

**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): April 22, 2021

Safehold Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-38122
(Commission File
Number)

30-0971238
(IRS Employer
Identification Number)

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

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.

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	SAFE	NYSE

Item 2.02 Results of Operations and Financial Condition.

On April 22, 2021, Safehold Inc. issued an earnings release and made available on its website an earnings presentation for the quarter ended March 31, 2021. 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 April 22, 2021, Safehold Inc. made available on its website an earnings presentation for the quarter ended March 31, 2021. 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, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Safehold Inc.

Date: April 22, 2021

By:

/s/ JEREMY FOX-GEEN
Jeremy Fox-Geen
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Earnings Release
99.2	Earnings Presentation



Press Release

Safehold Reports First Quarter 2021 Results

NEW YORK, April 22, 2021

Safehold Inc. (NYSE: SAFE) reported results for the first quarter 2021.

Highlights from the first quarter earnings announcement include:

- Revenue of \$43.5 million
- Net income of \$16.9 million
- Earnings per share of \$0.32
- \$166 million of new ground lease investments with an effective yield of 5.3%⁽¹⁾
- \$1.0 billion new recast unsecured revolving credit facility
- \$770 million of cash & credit facility availability

“Following our recent investment grade ratings from Moody’s and Fitch, Safehold recast a new \$1.0 billion revolving credit facility, which will allow us to more efficiently deliver better ground lease capital to our customers,” said Jay Sugarman, Chairman and Chief Executive Officer. “With our ample liquidity and growing pipeline, we are excited to see the markets opening up as we continue to lead the expansion of the modern ground lease industry.”

SAFE published a presentation detailing these results which can be found on its website, www.safeholdinc.com in the “Investor Relations” 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 Safehold’s website and by using the dial-in information listed below:

(1) Investments in Q1 '21 include \$95m of forward commitments that have not yet been funded. There can be no assurance that Safehold will complete these transactions.

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



Dial-In: 877.336.4440
International: 409.207.6984
Access Code: 6230255

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 April 22, 2021 through 12:00 a.m. ET on May 6, 2021 by calling:

Replay: 866.207.1041
International: 402.970.0847
Access Code: 8307576

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About Safehold:

Safehold Inc. (NYSE: SAFE) is revolutionizing real estate ownership by providing a new and better way for owners to unlock the value of the land beneath their buildings. Through its modern ground lease capital solution, Safehold helps owners of high quality multifamily, office, industrial, hospitality and mixed-use properties in major markets throughout the United States generate higher returns with less risk. The Company, which is taxed as a real estate investment trust (REIT) and is managed by its largest shareholder, iStar Inc., seeks to deliver safe, growing income and long-term capital appreciation to its shareholders. Additional information on Safehold is available on its website at www.safeholdinc.com.

Company Contact:

Jason Fooks

Senior Vice President
Investor Relations & Marketing
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E investors@safeholdinc.com

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Q1 '21 EARNINGS RESULTS



Forward-Looking Statements and Other Matters

This presentation may contain forward-looking statements. All statements other than statements of historical fact are forward-looking statements. These forward-looking statements can be identified by the use of words such as "illustrative", "representative", "expect", "plan", "will", "estimate", "project", "intend", "believe", and other similar expressions that do not relate to historical matters. These forward-looking statements reflect the Company's current views about future events, and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause the Company's actual results to differ significantly from those expressed in any forward-looking statement. The Company does not guarantee that the transactions and events described will happen as described (or that they will happen at all).

