
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): November 12, 2019 (November 11, 2019)

Drive Shack Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

001-31458

(Commission File Number)

81-0559116

(IRS Employer Identification No.)

218 W 18th St, 3rd Fl.

New York, New York

(Address of principal executive offices)

10011

(Zip Code)

Registrant's telephone number, including area code (646) 585-5591

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 §240.12b-2).

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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|--------------------------|--|
| Common Stock, \$0.01 par value per share | DS | New York Stock Exchange (NYSE) |
| 9.75% Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share | DS-PB | New York Stock Exchange (NYSE) |
| 8.05% Series C Cumulative Redeemable Preferred Stock, \$0.01 par value per share | DS-PC | New York Stock Exchange (NYSE) |
| 8.375% Series D Cumulative Redeemable Preferred Stock, \$0.01 par value per share | DS-PD | New York Stock Exchange (NYSE) |

Item 2.02. Results of Operations and Financial Condition.

On November 11, 2019, Drive Shack Inc. (the “Company”) issued a press release announcing the Company’s results for its fiscal quarter ended September 30, 2019. A copy of the Company’s press release is attached to this Current Report on Form 8-K (the “Current Report”) as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 2.02 disclosure.

Item 2.02 of this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly set forth as being incorporated by reference into such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) Press Release, dated November 11, 2019

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 hereunto duly authorized.

DRIVE SHACK INC.
(Registrant)

/s/ Nicholas M. Foley

Secretary

Date: November 12, 2019

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



November 11, 2019

Success of New Venues Showcased in Drive Shack Inc.'s Third Quarter 2019 Results

*The Company announces successful opening of 3 new Drive Shack venues, results significantly outperform expectations
Achieves goal of selling 24 owned golf courses for total proceeds of ~\$170 million*

NEW YORK, November 11, 2019 (BUSINESS WIRE) -- Drive Shack Inc. (NYSE: DS), a leading owner and operator of golf entertainment and leisure venues, today announced financial results for its third quarter ended September 30, 2019.

The Company announced the successful openings of three Generation 2.0 Drive Shack venues: Raleigh, NC opened August 23rd; Richmond, VA opened September 20th; West Palm Beach, FL opened October 18th. As of November 8th, the three new venues generated combined revenue of \$6.5 million, exceeding the Company's plan by 21%. The new venues are expected to continue to ramp up faster than anticipated and achieve average EBITDA of \$4 million to \$6 million and development yields of 10 to 15% in 2020. Additionally, the Company announced the retirement of Ken May, who served as Chief Executive Officer. Hana Khouri, the Company's current President, will be assuming the role of CEO and President.

"It has been a tremendous quarter, and we are thrilled to announce the success of our Generation 2.0 venues," says Hana Khouri. "To open not one, but three new venues in a span of three months, and to see results of this caliber out of the gate, illustrates the strong trajectory of the company, as well as the talented and experienced leadership we have in place."

"These results provide a real platform for valuation, stability, and growth of Drive Shack moving forward," says Chairman of the Board of Directors, Wes Edens. "Hana and her team have done a phenomenal job and set a precedent for the level of success we expect moving forward as we grow the company on a national scale."

Additionally, the Company announced substantial progress in the development of its newest innovation, the "Urban Box." The indoor format will provide a social, technology-enhanced mini golf experience designed for dense, urban locations. The focus on putting reduces venue dimension requirements compared to the core Drive Shack stores, and therefore provides more real estate opportunities, shorter development timelines and less capital risk. Three Urban Box stores are set to debut alongside Drive Shack's New Orleans venue in 2020.

The Company also announced the completion of its goal to sell 24 of its 26 owned golf courses for total proceeds of approximately \$170 million by year end 2019. The proceeds will be used to fund the development of the Company's entertainment golf venues.

