

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): September 16, 2021 (September 15, 2021)

**CION Investment Corporation**

(Exact Name of Registrant as Specified in Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

000-54755

(Commission File Number)

45-3058280

(I.R.S. Employer Identification No.)

3 Park Avenue, 36th Floor  
New York, New York 10016

(Address of Principal Executive Offices)

(212) 418-4700

(Registrant's telephone number, including area code)

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 symbol(s)	Name of each exchange on which registered
None	Not applicable	Not applicable

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02. Results of Operations and Financial Condition.**

The board of directors (the “Board”) of CION Investment Corporation (“CIC”) has delegated to CIC’s executive officers the authority to determine the amount, record dates, payment dates and other terms of distributions to shareholders, which will be ratified by the Board on a quarterly basis.

On September 15, 2021, CIC’s co-chief executive officers (a) changed the timing of declaring and paying regular distributions to shareholders from monthly to quarterly commencing with the fourth quarter of 2021; (b) declared a regular quarterly cash distribution of \$0.1324 per share for the fourth quarter of 2021; and (c) declared a special cash distribution expected to be in the range of \$0.07 to \$0.10 per share for the year ending December 31, 2021. The regular quarterly cash distribution will be paid on December 8, 2021 to shareholders of record as of December 1, 2021. The special cash distribution will be paid on December 23, 2021 to shareholders of record as of December 16, 2021.

A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 3.03. Material Modification to Rights of Security Holders.**

On September 15, 2021, the Board, including the independent directors, approved the termination of CIC’s existing fifth amended and restated distribution reinvestment plan (the “Existing DRP”), effective as of the date CIC’s shares of common stock list on the New York Stock Exchange (the “Listing”). On September 15, 2021, the Board adopted a new distribution reinvestment plan (the “New DRP”), also effective upon the Listing and will first apply to the reinvestment of cash distributions payable during the fourth quarter of 2021. There can be no assurance that CIC will be able to complete the Listing in any certain timeframe or at all.

Under the Existing DRP and prior to the Listing, cash distributions to participating shareholders who “opt in” to the Existing DRP are reinvested in additional shares of CIC common stock at a purchase price equal to the estimated net asset value per share of common stock as of the date of issuance.

Upon the Listing, all shareholders will automatically be enrolled in the New DRP and will receive distributions as declared by CIC in additional shares of CIC common stock unless such shareholder affirmatively elects to receive an entire distribution in cash by notifying (i) such shareholder’s financial adviser; or (ii) if such shareholder has a registered account maintained at CIC’s transfer agent, the plan administrator. With respect to cash distributions to participating shareholders under the New DRP, CIC reserves the right to either issue new shares or cause the plan administrator to purchase shares in the open market in connection with implementation of the New DRP. Unless CIC, in its sole discretion, otherwise directs DST Asset Management Solutions, Inc., the plan administrator, (A) if the per share “market price” (as defined in the New DRP) is equal to or greater than the estimated net asset value (“NAV”) per share on the payment date for the distribution, then CIC will issue shares at the greater of (i) NAV or (ii) 95% of the market price; or (B) if the market price is less than the NAV, then, in CIC’s sole discretion, (i) shares will be purchased in open market transactions for the accounts of participating shareholders to the extent practicable, or (ii) CIC will issue shares at NAV. Pursuant to the terms of the New DRP, the number of shares to be issued to a participating shareholder will be determined by dividing the total dollar amount of the distribution payable to a participating shareholder by the price per share at which CIC issues such shares; provided, however, that shares purchased in open market transactions by the plan administrator will be allocated to a participating shareholder based on the weighted average purchase price, excluding any brokerage charges or other charges, of all shares purchased in the open market with respect to such distribution. No other material terms of the Existing DRP have been amended in connection with the New DRP.

The foregoing description of the New DRP as set forth in this Item 3.03 is a summary only and is qualified in all respects by the provisions of the New DRP, a copy of which is attached hereto as Exhibit 4.1 and is incorporated by reference herein.

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In addition, a copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In anticipation of the Listing, on September 15, 2021, the Board authorized CIC to file Articles of Amendment to its Articles of Incorporation (the “Reverse Stock Split Amendment”) with the State Department of Assessments and Taxation of the State of Maryland to effect a two-to-one reverse split of CIC’s shares of common stock (the “Reverse Stock Split”). It is expected that the Reverse Stock Split will become effective in accordance with the terms of the Reverse Stock Split Amendment on or about September 21, 2021. As a result of the Reverse Stock Split, every two shares of CIC common stock issued and outstanding will be automatically combined into one share of CIC common stock. The Reverse Stock Split Amendment also provides that there will be no change in the par value of \$0.001 per share as a result of the Reverse Stock Split. The Reverse Stock Split will not modify the rights or preferences of CIC’s common stock.