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: the effect of the COVID-19 pandemic on our business and growth prospects and on our tenants' business; market demand for ground lease capital; the Company's ability to source new ground lease investments; the availability of funds to complete new ground lease investments; risks that the rent adjustment clauses in the Company's leases will not adequately keep up with changes in market value and inflation; risks associated with certain tenant and industry concentrations in our portfolio; conflicts of interest and other risks associated with the Company's external management structure and its relationships with iStar and other significant investors; risks associated with using debt to fund the Company's business activities (including changes in interest rates and/or credit spreads, the ability to source financing at rates below the capitalization rates of our assets, and refinancing and interest rate risks); risks that tenant rights in certain of our ground leases will limit or eliminate the Owned Residual realizations from such properties; general risks affecting the real estate industry and local real estate markets (including, without limitation, the potential inability to enter into or renew ground leases at favorable rates, including with respect to contractual rate increases or participating rent); dependence on the creditworthiness of our tenants and their financial condition and operating performance; competition from other ground lease investors and risks associated with our failure to qualify for taxation as a REIT under the Internal Revenue Code of 1986, as amended. Please refer to the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2020 and any subsequent reports filed with the Securities and Exchange Commission (SEC) for further discussion of these and other investment considerations. The Company expressly disclaims any responsibility to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Important Note re COVID-19: Readers of this presentation are cautioned that, due to the possibility that the COVID-19 pandemic will have a delayed adverse impact on our financial results, along with the uncertainty created by the pandemic, our results for the period may not be indicative of future results. Similarly, our Ground Rent Coverage and UCA as of March 31, 2021 are likely to decline with respect to certain properties in future periods due to the continuing impact of the pandemic and the fact that certain metrics that we report and monitor may not reflect the full effects of the pandemic as of their dates of determination. Readers are urged to read our Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 when it is filed with the SEC for a more fulsome discussion of our quarterly 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 at the end of this presentation for a list of defined terms and metrics.

Investor Relations Contact
Jason Fooks
212.930.9400
investors@safeholdinc.com

Q1 '21 Highlights

Earnings Results

\$16.9m
Net Income

\$0.32
EPS

Investment Activity

\$166m
New Ground Lease
Investments

5.3%
New Investment
Effective Yield

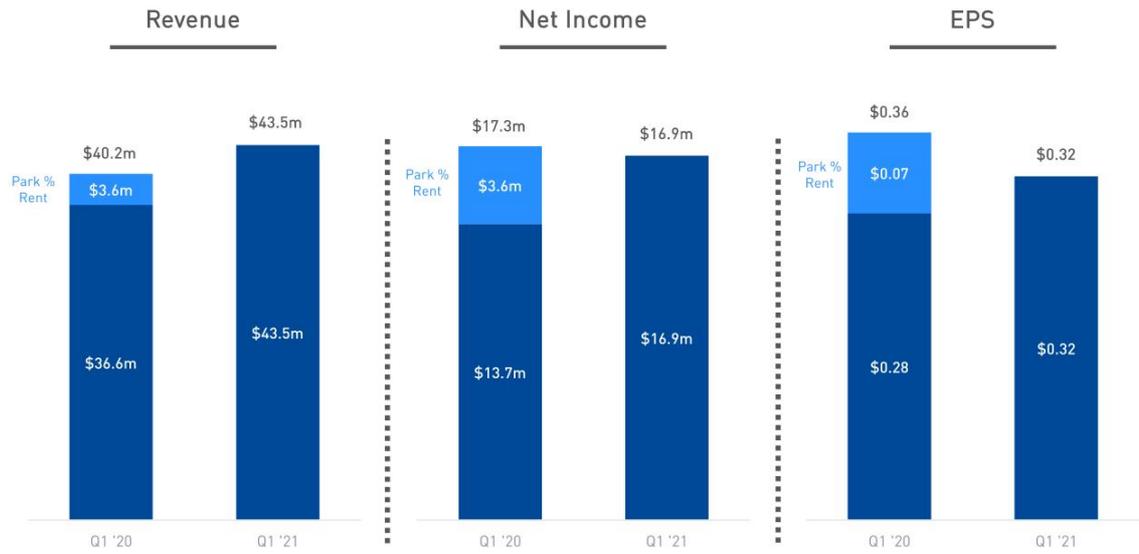
Accessing Unsecured Markets

\$1.0b
New Unsecured
Credit Facility

\$770m
Cash & Credit Facility
Availability⁽¹⁾

(1) Based on cash & cash equivalents and the unused capacity of the new unsecured revolving credit facility.