Financial Results

Three Months Ended September 30, 2019 compared to the Three Months Ended September 30, 2018 and Nine Months Ended September 30, 2019 compared to Nine Months Ended September 30, 2018 (\$ in thousands, except for per share data):

| <u>Three Months Ended</u> | <u>Three Months Ended</u> | <u>Nine Months Ended</u> | <u>Nine Months Ended</u> |
|---------------------------|---------------------------|---------------------------|---------------------------|
| <u>September 30, 2019</u> | <u>September 30, 2018</u> | <u>September 30, 2019</u> | <u>September 30, 2018</u> |

| | | | | | | | | |
|--|----|----------|----|----------|----|----------|----|----------|
| Total revenues | \$ | 74,682 | \$ | 87,419 | \$ | 200,249 | \$ | 245,083 |
| Loss applicable to common stockholders | \$ | (13,414) | \$ | (15,470) | \$ | (43,763) | \$ | (39,360) |
| Basic | \$ | (0.20) | \$ | (0.23) | \$ | (0.65) | \$ | (0.59) |
| Diluted | \$ | (0.20) | \$ | (0.23) | \$ | (0.65) | \$ | (0.59) |

For the three months ended September 30, 2019, the Company reported a loss of \$13 million, or (\$0.20) per share, compared to a loss of \$15 million, or (\$0.23) share, in the corresponding period of the prior year. For the nine months ended September 30, 2019, the Company reported a loss of \$44 million, or (\$0.65) per share, compared to a loss of \$39 million, or (\$0.59) per share, in the corresponding period of the prior year.

The Company paid dividends on October 31, 2019 to holders of record of preferred stock on October 1, 2019, for the period beginning August 1, 2019 and ending October 31, 2019, in an amount equal to \$0.609375, \$0.503125 and \$0.523438 per share on the 9.750% Series B, 8.050% Series C and 8.375% Series D preferred stock, respectively.

The Board of Directors of the Company declared dividends on the Company's preferred stock for the period beginning November 1, 2019 and ending January 31, 2020. The dividends are payable on January 31, 2020, to holders of record of preferred stock on January 2, 2020, in an amount equal to \$0.609375, \$0.503125 and \$0.523438 per share on the 9.750% Series B, 8.050% Series C and 8.375% Series D preferred stock, respectively.

Conference Call Tuesday, November 12, 2019

Management will hold a conference call to discuss these results Tuesday, November 12th at 9:15 a.m. Eastern Time. The conference call can be accessed over the phone by dialing 1-866-913-6930 (from within the U.S.) or 1-409-983-9881 (from outside of the U.S.) ten minutes prior to the scheduled start of the call; please reference conference ID "9757719."

A copy of the earnings release will be posted to the Investor Relations section of Drive Shack Inc.'s website, <http://ir.driveshack.com>.

A simultaneous webcast of the conference call will be available to the public on a listen-only basis at <http://ir.driveshack.com>. Please allow extra time prior to the call to visit the website and download any necessary software required to listen to the internet broadcast.

A telephonic replay of the conference call will also be available two hours following the call's completion through 11:30 P.M. Eastern Time on Tuesday, November 26, 2019 by dialing 1-800-585-8367 (from within the U.S.) or 1-404-537-3406 (from outside of the U.S.); please reference conference ID "9757719."

Additional Information

For additional information that management believes to be useful for investors, please refer to the presentation posted on the Investor Relations section of the Company's website, <http://ir.driveshack.com>. For consolidated information, please refer to the Company's most recent Quarterly Report on Form 10-Q or Annual Report on Form 10-K, which are available on the Company's website, <http://ir.driveshack.com>.

About Drive Shack

Drive Shack Inc. is a leading owner and operator of golf-related leisure and entertainment businesses.

