived from operating activities in the period in which they occur. Adjusted earnings is calculated as net income (loss) allocable to common shareholders, prior to the effect of depreciation and amortization, including our proportionate share of depreciation and amortization on equity method investments and excluding depreciation and amortization allocable to noncontrolling interests, stock-based compensation expense, the non-cash portion of loss on early extinguishment of debt and the liquidation preference recorded as a premium above book value on the redemption of preferred stock ("Adjusted Earnings"). All prior periods have been calculated in accordance with this definition.

Adjusted Earnings should be examined in conjunction with net income (loss) as shown in our consolidated statements of operations. Adjusted Earnings should not be considered as an alternative to net income (loss) (determined in accordance with GAAP), or to cash flows from operating activities (determined in accordance with GAAP), as a measure of our liquidity, nor is Adjusted Earnings indicative of funds available to fund needs or available for distribution to shareholders. Rather, Adjusted Earnings is an additional measure we use to analyze our business performance because it excludes the effects of certain non-cash charges that we are not necessarily indicative of our operating performance. It should be noted that our manner of calculating Adjusted Earnings may differ from the calculations of similarly-titled measures by other companies.



Consolidated Balance Sheets

	As of December 31, 2020	As of December 31, 2019
Assets		
Real Estate		
Real estate, at cost	\$1,752,053	\$1,761,079
Less: accumulated depreciation	(267,772)	(233,860)
Real estate, net	1,484,281	1,527,219
Real estate available and held for sale	5,212	8,650
Total real estate	1,489,493	1,535,869
Net investment in leases	429,101	418,915
Land and development, net	430,663	580,545
Loans receivable and other lending investments, net	732,330	827,861
Other investments	1,176,560	907,875
Cash and cash equivalents	98,633	307,172
Accrued interest and operating lease income receivable, net	10,061	10,162
Deferred operating lease income receivable, net	58,128	54,222
Deferred expenses and other assets, net	436,839	442,488
Total Assets	\$4,861,808	\$5,085,109
Liabilities and Equity		
Accounts payable, accrued expenses, and other liabilities	\$467,922	\$424,374
Liabilities associated with properties held for sale	27	57
Loan participations payable, net	42,501	35,638
Debt obligations, net	3,286,975	3,387,080
Total Liabilities	\$3,797,425	\$3,847,149
Total iStar shareholders' equity	\$870,969	\$1,040,422
Noncontrolling interests	193,414	197,538
Total Equity	\$1,064,383	\$1,237,960
Total Liabilities and Equity	\$4,861,808	\$5,085,109



Note: \$ in thousands.

Adjusted Common Equity Reconciliation

	As of December 31, 2020	As of December 31,
Total shareholders' equity	\$870,969	\$1,04
Less: Liquidation preference of preferred stock	(305,000)	(305
Common shareholders equity	\$565,969	\$73
Add: Accumulated depreciation and amortization ⁽¹⁾	298,180	26
Add: Proportionate share of depreciation and amortization within equity method investments	49,640	2
Add: CECL allowance (December 31, 2019 balance represents general reserves)	24,326	
Adjusted common equity	\$938,116	\$1,03
Common shares outstanding – basic	73,967	7
Common equity per share	\$7.65	\$
Common equity per share with SAFE MTM	\$29.05	\$
Adjusted common equity per share	\$12.68	\$
Adjusted common equity per share with SAFE MTM	\$33.75	\$

Note: Amounts in thousands, except for per share data. Q4 '20 SAFE mark-to-market value of iStar's investment in Safehold is \$2.521m, calculated as iStar's ownership of 34.8m shares of SAFE at the December 31, 2020 stock price of \$72.49. Q4 '19 SAFE mark-to-market value of iStar's investment in Safehold is \$1.256m calculated as iStar's ownership of 31.2m shares of SAFE at the December 31, 2019 closing stock price of \$40.30. We use adjusted common equity, a non-GAAP financial measure, as a supplemental measure to give management a view of equity allocable to common shareholders prior to the impact of certain non-cash GAAP measures. Management believes that adjusted common equity provides a useful measure for investors to consider in addition to total shareholders' equity because cumulative effect of depreciation and amortization expenses on allowances calculated under GAAP may not necessarily reflect an actual reduction in the value of the Company's assets. Adjusted common equity should be examined in conjunction with total shareholders' equity as shown on the Company's consolidated balance sheet. Adjusted common equity should not be considered an alternative to total shareholders' equity (determined in accordance with GAAP), nor is adjusted common equity indicative of funds available for distribution to shareholders. It should be noted that our manner of calculating adjusted common equity may differ from the calculations of similarly-titled measures by other companies.