The foregoing description of the Reverse Stock Split Amendment does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the Reverse Stock Split Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

In addition, a copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 8.01. Other Events.**

On September 15, 2021, the Board, including the independent directors, approved a share repurchase policy authorizing CIC to repurchase up to \$50 million of CIC’s outstanding common stock after the Listing. Under the share repurchase policy, CIC may purchase shares of its common stock through various means such as open market transactions, including block purchases, and privately negotiated transactions. The number of shares repurchased and the timing, manner, price and amount of any repurchases will be determined at CIC’s discretion. Factors include, but are not limited to, share price, trading volume and general market conditions, along with CIC’s general business conditions. The policy may be suspended or discontinued at any time and does not obligate CIC to acquire any specific number of shares of its common stock.

As part of the share repurchase policy, CIC intends to enter into a trading plan adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. The 10b5-1 trading plan would permit common stock to be repurchased at a time that CIC might otherwise be precluded from doing so under insider trading laws or self-imposed trading restrictions. The 10b5-1 trading plan will be administered by an independent broker and will be subject to price, market volume and timing restrictions.

In addition, a copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- [3.1](#) [Reverse Stock Split Amendment.](#)
  - [4.1](#) [Distribution Reinvestment Plan of CION Investment Corporation.](#)
  - [99.1](#) [Press Release dated September 16, 2021.](#)
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CION Investment Corporation**

Date: September 16, 2021

By: /s/ Michael A. Reisner  
Co-Chief Executive Officer

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**EXHIBIT LIST**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Reverse Stock Split Amendment.</u></a>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Distribution Reinvestment Plan of CION Investment Corporation.</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated September 16, 2021</u></a>

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CION INVESTMENT CORPORATION

ARTICLES OF AMENDMENT

CION Investment Corporation, a Maryland corporation (the "Corporation"), does hereby certify to the State Department of Assessments and Taxation of the State of Maryland (the "SDAT") that:

FIRST: The charter of the Corporation is hereby amended to provide that, immediately upon acceptance of these Articles of Amendment for record (the "Effective Time") by the SDAT, every two shares of common stock, \$0.001 par value per share, of the Corporation that were issued and outstanding immediately prior to the Effective Time shall be changed into one issued and outstanding share of common stock, \$0.002 par value per share of the Corporation.

SECOND: Upon the effectiveness of the amendment set forth in Article FIRST hereof, the charter of the Corporation is hereby further amended to decrease the par value of each share of common stock of the Corporation from \$0.002 per share to \$0.001 per share.

THIRD: These Articles of Amendment were approved by a majority of the board of directors of the Corporation, and (i) the amendment set forth in Article FIRST hereof is made without action by the stockholders of the Corporation pursuant to Section 2-309(e) of the Maryland General Corporation Law and the amendment set forth in Article SECOND hereof is made without action by the stockholders of the Corporation pursuant to Section 2-605(a)(2) of the Maryland General Corporation Law.

FIFTH: The authorized stock of the Corporation has not been increased by these Articles of Amendment.

SIXTH: As amended hereby, the charter of the Corporation shall remain in full force and effect.

SEVENTH: Each of the undersigned acknowledges these Articles of Amendment to be the act and deed of the respective entity on behalf of which he or she has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties of perjury.

*-Signatures Appear on Following Page-*

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IN WITNESS WHEREOF, these Articles of Amendment are hereby signed in the name of and have been duly executed, as of the [ ] day of September, 2021, on behalf of the Corporation, by its officer set forth below.

ATTEST: CION Investment Corporation, a Maryland corporation

By: \_\_\_\_\_  
Name: Stephen Roman  
Title: Secretary

By: \_\_\_\_\_  
Name: Michael A. Reisner  
Title: Co-Chief Executive Officer

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**DISTRIBUTION REINVESTMENT PLAN  
OF  
CION INVESTMENT CORPORATION**

CION Investment Corporation, a Maryland corporation (the “Corporation”), has adopted the following plan (the “Plan”), to be administered by DST Asset Management Solutions, Inc. and its affiliates (the “Plan Administrator”), with respect to distributions declared by the Corporation’s Board of Directors on shares of its common stock, par value \$0.001 per share (the “Common Stock”).

