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): December 2, 2021

CTO Realty Growth, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**001-11350**	**59-0483700**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1140 N. Williamson Blvd., Suite 140 Daytona Beach, Florida	**32114**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(386) 274-2202**

Not Applicable
(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:

☐ 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 Symbols	Name of each exchange on which registered:
Common Stock, $0.01 par value per share	**CTO**	**NYSE**
6.375% Series A Cumulative Redeemable Preferred Stock, $0.01 par value per share	**CTO PrA**	**NYSE**

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 2.01. Completion of Acquisition or Disposition of Assets.

On June 23, 2021, CTO Realty Growth, Inc. (the "Company" or "CTO") completed the acquisition of a mixed-use center in the Dallas-Fort Worth, Texas Metropolitan Area ("The Shops at Legacy") from an affiliate of an investment management company (the "Shops at Legacy Seller") for a purchase price of $72.5 million. There is no material relationship between the Company or any director or officer of the Company, or any associate of any director or officer of the Company, and the Shops at Legacy Seller, other than with respect to the Company's acquisition of The Shops at Legacy. The acquisition was funded using (a) available cash, (b) 1031 like-kind exchange proceeds generated from certain of the Company's previously completed property dispositions, (c) proceeds from the Company's partial exercise of its accordion option on its existing term loan, and (d) proceeds from the Company's revolving credit facility, and was structured as a reverse like-kind exchange in order to account for possible future dispositions of income properties by the Company.

On December 2, 2021, the Company completed the acquisition of a retail property in the Raleigh, North Carolina Metropolitan Area ("Beaver Creek Crossings") from a partnership between (i) a real estate developer and owner and (ii) an institutional money manager (combined, the "Beaver Creek Seller") for a purchase price of $70.5 million. There is no material relationship between the Company or any director or officer of the Company, or any associate of any director or officer of the Company, and the Beaver Creek Seller, other than with respect to the Company's acquisition of Beaver Creek Crossings. The acquisition was funded using (a) available cash, (b) 1031 like-kind exchange proceeds generated from certain of the Company's previously completed property dispositions, and (c) the Company's revolving credit facility.

This Current Report on Form 8-K includes the historical audited financial statements of Beaver Creek Crossings and the pro forma consolidated financial information required by Items 9.01(a) and 9.01(b) of Form 8 K related to The Shops at Legacy and Beaver Creek Crossings, collectively referred to herein as the "Properties". The historical audited financial statements of The Shops at Legacy were filed on June 25, 2021 as Exhibit 99.2 to the Company's Current Report on Form 8-K pursuant to the requirements under Item 9.01(a) of Form 8-K.

The pro forma financial information included in this Current Report on Form 8 K has been presented for informational purposes only, as required by Form 8 K. It does not purport to represent the actual results of operations that the Company and the Properties would have achieved had the Company held the assets of the Properties during the periods presented in the pro forma financial information and is not intended to project the future results of operations that the Company may achieve after the acquisitions.

Item 7.01. Regulation FD Disclosure.

On December 2, 2021, the Company issued a press release announcing the completion of the acquisition of Beaver Creek Crossings. A copy of the press release is attached hereto as Exhibit 99.3. The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.3, is being furnished and shall not be deemed "filed" for any purposes, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, unless it is specifically incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The financial statements that are required to be filed pursuant to this item are being filed herein on Form 8-K.

(b) Pro Forma Financial Information

The pro forma financial information that is required to be filed pursuant to this item is being filed herein on Form 8 K.

(d) Exhibits

99.1 Pro Forma Financial Information

- Summary of Unaudited Pro Forma Consolidated Financial Statements
- Unaudited Pro Forma Consolidated Balance Sheet of CTO Realty Growth, Inc. as of September 30, 2021
- Unaudited Pro Forma Consolidated Statements of Operations of CTO Realty Growth, Inc. for the Nine Months Ended September 30, 2021 and the Year Ended December 31, 2020
- Notes to Unaudited Pro Forma Consolidated Financial Statements

99.2 Audited Financial Statements

- Report of Independent Certified Public Accountants
- Historical Summary of Revenues and Direct Costs of Revenues of Beaver Creek Crossings for the nine months ended September 30, 2021 (Unaudited) and the year ended December 31, 2020 (Audited)
- Notes to Historical Summary of Revenues and Direct Costs of Revenues

99.3 Press Release

- Press Release dated December 2, 2021 regarding the Acquisition of Beaver Creek Crossings for $70.5 Million

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.

