

**Section 1: 8-K (8-K)**

**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 13, 2020**

**STORE Capital Corporation**

(Exact name of registrant as specified in its charter)

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

**001-36739**  
(Commission  
File Number)

**45-2280254**  
(I.R.S. Employer  
Identification No.)

**8377 East Hartford Drive, Suite 100**  
**Scottsdale, AZ 85255**  
(Address of Principal Executive Offices, Including Zip Code)

**(480) 256-1100**  
(Registrant's Telephone Number, Including Area Code)

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:

- 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, \$0.01 par value	STOR	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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*(d) Appointment of Tawn Kelley to the Board of Directors*

On February 13, 2020, the Board of Directors (the “Board”) of STORE Capital Corporation (the “Company”), acting upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Tawn Kelley to fill the existing vacancy on the Board. In addition, the Board appointed Ms. Kelley to serve on the Nominating and Corporate Governance Committee of the Board. The Board determined that Ms. Kelley is “independent” pursuant to the standards of the New York Stock Exchange, applicable rules of the Securities and Exchange Commission, and the Company’s Corporate Governance Guidelines.

Ms. Kelley is Executive Vice President of Taylor Morrison Home Corporation (NYSE: TMHC) and President of its Financial Services unit. In addition to contributing executive leadership to Taylor Morrison, Ms. Kelley leads its Home Funding, Inspired Title Services, and Mortgages Funding Direct Ventures, with responsibility for the management, financial performance and long-term growth strategies of these companies. Ms. Kelley has held several other senior-executive level positions at Taylor Morrison since 2009, when Taylor Morrison acquired Mortgage Funding Direct Ventures, a management company that partnered with production homebuilders to create in-house mortgage subsidiaries. Ms. Kelley founded Mortgage Funding Direct Ventures in 2001 and served as its Chief Executive Officer and President.

Ms. Kelley will be compensated for her board service consistent with the compensation arrangements provided to the Board’s other independent, non-management directors (other than our chairperson), which includes (i) a cash component in the form of an annual cash fee for service on our Board and an additional cash fee for service as a committee chairperson (both paid on a calendar year basis), and (ii) an equity component in the form of an annual award of restricted stock of the Company granted on the date of our annual meeting of stockholders. Because Ms. Kelley is being appointed after the beginning of calendar 2020 and before the date of the Company’s annual meeting for 2020, she will receive a pro-rated amount of the \$65,000 annual cash fee for non-management directors for calendar 2020 and a pro-rated amount of the \$100,000 restricted stock award granted to the Company’s non-management directors on the date of the 2019 annual meeting of stockholders. Ms. Kelley also will enter into the Company’s standard form of indemnification agreement for directors, a form of which is filed as Exhibit 10.10 to the Company’s Current Report on Form 8-K, filed November 26, 2014.

There were no arrangements or understandings between Ms. Kelley and any other persons regarding her appointment to the Board, nor is Ms. Kelley party to any related party transactions required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On February 18, 2020, the Company issued a press release announcing the appointment of Ms. Kelley as a member of the Company’s Board of Directors, a copy of which is attached hereto as Exhibit 99.1.

The information set forth in this Item 7.01 and in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.



**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Press Release announcing the appointment of Tawn Kelley as a member of the Board of Directors of STORE Capital Corporation, dated February 18, 202</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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.

**STORE Capital Corporation**

Dated: February 18, 2020

By: /s/ Chad A. Freed  
Chad A. Freed  
Executive Vice President-General Counsel

[\(Back To Top\)](#)

**Section 2: EX-99.1 (EX-99.1)**



EXHIBIT 99.1



**STORE Capital Appoints Tawn Kelley to Board of Directors**

SCOTTSDALE, Ariz., February 18, 2020 - [STORE Capital Corporation](#) (NYSE: STOR), an internally managed net-lease real estate investment trust (REIT) that invests in Single Tenant Operational Real Estate, announced today the appointment of Tawn Kelley to its Board of Directors. Ms. Kelley will serve on the Company's Nominating and Corporate Governance Committee.

"Tawn has an impressive background in the real estate industry, having built Mortgage Funding Direct Ventures from the ground up to an organization that is today Taylor Morrison Corporation mortgage operations, employs more than 600 people and will originate \$3 billion in home mortgages this year," said Christopher Volk, STORE's Chief Executive Officer. "Following the sale of her company in 2009 to Taylor Morrison, the nation's fifth largest homebuilder, she now serves as EVP and President of Taylor Morrison's Mortgage and Title Services Operations and Chairman of Mortgage Funding Direct Ventures partnerships. We look forward to drawing on Tawn's proven entrepreneurial expertise in helping companies execute growth strategies, and extensive knowledge of mortgage finance as we continue to grow and create value for our shareholders."

Following the appointment of Ms. Kelley, STORE Capital's Board is now comprised of nine directors, seven of whom are independent.

Ms. Kelley has more than 28 years of experience and is widely recognized for her leadership in the mortgage industry and her service in numerous industry organizations. As Executive Vice President of Taylor Morrison Home Corporation (NYSE: TMHC) and President of its Financial Services unit, Ms. Kelley contributes to the executive leadership and is responsible for the management, financial performance and long-term growth strategies of its home funding, title services and mortgage funding businesses. She joined Taylor Morrison in April 2009 following its acquisition of Mortgage Funding Direct Ventures, the company managed and owned by Ms. Kelley since 2001, which partnered with home builders to create in-house mortgage subsidiaries. Prior to founding Mortgage Funding Direct Ventures, she worked for NVR Mortgage and Wells Fargo Mortgage (formerly Norwest Mortgage). Ms. Kelley also works to improve the home buying process. In 2011 she established a free qualification improvement program to better position families for home purchase which has since helped more than 2,500 families.

## About STORE Capital

STORE Capital Corporation is an internally managed net-lease real estate investment trust, or REIT, that is the leader in the acquisition, investment and management of Single Tenant Operational Real Estate, which is its target market and the inspiration for its name. STORE Capital is one of the largest and fastest growing net-lease REITs and owns a large, well-diversified portfolio that consists of investments in more than 2,400 property locations, substantially all of which are profit centers, across the United States. Additional information about STORE Capital can be found on its website at [www.storecapital.com](http://www.storecapital.com).

## Forward-Looking Statements

Certain statements contained in this press release that are not historical facts contain forward-looking statements. Forward-looking statements can be identified by the use of words such as "estimate," "anticipate," "expect," "believe," "intend," "may," "will," "should," "seek," "approximate" or "plan," or the negative of these words and phrases or similar words or phrases. Forward-looking statements, by their nature, involve estimates, projections, goals, forecasts and assumptions and are subject to risks and uncertainties that could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. For more information on risk factors for STORE Capital's business, please refer to the periodic reports the Company files with the Securities and Exchange Commission from time to time. These forward-looking statements herein speak only as of the date of this press release and should not be relied upon as predictions of future events. STORE Capital expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein, to reflect any change in STORE Capital's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except as required by law.

## Contacts:

Financial Profiles, Inc.  
[STORECapital@finprofiles.com](mailto:STORECapital@finprofiles.com)

Investors or Media:  
Moirá Conlon, 310-622-8220  
Lisa Mueller, 310-622-8231

###



[\(Back To Top\)](#)