Prior to the listing of shares of Common Stock on the New York Stock Exchange (the “Listing”), participation required that a shareholder affirmatively “opt in” to the Plan. Subsequent to the Listing, participation requires no action on the part of a shareholder, and a shareholder who does not wish to participate must “opt out” of the Plan. Upon a Listing, all shareholders, including those who held shares prior to the Listing, must affirmatively opt out in the manner detailed in Section 8 hereof if they do not wish to participate in the Plan.

A shareholder who participates in the Plan, either by electing to (i) “opt in” to the Plan prior to the Listing or (ii) not “opt out” of the Plan following the Listing (each a “Participant”), will be subject to the terms below.

1. All cash distributions hereafter declared by the Board of Directors, net of any applicable withholding tax, shall be automatically reinvested in additional shares of Common Stock, and no action shall be required on such Participant’s part to receive a distribution in Common Stock.

2. Such distributions shall be payable on such date or dates as may be fixed from time to time by the Board of Directors to shareholders of record at the close of business on the record date established by the Board of Directors for the distribution involved.

3. With respect to each distribution pursuant to this Plan, the Board of Directors reserves the right, subject to the provisions of the Investment Company Act of 1940, as amended, to either issue new shares of Common Stock or to make open market purchases of its shares of Common Stock for the accounts of Participants. The Corporation intends to use primarily newly issued shares of its Common Stock to implement the Plan, so long as shares of its Common Stock are trading at or above net asset value. Following a Listing, if shares of its Common Stock are trading below net asset value, the Corporation intends to cause the Plan Administrator, to the extent permitted by law and after taking into account any additional expenses related to open market purchases, to purchase shares of Common Stock in the open market in connection with the implementation of the Plan. However, the Corporation reserves the right to issue new shares of its Common Stock in connection with its obligations under the Plan even if shares of its Common Stock are trading below net asset value. If newly issued shares are used to implement the Plan, the number of shares of Common Stock to be issued to a Participant is determined by dividing the total dollar amount of the distribution payable to such shareholder by the market price per share of Common Stock at the close of regular trading on the New York Stock Exchange on the payment date subject to the adjustments described below. The market price per share of Common Stock on a particular date shall be the closing price for such shares on the New York Stock Exchange on such date or, if no sale is reported for such date, at the average of their reported bid and asked prices. However, if the market price per share exceeds the most recently computed net asset value per share, the Corporation shall issue shares at the greater of (i) the most recently computed net asset value per share and (ii) 95% of the current market price per share. If the market price per share is less than the most recently computed net asset value per share, and the Company issues shares pursuant to the Plan, the Company shall issue such shares at net asset value. If shares of Common Stock are purchased in the open market to implement this Plan, the number of shares to be issued to a shareholder shall be determined by dividing the dollar amount of the cash distribution payable to such shareholder by the weighted average price per share for all shares purchased by the Plan Administrator in the open market in connection with the distribution. The number of shares of Common Stock to be outstanding after giving effect to payment of the distribution cannot be established until the value per share at which additional shares will be issued has been determined and elections of the shareholders have been tabulated.

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4. The Plan Administrator shall establish an account for shares of Common Stock acquired pursuant to the Plan for each Participant. The Plan Administrator shall hold each Participant's shares, together with the shares of other Participants, in non-certificated form. The Plan Administrator shall not issue share certificates to any Participant.

5. The Plan Administrator shall confirm to each Participant each acquisition made pursuant to the Plan as soon as practicable but not later than 30 business days after the payment date. Each Participant may from time to time have an undivided fractional interest (computed to three decimal places) in a share of Common Stock, and distributions on fractional shares shall be credited to each Participant's account. In the event of termination of a Participant's account under the Plan, the Plan Administrator shall adjust for any such undivided fractional interest in cash at the market value of the shares of Common Stock at the time of termination determined in accordance with Paragraph 3 hereof.

6. In the event that the Corporation makes available to its shareholders rights to purchase additional shares or other securities, the shares held by the Plan Administrator for each Participant under the Plan shall be added to any other shares held by the Participant in calculating the number of rights to be issued to the Participant. Transaction processing may be either curtailed or suspended until the completion of any stock dividend, stock split or corporate action.