Date: December 3, 2021

CTO Realty Growth, Inc.

By: /s/Matthew M. Partridge
Matthew M. Partridge
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

CTO REALTY GROWTH, INC.
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

On June 23, 2021, CTO Realty Growth, Inc. (the “Company” or “CTO”) completed the acquisition of a mixed-use center in the Dallas-Fort Worth, Texas Metropolitan Area (“The Shops at Legacy”) from an affiliate of an investment management company (the “Shops at Legacy Seller”) for a purchase price of $72.5 million. There is no material relationship between the Company or any director or officer of the Company, or any associate of any director or officer of the Company, and the Shops at Legacy Seller, other than with respect to the Company’s acquisition of The Shops at Legacy. The acquisition was funded using (a) available cash, (b) 1031 like-kind exchange proceeds generated from certain of the Company’s previously completed property dispositions, (c) proceeds from the Company’s partial exercise of its accordion option on its existing term loan, and (d) proceeds from the Company’s revolving credit facility, and was structured as a reverse like-kind exchange in order to account for possible future dispositions of income properties by the Company.

On December 2, 2021, the Company completed the acquisition of a retail center in the Raleigh, North Carolina Metropolitan Area (“Beaver Creek Crossings”) from a partnership between (i) a real estate developer and owner and (ii) an institutional money manager (combined, the “Beaver Creek Seller”) for a purchase price of $70.5 million. There is no material relationship between the Company or any director or officer of the Company, or any associate of any director or officer of the Company, and the Beaver Creek Seller, other than with respect to the Company’s acquisition of Beaver Creek Crossings. The acquisition was funded using (a) available cash, (b) 1031 like-kind exchange proceeds generated from certain of the Company’s previously completed property dispositions, and (c) proceeds from the Company’s revolving credit facility.

The following unaudited pro forma consolidated balance sheet as of September 30, 2021, unaudited pro forma consolidated statement of operations for the nine months ended September 30, 2021, and unaudited pro forma consolidated statement of operations for the year ended December 31, 2020 (collectively, the “Unaudited Pro Forma Financials”) give effect to the acquisitions of The Shops at Legacy and Beaver Creek Crossings. The adjustments in the Unaudited Pro Forma Financials are referred to herein as the “2021 Acquisition Transaction Accounting Adjustments.”

2021 Acquisition Transaction Accounting Adjustments

The Unaudited Pro Forma Financials present the effects of the acquisitions of The Shops at Legacy and Beaver Creek Crossings, collectively referred to herein as the “Properties”, as though they had occurred on January 1, 2020, the beginning of the earliest applicable reporting period.

Unaudited Pro Forma Financials

The Unaudited Pro Forma Financials are based on the estimates and assumptions as of the date of this Current Report on Form 8-K set forth in the notes to the Unaudited Pro Forma Financials, which are preliminary and have been made solely for the purpose of developing such pro forma information. The Unaudited Pro Forma Financials are not necessarily indicative of the financial position or operating results that would have been achieved had the acquisitions of the Properties occurred on the dates indicated, nor are they necessarily indicative of the Company’s future financial position or operating results. Assumptions underlying the adjustments to the Unaudited Pro Forma Financials are described in the accompanying notes, which should be read in conjunction with the Unaudited Pro Forma Financials.

CTO REALTY GROWTH, INC.
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
AS OF SEPTEMBER 30, 2021
(In thousands, except share and per share data)