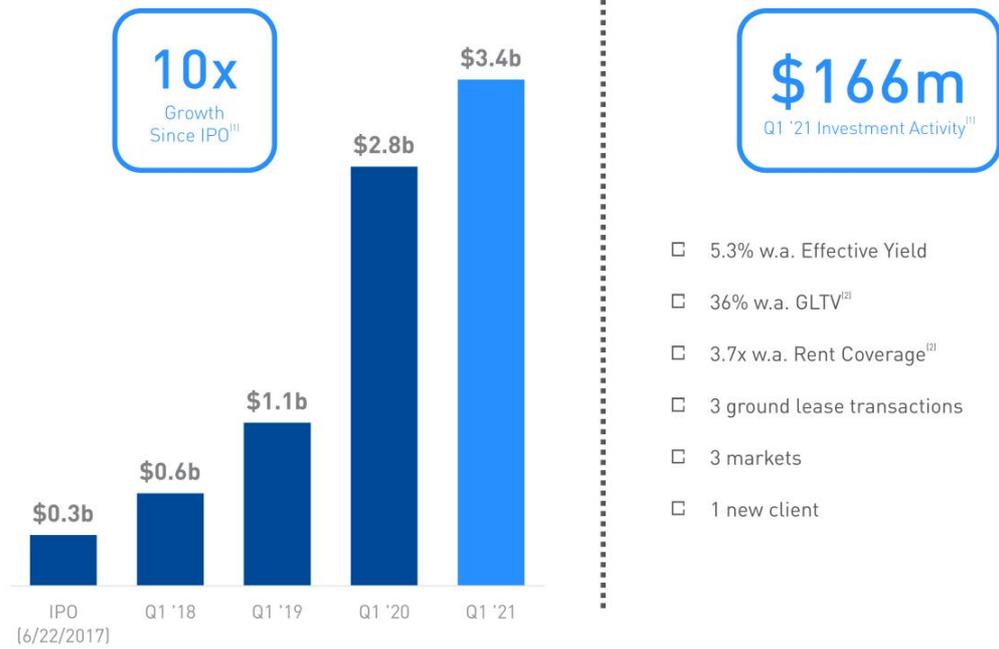
Earnings Results



During the first quarter of each year, the Company recognizes the annual percentage rent associated with its Park Hotels portfolio for performance in the prior year. Based on the impact of COVID on the performance of these hotels in 2020, the percentage rent owed under these leases was \$0 in Q1 '21 versus \$3.6m in Q1 '20.

Portfolio Expansion

(Aggregate Gross Book Value)



Note: Please see the "Important Note re COVID-19" in the front of this presentation for a statement about metrics this quarter. Refer to Appendix for Portfolio Reconciliation and Glossary for more details.

(1) Investments in Q1 '21 include \$95m of forward commitments that have not yet been funded. There can be no assurance that Safehold will complete these transactions.

(2) The Company uses estimates of the stabilized Property NOI if it does not receive current tenant information or if the properties are under construction/in transition. These estimates are based on leasing activity at the property, third party appraisals and available market information, such as leasing activity at comparable properties in the relevant market.

Portfolio Metrics

[Current Portfolio Gross Book Value: \$3,292m]