7. The Plan Administrator's service fee, if any, and expenses for administering the Plan shall be paid for by the Corporation.

8. Each Participant may elect to receive an entire distribution in cash by notifying the Plan Administrator in writing at DST Asset Management Solutions, Inc., c/o ICON Capital, LLC, P.O. Box 219476, Kansas City, MO 64121-9476, so that such notice is received by the Plan Administrator no later than the record date for such distribution to shareholders.

9. Each Participant may terminate the Participant's account under the Plan by so notifying the Plan Administrator by submitting a letter of instruction terminating the Participant's account under the Plan to the Plan Administrator. Such termination shall be effective immediately if the Participant's notice is received by the Plan Administrator at least three days prior to any distribution date; otherwise, such termination shall be effective only with respect to any subsequent distribution. The Plan may be terminated or amended by the Corporation upon notice in writing that is published and made publicly available at least 30 days prior to any record date for the payment of any distribution by the Corporation. Upon any termination, the Plan Administrator shall cause the shares of Common Stock held for the Participant under the Plan to be delivered to the Participant.

10. These terms and conditions may be amended or supplemented by the Corporation at any time but, except when necessary or appropriate to comply with applicable law or the rules or policies of the Securities and Exchange Commission or any other regulatory authority, only by publishing and making publicly available appropriate written notice at least 30 days prior to the effective date thereof. The amendment or supplement shall be deemed to be accepted by each Participant unless, prior to the effective date thereof, the Plan Administrator receives written notice of the termination of the Participant's account under the Plan. Any such amendment may include, without limitation, an appointment by the Plan Administrator in its place and stead of a successor agent under these terms and conditions, with full power and authority to perform all or any of the acts to be performed by the Plan Administrator under these terms and conditions. Upon any such appointment of any agent for the purpose of receiving distributions, the Corporation shall be authorized to pay to such successor agent, for each Participant's account, all distributions payable on shares of Common Stock held in the Participant's name or under the Plan for retention or application by such successor agent as provided in these terms and conditions.

11. The Plan Administrator shall at all times act in good faith and use its best efforts within reasonable limits to ensure its full and timely performance of all services to be performed by it with respect to purchases and sales of the Corporation's Common Stock under this Plan and to comply with applicable law, but assumes no responsibility and shall not be liable for loss or damage due to errors unless such error is caused by the Plan Administrator's negligence, bad faith or willful misconduct or that of its employees or agents.

12. These terms and conditions shall be governed by the laws of the State of Maryland.



## **CION Investment Corporation Declares Q4 2021 Regular Distribution and Full Year 2021 Special Distribution, Announces 2-to-1 Reverse Stock Split, and Share Repurchase Policy**

*Also adopts new distribution reinvestment plan for shareholders.*

### **FOR IMMEDIATE RELEASE**

NEW YORK, NY (September 16, 2021) – CION Investment Corporation (“CIC”), a leading publicly registered non-traded business development company, announced that on September 15, 2021, its co-chief executive officers (i) changed the timing of declaring and paying regular distributions to shareholders from monthly to quarterly commencing with the fourth quarter of 2021; (ii) declared a regular quarterly cash distribution of \$0.1324 per share for the fourth quarter of 2021; and (iii) declared a special cash distribution expected to be in the range of \$0.07 to \$0.10 per share for the year ending December 31, 2021. The regular quarterly cash distribution will be paid on December 8, 2021 to shareholders of record as of December 1, 2021, and the special cash distribution will be paid on December 23, 2021 to shareholders of record as of December 16, 2021.

Mark Gatto, co-Chief Executive Officer of CIC, said, “Our portfolio continues to perform solidly and deliver income for shareholders. We are pleased to announce the special distribution to be paid at the end of the year based on CIC’s investment company taxable income generated through the course of the year.”

### **2-to-1 Reverse Stock Split**

Separately, CIC announced that, in anticipation of a potential listing of its shares of common stock on the New York Stock Exchange (the “Listing”), CIC’s board of directors (the “Board”) approved a 2-to-1 reverse split of CIC’s shares of common stock. CIC expects that the reverse stock split will become effective on or about September 21, 2021. As a result of the reverse stock split, every two shares of CIC common stock issued and outstanding will be automatically combined into one share of CIC common stock. There will be no change in the par value of \$0.001 per share as a result of the reverse stock split. In addition, the reverse stock split will not modify the rights or preferences of CIC’s common stock.