	Historical	2021 Acquisition Transaction Accounting Adjustments - Beaver Creek Crossings	Notes	Pro Forma
ASSETS				
Real Estate:				
Land, at Cost	$ 162,297	$ 21,371	[A]	$ 183,668
Building and Improvements, at Cost	256,902	39,170	[A]	296,072
Other Furnishings and Equipment, at Cost	701	—		701
Construction in Process, at Cost	1,675	—		1,675
Total Real Estate, at Cost	421,575	60,541		482,116
Less, Accumulated Depreciation	(22,385)	—		(22,385)
Real Estate—Net	399,190	60,541		459,731
Land and Development Costs	6,702	—		6,702
Intangible Lease Assets—Net	64,624	11,029	[A]	75,653
Assets Held for Sale	835	—		835
Investment in Joint Ventures	25,575	—		25,575
Investment in Alpine Income Property Trust, Inc.	37,468	—		37,468
Mitigation Credits	3,405	—		3,405
Mitigation Credit Rights	21,573	—		21,573
Commercial Loan and Master Lease Investments	38,993	—		38,993
Cash and Cash Equivalents	7,005	—		7,005
Restricted Cash	68,546	(66,179)	[B]	2,367
Refundable Income Taxes	856	—		856
Deferred Income Taxes—Net	215	—		215
Other Assets	11,695	—		11,695
Total Assets	$ 686,682	$ 5,391		$ 692,073
LIABILITIES AND STOCKHOLDERS' EQUITY				
Liabilities:				
Accounts Payable	$ 1,402	$ —		$ 1,402
Accrued and Other Liabilities	12,716	2,800	[B]	15,516
Deferred Revenue	3,656	429	[B]	4,085
Intangible Lease Liabilities—Net	3,036	952	[A]	3,988
Liabilities Held for Sale	831	—		831
Long-Term Debt	229,894	1,210	[B]	231,104
Total Liabilities	251,535	5,391		256,926
Stockholders' Equity:				
Preferred Stock – 100,000,000 shares authorized; $0.01 par value, 6.375% Series A Cumulative Redeemable Preferred Stock, $25.00 Per Share Liquidation Preference, 3,000,000 shares issued and outstanding at September 30, 2021	30	—		30
Common Stock – 500,000,000 shares authorized; $0.01 par value, 5,960,912 shares issued and outstanding at September 30, 2021	60	—		60
Additional Paid-In Capital	86,899	—		86,899
Retained Earnings	348,681	—		348,681
Accumulated Other Comprehensive Loss	(523)	—		(523)
Total Stockholders' Equity	435,147	—		435,147
Total Liabilities and Stockholders' Equity	$ 686,682	$ 5,391		$ 692,073

See accompanying notes to unaudited pro forma consolidated financial statements.

CTO REALTY GROWTH, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021
(In thousands, except share and per share data)

	Historical	2021 Acquisition Transaction Accounting Adjustments - The Shops at Legacy	Notes	2021 Acquisition Transaction Accounting Adjustments - Beaver Creek Crossings	Notes	Pro Forma
Revenues						
Income Properties	$ 13,734	$ 1,945	[A]	$ 4,896	[A]	$ 20,575
Management Fee Income	940	—		—		940
Interest Income from Commercial Loan and Master Lease Investments	726	—		—		726
Real Estate Operations	1,177	—		—		1,177
Total Revenues	16,577	1,945		4,896		23,418
Direct Cost of Revenues						
Income Properties	(3,984)	(894)	[A]	(1,040)	[A]	(5,918)
Real Estate Operations	(252)	—		—		(252)
Total Direct Cost of Revenues	(4,236)	(894)		(1,040)		(6,170)
General and Administrative Expenses	(2,680)	—		—		(2,680)
Impairment Charges	—	—		—		—
Depreciation and Amortization	(5,567)	(962)	[B]	(2,283)	[B]	(8,812)
Total Operating Expenses	(12,483)	(1,856)		(3,323)		(17,662)
Gain on Disposition of Assets	22,666	—		—		22,666
Other Gains and Income	22,666	—		—		22,666
Total Operating Income	26,760	89		1,573		28,422
Investment and Other Loss	(797)	—		—		(797)
Interest Expense	(1,986)	(276)	[C]	(14)	[C]	(2,276)
Income (Loss) Before Income Tax Benefit (Expense)	23,977	(187)		1,559		25,349
Income Tax Expense	(30)	—		—		(30)
Net Income (Loss) Attributable to the Company	$ 23,947	$ (187)		$ 1,559		$ 25,319
Distributions to Preferred Stockholders	(1,129)	—		—		(1,129)
Net Income (Loss) Attributable to Common Stockholders	$ 22,818	$ (187)		$ 1,559		$ 24,190
Per Share Information:						
Basic and Diluted Net Income (Loss) Attributable to Common Stockholders	$ 3.87	$ (0.03)		$ 0.26		$ 4.10
Weighted Average Number of Common Shares						
Basic and Diluted	5,901,095	5,901,095		5,901,095		5,901,095

See accompanying notes to unaudited pro forma consolidated financial statements.