Forward-Looking Statements: Certain items in this Press Release may constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding Drive Shack Inc.'s (NYSE: DS; "DS Inc." or the "Company" and "we," "us" and "our," as applicable) (a) statements relating to returns on our investments, (b) anticipated future sales of selected owned golf properties, including without limitation statements relating to the timing and amount of anticipated proceeds, (c) our plans and expectations to optimize the operation of, and grow, our existing leased and managed golf properties, (d) redeployment of cash from our generated liquidity, (e) targeted multiples, yields and returns, (f) our ability to terminate or restructure leases and (g) the Company's current business plan and expectations relating to our Drive Shack venues, including (i) the number of venues that we may be able to develop, (ii) timing and frequency for opening venues, (iii) financial performance of these venues and capital expenditure costs, (iv) the growth of the golf, golf entertainment, and eatertainment industry and business, and (v) our ability to enhance technology. These statements are based on management's current expectations and beliefs and are subject to a number of risks, trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, many of which are beyond our control. We cannot give any assurances that management's current expectations will be attained. For a discussion of some of the risks and important factors that could cause actual results to differ materially from such forward-looking statements, see the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's periodic reports filed with the Securities and Exchange Commission ("SEC"), which are available on the Company's website (www.http://ir.driveshack.com). In addition, new risks and uncertainties emerge from time to time, and it is not possible to predict or assess the impact of every factor that may cause actual results to differ from those contained in any forward-looking statements. Accordingly, you should not place undue reliance on any forward-looking statements contained in this Press Release. Forward-looking statements speak only as of the date of this Press Release. We expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Non-GAAP Financial Information: This Press Release includes information based on financial measures that are not recognized under generally accepted accounting principles ("GAAP"), including EBITDA. You should use non-GAAP information in addition to, and not as an alternative to, financial information prepared in accordance with GAAP, which is included in the Company's filings with the SEC. The Company has not reconciled its EBITDA expectations set forth in this press release to net income (loss), as items that impact such measures are out of the Company's control and/or cannot be reasonably predicted. Accordingly, a reconciliation is not available without unreasonable effort. The company has not reconciled EBITDA to net income (loss) in this press release because doing so would require unreasonable effort.

Past Performance; No Offer; No Reliance: Past performance is not a reliable indicator of future results and should not be relied upon as the basis for making an investment decision. This Press Release does not constitute an offer to sell, or a solicitation of an offer to buy, any security. Any such offer would only be made by means of formal offering documents, the terms of which would govern in all respects. You should not rely on this Press Release as the basis upon which to make any investment decision.

Cautionary Note regarding Estimated / Targeted Returns and Growth: Targeted returns and growth represent management's view and are estimated based on current and projected future operating performance of our current locations and other targeted locations, comparable companies in our industry and a variety of other assumptions, many of which are beyond our control, that could prove incorrect. As a result, actual results may vary materially with changes in our liquidity or ability to obtain financing, changes in market conditions and additional factors described in our reports filed with the SEC, which we encourage you to review. We undertake no obligation to update these estimates. See above for more information on forward-looking statements.

Consolidated Balance Sheets
(dollars in thousands, except share data)

(Unaudited)
September 30, 2019 **December 31, 2018**

| Assets | | |
|--|-------------------|-------------------|
| Current assets | | |
| Cash and cash equivalents | \$ 24,816 | \$ 79,235 |
| Restricted cash | 3,163 | 3,326 |
| Accounts receivable, net | 5,243 | 7,518 |
| Real estate assets, held-for-sale, net | 27,833 | 75,862 |
| Real estate securities, available-for-sale | 2,914 | 2,953 |
| Other current assets | 18,615 | 20,505 |
| Total current assets | 82,584 | 189,399 |
| Restricted cash, noncurrent | 931 | 258 |
| Property and equipment, net of accumulated depreciation | 185,737 | 132,605 |
| Operating lease right-of-use assets | 220,197 | — |
| Intangibles, net of accumulated amortization | 18,208 | 48,388 |
| Other investments | 23,648 | 22,613 |
| Other assets | 4,601 | 8,684 |
| Total assets | \$ 535,906 | \$ 401,947 |
| Liabilities and Equity | | |
| Current liabilities | | |
| Obligations under finance leases | \$ 6,222 | \$ 5,489 |
| Membership deposit liabilities | 10,766 | 8,861 |
| Accounts payable and accrued expenses | 38,032 | 45,284 |
| Deferred revenue | 7,627 | 18,793 |
| Real estate liabilities, held-for-sale | 21 | 2,947 |
| Other current liabilities | 28,697 | 22,285 |
| Total current liabilities | 91,365 | 103,659 |
| Credit facilities and obligations under finance leases - noncurrent | 14,397 | 10,489 |
| Operating lease liabilities - noncurrent | 191,442 | — |
| Junior subordinated notes payable | 51,194 | 51,200 |
| Membership deposit liabilities, noncurrent | 93,988 | 90,684 |
| Deferred revenue, noncurrent | 6,170 | 6,016 |
| Other liabilities | 3,694 | 5,232 |
| Total liabilities | \$ 452,250 | \$ 267,280 |
| Commitments and contingencies | | |
| Equity | | |
| Preferred stock, \$0.01 par value, 100,000,000 shares authorized, 1,347,321 shares of 9.75% Series B Cumulative Redeemable Preferred Stock, 496,000 shares of 8.05% Series C Cumulative Redeemable Preferred Stock, and 620,000 shares of 8.375% Series D Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, issued and outstanding as of September 30, 2019 and December 31, 2018 | 61,583 | 61,583 |
| Common stock, \$0.01 par value, 1,000,000,000 shares authorized, 67,050,556 and 67,027,104 shares issued and outstanding at September 30, 2019 and December 31, 2018, respectively | 670 | 670 |
| Additional paid-in capital | 3,178,655 | 3,175,843 |
| Accumulated deficit | (3,158,901) | (3,105,307) |
| Accumulated other comprehensive income | 1,649 | 1,878 |
| Total equity | \$ 83,656 | \$ 134,667 |
| Total liabilities and equity | \$ 535,906 | \$ 401,947 |