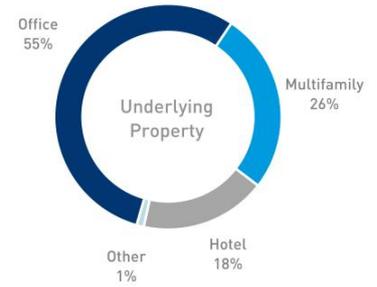
Yield Metrics⁽¹⁾



Credit Metrics⁽²⁾



Property Type



Lease Term



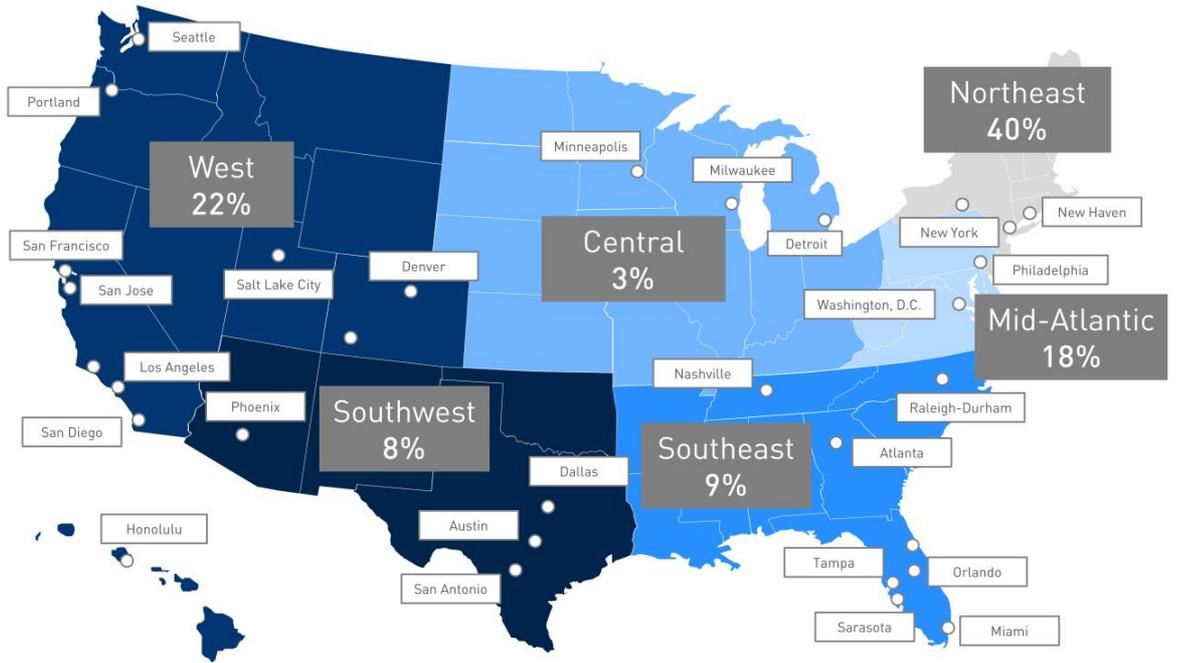
Note: Please see the "Important Note re COVID-19" in the front of this presentation for a statement about metrics this quarter.

(1) Refer to the Glossary in the Appendix for yield calculations and additional details.

(2) The Company uses estimates of the stabilized Property NOI if it does not receive current tenant information or if the properties are under construction/in transition. These estimates are based on leasing activity at the property, third party appraisals and available market information, such as leasing activity at comparable properties in the relevant market.

Geographic Breakdown

[Current Portfolio Gross Book Value \$3,292m]



Capital Structure

Debt Overview



Credit Ratings



Debt and Liquidity Metrics	Q1 '21
Total debt	\$1,974m
Total book equity	\$1,408m
Equity market cap ⁽²⁾	\$3,734m
Total debt / book equity	1.4x
Total debt / equity market cap	0.5x
Unencumbered assets	\$903m
Cash & credit facility availability	\$770m

Interest Rates and Spreads ⁽¹⁾	Q1 '21
Portfolio Annualized Yield	5.3%
Effective Interest Rate	4.0%
Effective spread	137 bps
Portfolio Annualized Cash Yield	3.4%
Cash Interest Rate	3.1%
Cash spread	28 bps

(1) Based on long-term debt, which excludes outstanding borrowings under the Company's unsecured revolving credit facility.
 (2) Based on SAFE closing share price of \$70.10 on March 31, 2021.