CTO REALTY GROWTH, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2020
(In thousands, except share and per share data)

	Historical	2021 Acquisition Transaction Accounting Adjustments - The Shops at Legacy	Notes	2021 Acquisition Transaction Accounting Adjustments - Beaver Creek Crossings	Notes	Pro Forma
Revenues						
Income Properties	$ 49,953	$ 7,864	[A]	$ 6,481	[A]	$ 64,298
Management Fee Income	2,744	—		—		2,744
Interest Income from Commercial Loan and Master Lease Investments	3,034	—		—		3,034
Real Estate Operations	650	—		—		650
Total Revenues	56,381	7,864		6,481		70,726
Direct Cost of Revenues						
Income Properties	(11,988)	(3,764)	[A]	(1,227)	[A]	(16,979)
Real Estate Operations	(3,223)	—		—		(3,223)
Total Direct Cost of Revenues	(15,211)	(3,764)		(1,227)		(20,202)
General and Administrative Expenses	(11,567)	—		—		(11,567)
Impairment Charges	(9,147)	—		—		(9,147)
Depreciation and Amortization	(19,063)	(3,851)	[B]	(3,043)	[B]	(25,957)
Total Operating Expenses	(54,988)	(7,615)		(4,270)		(66,873)
Gain on Disposition of Assets	9,746	—		—		9,746
Gain on Extinguishment of Debt	1,141	—		—		1,141
Other Gains and Income	10,887	—		—		10,887
Total Operating Income	12,280	249		2,211		14,740
Investment and Other Loss	(6,432)	—		—		(6,432)
Interest Expense	(10,838)	(1,106)	[C]	(19)	[C]	(11,963)
Income (Loss) Before Income Tax Benefit	(4,990)	(857)		2,192		(3,655)
Income Tax Benefit	83,499	—		—		83,499
Net Income (Loss)	$ 78,509	$ (857)		$ 2,192		$ 79,844
Per Share Information:						
Basic and Diluted Net Income (Loss) per Share	$ 16.69	$ (0.18)		$ 0.47		$ 16.97
Weighted Average Number of Common Shares						
Basic and Diluted	4,704,877	4,704,877		4,704,877		4,704,877

See accompanying notes to unaudited pro forma consolidated financial statements.

NOTE 1. BASIS OF PRESENTATION

The unaudited pro forma consolidated balance sheet as of September 30, 2021, unaudited pro forma consolidated statement of operations for the nine months ended September 30, 2021, and unaudited pro forma consolidated statement of operations for the year ended December 31, 2020 present the effects of the acquisitions of The Shops at Legacy and Beaver Creek Crossings as though they had occurred on January 1, 2020, the beginning of the earliest applicable reporting period.

The acquisitions of The Shops at Legacy and Beaver Creek Crossings were funded using (a) available cash, (b) 1031 like-kind exchange proceeds generated from certain of the Company's previously completed property dispositions, (c) proceeds from the Company's partial exercise of its accordion option on its existing term loan, and (d) proceeds from the Company's revolving credit facility. The Shops at Legacy acquisition was structured as a reverse like-kind exchange in order to account for possible future dispositions of income properties by the Company.

Unaudited Pro Forma Financials. The Unaudited Pro Forma Financials are based on the estimates and assumptions as of the date of this Current Report on Form 8-K set forth in the notes to the Unaudited Pro Forma Financials, which are preliminary and have been made solely for the purpose of developing such pro forma information. The Unaudited Pro Forma Financials are not necessarily indicative of the financial position or operating results that would have been achieved had the acquisition of the Properties occurred on the dates indicated, nor are they necessarily indicative of the Company's future financial position or operating results. Assumptions underlying the adjustments to the Unaudited Pro Forma Financials are described in the accompanying notes, which should be read in conjunction with the Unaudited Pro Forma Financials.

NOTE 2. PRO FORMA ADJUSTMENTS

Pro Forma Consolidated Balance Sheet as of September 30, 2021

[A] Represents recording the fair value of the real estate acquired subsequent to September 30, 2021 which are allocated to the acquired tangible assets, consisting of land, building and improvements, and identified intangible lease assets and liabilities, consisting of the value of above-market and below-market leases, the value of in-place leases, and the value of leasing costs. The fair value allocation was provided by a third-party valuation company.