Michael A. Reisner, co-Chief Executive Officer of CIC, commented, “As we continue to make progress toward a potential Listing, we believe a reverse stock split will broaden the range of potential investors for our common stock, thereby potentially improving the trading and liquidity of shares to the benefit of all shareholders.”

CIC will further announce details regarding the results of the reverse stock split, including the commensurate adjustments to the forthcoming regular and special distribution per share amounts announced in this press release, following effectiveness of the reverse stock split.

### **Share Repurchase Policy**

CIC also announced that its Board approved a share repurchase policy authorizing CIC to repurchase up to \$50 million of its outstanding common stock after the Listing. The number of shares repurchased and the timing, manner, price and amount of any repurchases will be determined at CIC’s discretion. The policy may be suspended or discontinued at any time and does not obligate CIC to acquire any specific number of shares of its common stock.

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As part of the share repurchase policy, CIC intends to enter into a trading plan adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. The 10b5-1 trading plan would permit common stock to be repurchased at a time that CIC might otherwise be precluded from doing so under insider trading laws or self-imposed trading restrictions. The 10b5-1 trading plan will be administered by an independent broker and will be subject to price, market volume and timing restrictions.

### **New Distribution Reinvestment Plan**

Lastly, in anticipation of a potential Listing, CIC announced that its Board adopted a new distribution reinvestment plan (the “New DRP”) and terminated the existing distribution reinvestment plan. The New DRP will become effective upon the Listing and will first apply to the reinvestment of cash distributions payable during the fourth quarter of 2021. Upon the Listing, all shareholders will automatically be enrolled in the New DRP and will receive distributions as declared by CIC in additional shares of CIC common stock unless such shareholder affirmatively elects to receive an entire distribution in cash. There can be no assurance that CIC will be able to complete the Listing in any certain timeframe or at all.

With respect to cash distributions to participating shareholders under the New DRP, CIC reserves the right to either issue new shares or cause the plan administrator to purchase shares in the open market in connection with implementation of the New DRP. Unless CIC, in its sole discretion, otherwise directs the plan administrator, (A) if the per share “market price” (as defined in the New DRP) is equal to or greater than the estimated net asset value (“NAV”) per share on the payment date for the distribution, then CIC will issue shares at the greater of (i) NAV or (ii) 95% of the market price; or (B) if the market price is less than the NAV, then, in CIC’s sole discretion, (i) shares will be purchased in open market transactions for the accounts of participating shareholders to the extent practicable, or (ii) CIC will issue shares at NAV.

### **ABOUT CION INVESTMENT CORPORATION**

CIC is a leading publicly registered non-traded business development company that currently has approximately \$1.8 billion in assets. CIC focuses primarily on senior secured loans to U.S. middle-market companies. CIC is advised by CION Investment Management, LLC, a registered investment adviser and an affiliate of CIC.

### **ABOUT CION INVESTMENTS**

CION Investments is a leading manager of alternative investment solutions designed to redefine the way individual investors can build their portfolios and help meet their long-term investment goals. CION Investments currently sponsors CIC, a leading publicly registered non-traded business development company that currently manages approximately \$1.8 billion in assets. CION Investments also sponsors, through CION Ares Management, LLC, CION Ares Diversified Credit Fund, a globally diversified credit interval fund with approximately \$2.0 billion in total managed assets. For more information, please visit [www.cioninvestments.com](http://www.cioninvestments.com).

### **FORWARD LOOKING STATEMENTS**

The information in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are identified by words such as “may,” “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “would,” “could,” “should,” and variations of these words and similar expressions, including references to assumptions, forecasts of future results, shareholder diversification, institutional research coverage and availability and access to capital. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict, such as the price at which CIC’s shares of common stock will trade on the NYSE, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. CIC undertakes no obligation to update any forward-looking statements contained herein to conform the statements to actual results or changes in its expectations.

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## **OTHER INFORMATION**

The information in this press release is summary information only and should be read in conjunction with CIC's Current Report on Form 8-K, which CIC filed with the SEC on September 16, 2021, as well as CIC's other reports filed with the SEC. A copy of CIC's Current Report on Form 8-K and CIC's other reports filed with the SEC can be found on CIC's website at [www.cioninvestments.com](http://www.cioninvestments.com) and the SEC's website at [www.sec.gov](http://www.sec.gov).

## **CONTACTS**

### **Media**

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