Unrealized Capital Appreciation



Note: Please see the "Important Note re COVID-19" in the front of this presentation for a statement about metrics this quarter. Please see "Unrealized Capital Appreciation Details" in the Appendix for more information.

APPENDIX

New Revolving Credit Facility

	Prior		New
Facility Type	Secured	<i>Increased operational efficiencies</i>	Unsecured
Facility Size	\$600m	<i>+400m</i>	\$1.0b
Interest Rate	L + 130	<i>-30 bps</i>	L + 100 ⁽¹⁾
Ongoing Facility Fees	<i>15 - 25 bps (Unused Fee)</i>	<i>Reduced rate</i>	<i>12.5 bps (Facility Fee)</i>
Maturity Date (with Ext.)	November 2024	<i>+1.5 years</i>	March 2026

(1) Subject to a pricing grid based on Safehold's credit ratings.

Income Statements

	For the three months ended Mar 31,	
	2021	2020
Revenues:		
Operating lease income	\$17,410	\$20,780
Interest income from sales-type leases	25,974	18,901
Other income	123	484
Total revenues	\$43,507	\$40,165
Costs and expenses:		
Interest expense	\$17,167	\$15,148
Real estate expense	598	798
Depreciation and amortization	2,385	2,348
General and administrative	6,655	5,253
Other expense	369	40
Total costs and expenses	\$27,174	\$23,587
Income from operations before other items	\$16,333	\$16,578
Loss on early extinguishment of debt	[216]	-
Earnings from equity method investments	839	818
Net income	\$16,956	\$17,396
Net income attributable to non-controlling interests	[48]	[49]
Net income attributable to Safehold Inc.		
common shareholders	\$16,908	\$17,347
Weighted avg. share count (basic)	53,232	48,228
Weighted avg. share count (diluted)	53,244	48,228
Earnings per share (basic & diluted)	\$0.32	\$0.36

Note: Figures in thousands except for share amounts.

Balance Sheets

	March 31, 2021	December 31, 2020
Assets:		
Real estate:		
Real estate, at cost	\$752,420	\$752,420
Less: accumulated depreciation	(23,821)	(22,314)
Real estate, net	\$728,599	\$730,106
Real estate-related intangibles assets, net	240,642	242,166
Total real estate, net and real estate-related intangible assets, net	\$969,241	\$972,272
Net investment in sales-type leases	1,311,840	1,305,519
Ground Lease receivables	661,346	577,457
Equity investments in Ground Leases	130,011	129,614
Cash and cash equivalents	25,034	56,948
Restricted cash	8,215	39,519
Deferred operating lease income receivable	102,002	93,307
Deferred expenses and other assets, net	44,264	34,334
Total assets	\$3,251,953	\$3,208,970
Liabilities:		
Accounts payable, accrued expenses, and other liabilities	\$53,138	\$76,673
Real estate-related intangible liabilities, net	66,059	66,268
Debt obligations, net	1,724,884	1,684,726
Total liabilities	\$1,844,081	\$1,827,667
Equity:		
Safehold Inc. shareholders' equity:		
Common stock	\$533	\$532
Additional paid-in capital	1,416,583	1,412,107
Retained earnings (accumulated deficit)	32,208	23,945
Accumulated other comprehensive loss	(43,813)	(57,461)
Total Safehold Inc. shareholders' equity	\$1,405,511	\$1,379,123
Noncontrolling interests	\$2,361	\$2,180
Total equity	\$1,407,872	\$1,381,303
Total liabilities and equity	\$3,251,953	\$3,208,970

Note: Figures in thousands.