The following represents the allocation of total acquisition costs for Beaver Creek Crossings (in thousands):

Allocation of Purchase Price:		
Land, at Cost	$	21,371
Building and Improvements, at Cost		39,170
Intangible Lease Assets		11,029
Intangible Lease Liabilities		(952)
Total Acquisition Cost - Purchase Price plus Acquisition Costs	$	70,618

[B] Represents the draw on the Company's revolving credit facility of $1.2 million to acquire Beaver Creek Crossings. The actual closing of the Beaver Creek Crossings acquisition was funded utilizing available cash, $66.7 million of like-kind exchange proceeds from certain of the Company's previously completed property dispositions, primarily related to the disposition of the Company's office property in Raleigh, North Carolina leased to Wells Fargo, and a draw on the Company's revolving credit facility. The acquisition is summarized as follows: purchase price of $70.5 million plus closing costs of $0.1 million, of which the total acquisition cost of $70.6 million was recorded pursuant to the fair value allocation provided by a third-party valuation company, less credits of $2.7 million received at closing, reflected as an increase in Accrued and Other Liabilities and Deferred Revenue of $2.4 million and $0.3 million, respectively. In addition to the $2.7 million of credits received at closing, $0.5 million was contributed to an escrow account until certain obligations have been completed by the Company, which balance is reflected as an increase to Restricted Cash of $0.5 million with a corresponding increase to Accrued and Other Liabilities and Deferred Revenue totaling $0.4 million and $0.1 million, respectively.

Pro Forma Consolidated Statement of Operations for the Nine Months Ended September 30, 2021

[A] Represents adjustments to income property revenues totaling $6.8 million in the aggregate, based on the calculation of rent on a straight-line basis utilizing the existing lease terms, and related direct costs of income property revenues totaling $1.9 million in the aggregate for the nine months ended September 30, 2021. The Company recognizes rental revenue from operating leases on a straight-line basis over the life of the related leases. The pro forma adjustments reflect the estimated incremental straight-line rental income to be recognized over the remaining life of the leases in The Shops at Legacy and Beaver Creek Crossings as of the acquisition dates as though they had occurred on January 1, 2020, as compared to the straight-line rental income that had been recorded in (i) the Historical Summary of Revenues and Direct Costs of Revenues of Beaver Creek Crossings for the relevant periods, and (ii) the Historical Summary of Revenues and Direct Costs of Revenues of The Shops at Legacy filed on June 25, 2021 as Exhibit 99.2 to the Company's Current Report on Form 8-K pursuant to the requirements under Item 9.01(a) of Form 8-K.

[B] Represents depreciation and amortization of real estate acquired related to The Shops at Legacy and Beaver Creek Crossings which totaled $3.2 million in the aggregate for the nine months ended September 30, 2021 based on the estimated remaining economic useful life for tangible assets and the weighted average remaining lease term for the related intangible assets and intangible liabilities. Capitalized above-and below-market lease values are amortized as a decrease or increase, respectively, to income property revenues which totaled $0.1 million for the nine months ended September 30, 2021 and is included in the $6.8 million increase referred to in Note [A] above.

[C] Represents additional interest expense of $0.3 million related to the draws on the Company's revolving credit facility totaling $69.9 million in the aggregate, including (i) $68.7 million in connection with the acquisition of The Shops at Legacy, and (ii) $1.2 million in connection with the acquisition of Beaver Creek Crossings. The actual closings of the Properties were funded utilizing available cash, $78.4 million of like-kind exchange proceeds from certain of the Company's previously completed property dispositions, proceeds from the Company's partial exercise of its accordion option on its existing term loan, and proceeds from draws on the Company's revolving credit facility.

Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2020

[A] Represents adjustments to income property revenues totaling $14.3 million in the aggregate, based on the calculation of rent on a straight-line basis utilizing the existing lease terms, and related direct costs of income property revenues totaling $5.0 million in the aggregate for the year ended December 31, 2020. The Company recognizes rental revenue from operating leases on a straight-line basis over the life of the related leases. The pro forma adjustments reflect the estimated incremental straight-line rental income to be recognized over the remaining life of the leases in The Shops at Legacy and Beaver Creek Crossings as of the acquisition dates as though they had occurred on January 1, 2020, as compared to the straight-line rental income that had been recorded in (i) the Historical Summary of Revenues and Direct Costs of Revenues of Beaver Creek Crossings for the relevant periods, and (ii) the Historical Summary of Revenues and Direct Costs of Revenues of The Shops at Legacy filed on June 25, 2021 as Exhibit 99.2 to the Company's Current Report on Form 8-K pursuant to the requirements under Item 9.01(a) of Form 8-K.