Consolidated Statements of Operations (unaudited)
(dollars in thousands, except share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|--------------------|------------------------------------|--------------------|
| | 2019 | 2018 | 2019 | 2018 |
| Revenues | | | | |
| Golf operations | \$ 60,797 | \$ 68,928 | \$ 162,889 | \$ 191,632 |
| Sales of food and beverages | 13,885 | 18,491 | 37,360 | 53,451 |
| Total revenues | 74,682 | 87,419 | 200,249 | 245,083 |
| Operating costs | | | | |
| Operating expenses | 63,454 | 70,330 | 169,897 | 194,751 |
| Cost of sales - food and beverages | 3,856 | 5,180 | 10,458 | 15,413 |
| General and administrative expense | 12,755 | 10,149 | 37,981 | 29,611 |
| Depreciation and amortization | 5,723 | 4,495 | 15,769 | 14,358 |
| Pre-opening costs | 4,350 | 245 | 7,229 | 2,048 |
| Impairment and other losses | 1,872 | 4,172 | 6,077 | 5,645 |
| Realized and unrealized (gain) loss on investments | — | 48 | — | (283) |
| Total operating costs | 92,010 | 94,619 | 247,411 | 261,543 |
| Operating loss | (17,328) | (7,200) | (47,162) | (16,460) |
| Other income (expenses) | | | | |
| Interest and investment income | 191 | 467 | 799 | 1,382 |
| Interest expense, net | (2,061) | (4,290) | (6,008) | (12,940) |
| Other income (loss), net | 7,341 | (3,052) | 12,955 | (7,157) |
| Total other income (expenses) | 5,471 | (6,875) | 7,746 | (18,715) |
| Loss before income tax | (11,857) | (14,075) | (39,416) | (35,175) |
| Income tax expense | 162 | — | 162 | — |
| Net Loss | (12,019) | (14,075) | (39,578) | (35,175) |
| Preferred dividends | (1,395) | (1,395) | (4,185) | (4,185) |
| Loss Applicable to Common Stockholders | \$ (13,414) | \$ (15,470) | \$ (43,763) | \$ (39,360) |
| Loss Applicable to Common Stock, per share | | | | |
| Basic | \$ (0.20) | \$ (0.23) | \$ (0.65) | \$ (0.59) |
| Diluted | \$ (0.20) | \$ (0.23) | \$ (0.65) | \$ (0.59) |
| Weighted Average Number of Shares of Common Stock Outstanding | | | | |
| Basic | 67,040,692 | 66,992,322 | 67,032,519 | 66,982,233 |
| Diluted | 67,040,692 | 66,992,322 | 67,032,519 | 66,982,233 |

For Investor Relations Inquiries:

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