Portfolio Reconciliation

	IPO (6/22/17)	3/31/18	3/31/19	3/31/20	3/31/21
Net investment in Sales-Type Leases	-	-	\$129	\$1,029	\$1,312
Ground Lease receivables	-	-	-	\$422	\$661
Pro-rata interest in Sales-Type Leases held as equity method investments	-	-	-	\$342	\$346
Real estate, net (Operating Leases)	\$265	\$451	\$661	\$670	\$729
Add: Accumulated depreciation	1	6	12	18	24
Add: Lease intangible assets, net	123	184	237	241	241
Add: Accumulated amortization	1	5	11	18	25
Add: Other assets	-	-	25	24	23
Less: Lease intangible liabilities, net	(51)	(58)	(58)	(57)	(66)
Less: Non-controlling interest	-	(2)	(2)	(2)	(2)
Gross Book Value	\$339	\$585	\$1,015	\$2,705	\$3,292
Forward Commitments	-	34	74	96	103
Aggregate Gross Book Value	\$339	\$619	\$1,089	\$2,800	\$3,396
Less: Accruals to net investment in leases and ground lease receivables	-	-	-	(15)	(53)
Less: Future commitment acquisition	-	-	-	-	(83)
Aggregate Cost Basis	\$339	\$619	\$1,089	\$2,785	\$3,260

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

Unrealized Capital Appreciation Details

Refer to the Glossary in the Appendix for a definition of Owned Residual Portfolio, Unrealized Capital Appreciation ("UCA"), and "Combined Property Value" ("CPV"). SAFE relies in part on CBRE's appraisals of the CPV of our portfolio in calculating UCA. SAFE may utilize management's estimate of CPV for ground lease investments recently acquired that CBRE has not yet appraised. For unfunded commitments on construction deals, CPV represents the cost to build inclusive of the ground lease. For a Ground Lease in our portfolio, CBRE estimates its CPV by determining a hypothetical value of the as-improved subject property as of the date of the report, based on an assumed ownership structure different from the actual ownership structure. At our request, CBRE's analysis does not take into account the in-place Ground Lease or other contractual obligations and is based on the hypothetical condition that the property is leased at market rent at stabilized levels, where applicable, as of the valuation date, without consideration of any costs to achieve stabilization through lease up and associated costs. In determining the CPV of each property, CBRE has utilized the sales comparison approach, based on sales of comparable properties, adjusted for differences, and the income capitalization approach, based on the subject property's income-producing capabilities. The assumptions applied to determine values for these purposes vary by property type and are selected for use based on a number of factors, including information supplied by our tenants, market data and other factors. We currently intend that the CPV associated with each Ground Lease in our portfolio will be valued approximately every 12 calendar months and no less frequently than every 24 months.

The calculation of the estimated UCA in our Owned Residual Portfolio is subject to a number of limitations and qualifications. We do not typically receive full financial statements prepared in accordance with U.S. GAAP for the commercial properties being operated on the land subject to our Ground Leases. In some cases, we are prohibited by confidentiality provisions in our Ground Leases from disclosing information that we receive from our tenants to CBRE. Additionally, we do not independently investigate or verify the information supplied by our tenants, but rather assume the accuracy and completeness of such information and the appropriateness of the accounting methodology or principles, assumptions, estimates and judgments made by our tenants in providing the information to us. Our calculation of UCA in our owned residual portfolio is not subject to U.S. GAAP and will not be subject to independent audit. We conduct rolling property valuations; therefore, our estimated UCA and CPV may not reflect the full impact of the COVID-19 pandemic and may decline materially in the future. There can be no assurance that we will realize any incremental value from the UCA in our owned residual portfolio or that the market price of our common stock will reflect any value attributable thereto. We will generally not be able to realize value from UCA through near term transactions, as properties are leased to tenants pursuant to long-term leases. For more information on UCA, including additional limitations and qualifications, Please refer to our Current Report on Form 8-K filed with the SEC on April 22, 2021 and "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2020, as updated from time to time in our subsequent periodic reports, filed with the SEC.

The Company formed a wholly-owned subsidiary called "CARET" that is structured to track and capture UCA to the extent UCA is realized upon expiration of our ground leases, sale of our land and ground leases or certain other specified events. Under a shareholder-approved plan, management was granted up to 15% of CARET units, which remain subject to time-based vesting. See the Company's 2019 proxy statement for additional information on the long-term incentive plan.