[B] Represents depreciation and amortization of real estate acquired related to The Shops at Legacy and Beaver Creek Crossings which totaled $6.9 million in the aggregate for the year ended December 31, 2020 based on the estimated remaining economic useful life for tangible assets and the weighted average remaining lease term for the related intangible assets and intangible liabilities. Capitalized above-and below-market lease values are amortized as a decrease or increase, respectively, to income property revenues which totaled $0.4 million for the year ended December 31, 2020 and is included in the $14.3 million increase referred to in Note [A] above.

[C] Represents additional interest expense of $1.1 million related to the draws on the Company's revolving credit facility totaling $69.9 million in the aggregate, including (i) $68.7 million in connection with the acquisition of The Shops at Legacy, and (ii) $1.2 million in connection with the acquisition of Beaver Creek Crossings. The actual closings of the Properties were funded utilizing available cash, $78.4 million of like-kind exchange proceeds from certain of the Company's previously completed property dispositions, proceeds from the Company's partial exercise of its accordion option on its existing term loan, and proceeds from draws on the Company's revolving credit facility.

Exhibit 99.2

Report of Independent Certified Public Accountants

Board of Directors and Stockholders
CTO Realty Growth, Inc.

We have audited the accompanying Historical Summary of Revenues and Direct Costs of Revenues of Beaver Creek Crossings (the "Property") for the year ended December 31, 2020, and the related notes (the "Historical Summary").

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of this Historical Summary in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the Historical Summary that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on this Historical Summary based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Historical Summary is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Historical Summary. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Historical Summary, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Historical Summary in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Historical Summary.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Historical Summary referred to above presents fairly, in all material respects, the revenues and direct costs of revenues (described in Note 2) of the Property for the year ended December 31, 2020, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of matter

We draw attention to Note 2 to the Historical Summary, which describes that the accompanying Historical Summary was prepared for the purposes of complying with certain rules and regulations of the Securities and Exchange Commission (for inclusion in the Current Report on Form 8-K of CTO Realty Growth, Inc.) and is not intended to be a complete presentation of the Property's revenues and direct costs of revenues. Our opinion is not modified with respect to this matter.

/S/ GRANT THORNTON LLP
Orlando, Florida
December 3, 2021

HISTORICAL SUMMARY OF REVENUES AND DIRECT COSTS OF REVENUES
For the Nine Months Ended September 30, 2021 (Unaudited) and the Year Ended December 31, 2020
(In thousands)

	Nine Months Ended September 30, 2021 (Unaudited)	
	Beaver Creek Crossings	
Revenues:		
Lease Revenue	$	4,631
Total Revenues		4,631
Direct Costs of Revenues:		
Real Estate Expenses		1,040
Total Direct Costs of Revenues		1,040
Revenues over Direct Costs of Revenues	$	3,591

	Year Ended December 31, 2020	
	Beaver Creek Crossings	
Revenues:		
Lease Revenue	$	6,143
Total Revenues		6,143
Direct Costs of Revenues:		
Real Estate Expenses		1,227
Total Direct Costs of Revenues		1,227
Revenues over Direct Costs of Revenues	$	4,916

The accompanying notes are an integral part of this historical summary of revenues and direct costs of revenues.

Notes to Historical Summary of Revenues and Direct Costs of Revenues
For the Nine Months Ended September 30, 2021 (Unaudited) and the Year Ended December 31, 2020

NOTE 1. BUSINESS AND ORGANIZATION

On December 2, 2021 CTO Realty Growth, Inc. (the “Company” or “CTO”) completed the acquisition of a retail center in the Raleigh, North Carolina Metropolitan Area (the “Property” or “Beaver Creek Crossings”) from a partnership between (i) a real estate developer and owner and (ii) an institutional money manager (combined, the “Seller”) for a purchase price of $70.5 million.

The acquisition was funded using (a) available cash, (b) 1031 like-kind exchange proceeds generated from certain of the Company’s previously completed property dispositions and, (c) proceeds from the Company’s revolving credit facility.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying historical summary of revenues and direct costs of revenues (the “Historical Summary”) includes the operations of the Property and has been prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended. Accordingly, the Historical Summary is not representative of the actual operations for the periods presented as revenues, and certain operating expenses, which may not be directly attributable to the revenues and expenses expected to be incurred in the future operations of the Property, have been excluded. Such items include depreciation, amortization, interest expense, interest income, and amortization of above- and below-market leases.