(1) Net of amounts allocable to non-controlling interests and includes accumulated depreciation and amortization associated with real estate available and held for sale.



Q4 '20 Gross Book Value Reconciliation

	Real Estate Finance	Net Lease	Operating Properties	Land & Development	Corporate / Other	Totals
Real estate, net	-	\$1,292	\$192	-	-	
Real estate available and held for sale	-	-	5	-	-	
Net investment in leases	-	429	-	-	-	
Land and development, net	-	-	-	\$431	-	
Loans receivable and other lending investments, net	\$687	45	-	-	-	
Real estate-related intangibles, net	-	106	4	-	-	
Other investments	-	1,017	59	31	\$70	
Net Book Value	\$687	\$2,889	\$260	\$462	\$70	
Add: Accumulated depreciation and CECL allowance	\$11	\$262	\$18	\$11	-	
Add: Accumulated amortization related to intangibles	-	28	12	-	-	
Add: Proportionate share of joint venture accumulated depreciation and amortization	-	30	19	-	-	
Gross Book Value	\$698	\$3,209	\$309	\$472	\$70	
Add: Cash	-	-	-	-	\$99	
Add: SAFE MTM ⁽¹⁾	-	\$1,558	-	-	-	
Portfolio Gross Book Value	\$698	\$4,767	\$309	\$472	\$169	



Note: \$ in millions. Figures in this table may not foot due to rounding.

(1) Market value of iStar's investment in Safehold is \$2.521m, calculated as iStar's ownership of 34.8m shares of SAFE at the December 31, 2020 closing stock price of \$72.49. Unrealized gain calculated as the difference between the \$2.521m market value and the \$962m Gross Book Value of iStar's investment in Safehold.

Glossary

Annualized Base Rent (ABR)	Contractual cash base rent for the current quarter, annualized.
Funding / Capex <i>(Net Lease, Operating Properties, Land & Development)</i>	Acquisition price, capitalized acquisition costs, capital expenditures, contributions to equity method investment capitalized payroll and capitalized interest.
Funding / Capex <i>(Real Estate Finance)</i>	Cash funded on loans, plus deferred interest capitalized to the loan balance, exclusive of original issued discount origination and arrangement fees held back at origination.
Gross Book Value <i>(Net Lease, Operating Properties, Land & Development)</i>	Basis assigned to physical real estate property (land & building), net of any impairments taken after acquisition date and net of basis reductions associated with unit / parcel sales, plus our basis in equity method investment plus lease related intangibles, capitalized leasing costs and excluding accumulated depreciation and amortization, and for equity method investments, excluding the effect of our share of accumulated depreciation and amortization.
Gross Book Value <i>(Real Estate Finance)</i>	Principal funded including any deferred capitalized interest receivable, plus protective advances, exit fee receivables and any unamortized origination / modification costs, less purchase discounts and specific reserves. This amount is not reduced for general reserves (prior to 2020), or CECL allowances (beginning in 2020).
Net Book Value <i>(Net Lease, Operating Properties, Land & Development)</i>	Gross Book Value net of accumulated depreciation and amortization.
Net Book Value <i>(Real Estate Finance)</i>	Gross Book Value for Real Estate Finance less general reserve for loan loss (prior to 2020) and CECL allowance (beginning in 2020).
Proceeds <i>(Net Lease, Operating Properties, Land & Development)</i>	Includes sales price for assets sold, less selling costs, less seller financing plus return of capital and distributed proceeds arising from sales within our equity method investments.
Proceeds <i>(Real Estate Finance)</i>	Collection of principal, deferred and capitalized interest, exit fees, origination fees previously netted against principal at inception, or original issue discount. Includes proceeds from sales of securities.
Yield <i>(Net Lease)</i>	Calculated as operating lease income and other income less operating expenses recognized by GAAP for the quarter, annualized, divided by the average Gross Book Value during the quarter.
Yield <i>(Real Estate Finance)</i>	Interest income, for the quarter, annualized, divided by the average Gross Book Value of Real Estate Finance.

Disclaimer: Set forth in the Glossary are the current definitions of certain items that we use in this presentation. This Glossary is intended to facilitate a reader's understanding of this presentation. There can be no assurance that we will not modify these terms in future presentations as we deem necessary or appropriate.