Appendix

Glossary

Aggregate Cost Basis	Represents Cost Basis plus unfunded commitments. For unfunded commitments, it represents the aggregate future amount to be paid under the commitments.
Aggregate Gross Book Value	Represents the Current Portfolio plus unfunded commitments. For unfunded commitments, it represents the aggregate future amount to be paid under the commitments.
Annualized Cash Yield	Calculated as the annualized base Cash Rent plus Percentage Rent divided by Gross Book Value.
Annualized Yield	Calculated as the annualized base GAAP Rent, Net plus Percentage Rent divided by Gross Book Value.
Cash Interest Rate	The current cash interest rate of debt.
Cash Rent	Represents base ground lease income recognized excluding straight-line rent, amortization of lease intangibles, and non-cash income from sales-type leases.
Cost Basis	Represents the historical purchase price of an asset, including capitalized acquisition costs.
Combined Property Value (CPV)	The current combined value of the land, buildings and improvements relating to a commercial property, as if there was no ground lease on the land at the property. CPV is generally based on independent appraisals; however, the Company will use actual sales prices/management estimates for recently acquired and originated ground leases for which appraisals are not yet available. In relation to unfunded commitments, CPV represents the total cost associated with the acquisition, development, and construction of the project.
Current Portfolio	Represents the portfolio of assets owned at the date indicated, measured using Gross Book Value. Does not include unfunded commitments.
Effective Yield	Computed similarly to effective yield on a bond, using the rate implicit in the lease based on the contractual future cash flows and a residual equal to our cost of the land.
Effective Interest Rate	Represents the all-in stated interest rate over the term of debt based on the contractual future payments owed excluding the effect of debt premium, discount and deferred financing costs.
GAAP Rent	Current quarter revenue from operating and sales-type leases recognized by GAAP.
GAAP Rent, Net	GAAP Rent less depreciation & amortization. This includes the amortization of a right of use asset recorded as real estate expense (totals \$1.4m annualized). Includes our proportionate share of amortization from our equity method investment.
Gross Book Value (GBV)	Represents Cost Basis plus accrued interest on sales-type leases.
Ground Lease-to-Value (GLTV)	Calculated as the Aggregate GBV divided by CPV. Safehold uses this metric to assess risk and our seniority level in a real estate capital structure. Similar to the concept of the LTV metric used in the loan market.
Owned Residual Portfolio	Represents the portfolio of properties under which Safehold owns a ground lease and reflects Safehold's right to the property and tenant improvements at the end of the lease. The current value of the Owned Residual Portfolio is typically represented by the Combined Property Value or CPV of our portfolio.
Percentage Rent	Represents TTM percentage rent of ground lease assets.
Property NOI	Represents the net operating income (NOI) of the building/Safehold's ground lease tenant prior to paying ground lease rent.
Rent Coverage	The ratio of Property NOI as provided by the building owner or estimated Property NOI to the annualized Cash Rent due to Safehold. The Company uses estimates of the stabilized Property NOI if it does not receive current tenant information and for properties under construction or transition, in each case based on leasing activity at the property and available market information, including leasing activity at comparable properties in the relevant market.
Safehold™/ Safehold™ Ground Lease	A ground lease originated and structured by Safehold.
Underwritten Effective Yield	The Effective Yield of a ground lease using our underwriting assumptions. This includes estimated land value, revenue, and CPI grow by no more than 2%.
Unrealized Capital Appreciation (UCA)	Calculated as the difference between CPV and the portfolio's Aggregate Cost Basis. The Company tracks UCA because we believe it provides relevant information with regard to the three key investment characteristics of our ground leases: [1] the safety of our position in a tenant's capital structure; [2] the quality of the long-term cash flows generated by our portfolio rent that increases over time; and [3] increases and decreases in CPV of the portfolio that will ultimately revert to us.