INCOME PROPERTY LEASE REVENUE

The rental arrangements associated with tenants of the Property are classified as operating leases. Accordingly, base rental income is recognized on a straight-line basis over the terms of the respective leases. Tenant reimbursement revenue is recognized as the related expenses are incurred and become recoverable from tenants. In April 2020, the Financial Accounting Standards Board (“FASB”) issued interpretive guidance relating to the accounting for lease concessions provided as a result of the COVID-19 Pandemic. In this guidance, entities can elect not to apply lease modification accounting with respect to such lease concessions and, instead, treat the concession as if it was a part of the existing contract. This guidance is only applicable to lease concessions related to the COVID-19 Pandemic that do not result in a substantial increase in the rights of the lessor or the obligations of the lessee. For the nine months ended September 30, 2021 and the year ended December 31, 2020, the Company elected to not apply lease modification accounting with respect to rent deferrals as the concessions were related to the COVID-19 Pandemic and there was not a substantial increase in the lessor’s rights under the lease agreement. Accordingly, for leases in which deferred rent agreements were reached, the Company has continued to account for the lease by recognizing the normal straight-line rental income and as the deferred rents are repaid by the tenant, the straight-line receivable will be reduced. With respect to rent abatement agreements, lease modification accounting applies as if an extended term was a part of such agreements; accordingly, the Company re-calculated straight-line rental income for such leases to recognize over the new lease term.

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that in certain circumstances may affect the reported revenues. Actual results could materially differ from these estimates.

COVID-19 PANDEMIC

In 2020, Beaver Creek Crossings experienced a short-term decrease in cash from operations as tenants were impacted by the COVID-19 Pandemic and certain tenants' rents were abated or deferred during the year. A prolonged imposition of mandated closures or other social-distancing guidelines as a result of the COVID-19 Pandemic may adversely impact tenants' ability to generate sufficient revenues, and could force additional tenants to default on their leases, or result in the bankruptcy or insolvency of tenants, which would diminish the rental revenue that the Company receives under the leases. The rapid development and fluidity of the pandemic precludes any prediction as to the ultimate adverse impact on the Property. Certain repayments of rents deferred during the year ended December 31, 2020 occurred during the nine months ended September 30, 2021 pursuant to the respective lease agreements.

NOTE 3. REVENUE RECOGNITION

Pursuant to *FASB Accounting Standards Codification Topic 606, Revenue from Contracts with Customers*, the following tables summarize total revenues by major service for the nine months ended September 30, 2021 and the year ended December 31, 2020 (in thousands):

		For the Nine Months Ended September 30, 2021 (Unaudited)
Major Service:		
Lease Revenue - Base Rent	$	3,767
Lease Revenue - CAM		414
Lease Revenue - Reimbursements		450
Total Revenues	$	4,631

		For the Year Ended December 31, 2020
Major Service:		
Lease Revenue - Base Rent	$	5,042
Lease Revenue - CAM		483
Lease Revenue - Reimbursements		618
Total Revenues	$	6,143

NOTE 4. MINIMUM FUTURE RENTAL RECEIPTS

Minimum future rental receipts under non-cancelable operating leases, excluding percentage rent and other lease payments that are not fixed and determinable, having remaining terms in excess of one year subsequent to September 30, 2021, are summarized as follows (in thousands):

Year Ending December 31,		Beaver Creek Crossings
Remainder of 2021	$	1,338
2022		5,200
2023		4,925
2024		4,485
2025		4,111
2026 and thereafter (cumulative)		13,455
Total	$	33,514

NOTE 5. CONCENTRATION OF CREDIT RISK

There are three tenants in the Property portfolio presented in the Historical Summary that accounted for an aggregate of 41% and 42% of the revenues reported for the nine months ended September 30, 2021 and the year ended December 31, 2020, respectively.

NOTE 6. SUBSEQUENT EVENTS

Subsequent events and transactions were evaluated through December 3, 2021, the date on which the Historical Summary was issued. There were no reportable subsequent events or transactions.

Exhibit 99.3

CTO
REALTY GROWTH

Press Release

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FOR IMMEDIATE RELEASE

CTO REALTY GROWTH ANNOUNCES ACQUISITION OF BEAVER CREEK CROSSINGS IN RALEIGH, NORTH CAROLINA FOR $70.5 MILLION

DAYTONA BEACH, FL – **December 2, 2021** – CTO Realty Growth, Inc. (NYSE: CTO) (the "Company" or "CTO") today announced the acquisition of Beaver Creek Crossings, a 320,600 square foot multi-tenant retail property in the Apex submarket of Raleigh, North Carolina (the "Property") for $70.5 million. The purchase price represents a going-in cap rate within the range of the Company's guidance for initial cash yields.

"We're excited to be reentering the Raleigh, North Carolina market with our acquisition of Beaver Creek Crossings," said John P. Albright, President and Chief Executive Officer of CTO Realty Growth. "Raleigh has experienced explosive growth in recent years as it benefits from unprecedented corporate investment, an abundance of well-performing technology and life science companies, a high quality of life, and a highly educated workforce. Coupled with these market dynamics, the property's strong tenant lineup, centralized location in one of the area's most trafficked retail corridors, and future outparcel development upside makes Beaver Creek Crossings a high-quality addition to our growing portfolio. This acquisition completes the accretive redeployment of our office disposition proceeds and further positions our portfolio into high-quality, multi-tenanted retail and mixed-use properties."

Beaver Creek Crossings was constructed in 2005 and is situated on more than 51 acres. It is 15 minutes south of Research Triangle Park, the largest research park in the United States that houses hundreds of science and technology companies, government agencies, academic institutions, startups and nonprofits, including regional campuses for Apple and Google. The Property, which is 97% occupied and benefits from strong demographics with a three-mile population of approximately 73,000 and average household incomes of nearly $115,000, is anchored by TJ-Maxx, HomeGoods, Dick's Sporting Goods, Regal Cinemas, Old Navy and Ross Dress for Less, includes four undeveloped outparcel pads that represent future development opportunities and is the Company's first TJ Maxx/HomeGoods anchored center.

The Company purchased the Property through a 1031 like-kind exchange using $66.7 million of restricted cash generated from the Company's previously completed property dispositions, available cash, and draws from the Company's unsecured revolving credit facility.

About CTO Realty Growth, Inc.

CTO Realty Growth, Inc. is a publicly traded real estate investment trust that owns and operates a portfolio of high-quality, retail-based properties located primarily in higher growth markets in the United States. CTO also owns an approximate 16% interest in Alpine Income Property Trust, Inc. (NYSE: PINE), a publicly traded net lease REIT.

We encourage you to review our most recent investor presentation, which is available on our website at www.ctoreit.com.

Safe Harbor

Certain statements contained in this press release (other than statements of historical fact) are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements can typically be identified by words such as “believe,” “estimate,” “expect,” “intend,” “anticipate,” “will,” “could,” “may,” “should,” “plan,” “potential,” “predict,” “forecast,” “project,” and similar expressions, as well as variations or negatives of these words.

Although forward-looking statements are made based upon management’s present expectations and reasonable beliefs concerning future developments and their potential effect upon the Company, a number of factors could cause the Company’s actual results to differ materially from those set forth in the forward-looking statements. Such factors may include, but are not limited to: the Company’s ability to remain qualified as a REIT; the Company’s exposure to U.S. federal and state income tax law changes, including changes to the REIT requirements; general adverse economic and real estate conditions; the ultimate geographic spread, severity and duration of pandemics such as the recent outbreak of the novel coronavirus, actions that may be taken by governmental authorities to contain or address the impact of such pandemics, and the potential negative impacts of such pandemics on the global economy and the Company’s financial condition and results of operations; the inability of major tenants to continue paying their rent or obligations due to bankruptcy, insolvency or a general downturn in their business; the loss or failure, or decline in the business or assets of PINE or the venture formed when the Company sold its controlling interest in the entity that owned the Company’s remaining land portfolio, of which the Company has a retained interest; the completion of 1031 exchange transactions; the availability of investment properties that meet the Company’s investment goals and criteria; the uncertainties associated with obtaining required governmental permits and satisfying other closing conditions for planned acquisitions and sales; and the uncertainties and risk factors discussed in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and other risks and uncertainties discussed from time to time in the Company’s filings with the U.S. Securities and Exchange Commission.

There can be no assurance that future developments will be in accordance with management’s expectations or that the effect of future developments on the Company will be those anticipated by management. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances.