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## Section 1: S-8 (S-8)

As Filed with the Securities and Exchange Commission on May 29, 2018

Registration No. \_\_\_\_\_

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**CONDOR HOSPITALITY TRUST, INC.**

(Exact name of registrant as specified in its charter)

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Maryland  
(State or other jurisdiction of  
incorporation or organization)

52-1889548  
(I.R.S. Employer  
Identification No.)

4800 Montgomery Lane, Suite 220  
Bethesda, Maryland  
(Address of principal executive offices)

20814  
(Zip code)

Condor 2016 Stock Plan  
(Full title of the plan)

Jonathan J. Gantt  
Chief Financial Officer  
Condor Hospitality Trust, Inc.  
4800 Montgomery Lane, Suite 220  
Bethesda, Maryland 20814  
(Name and address of agent for service)

402-371-2520  
(Telephone number, including area code, of agent for service)

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*Copy to:*

David L. Hefflinger  
Guy Lawson  
McGrath North Mullin & Kratz, PC LLO  
Suite 3700, First National Tower  
1601 Dodge Street  
Omaha, Nebraska 68102  
(402) 341-3070

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## CALCULATION OF REGISTRATION FEE

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>
	Emerging Growth Company <input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$.01 par value	300,000	\$10.00	\$3,000,000	\$373.50

- (1) Pursuant to Rule 416, this Registration Statement shall be deemed to cover such indeterminate number of shares of common stock as may become issuable with respect to any of the registered shares pursuant to antidilution provisions in the Condor 2016 Stock Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) on the basis of the average of the high and low price of Condor’s common stock on the NYSE American exchange on May 23, 2018.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Condor Hospitality Trust, Inc. (the “Company”), pursuant to General Instruction E to the Form S-8 Registration Statement under the Securities Act of 1933, as amended, in connection with the registration of an additional 300,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) issuable pursuant to the Company’s 2016 Stock Plan (as amended, the “Plan”). 461,538 shares of Common Stock issuable under the Plan have been previously registered pursuant to the Company’s Registration Statement on Form S-8 (File No. 333-212264) filed with the Securities and Exchange Commission on June 27, 2016, and the information contained therein is incorporated herein by reference.

### Item 8. Exhibits

- 4.1 [Amended and Restated Articles of Incorporation of the Company, as amended \(incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K \(Commission file number 001-34087\) dated May 26, 2017](#)
- 4.2 [Bylaws of the Company \(incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K \(Commission file number 001-34087\) dated June 28, 2017](#)
- 4.3 [Company 2016 Stock Plan \(incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K \(Commission file number 001-34087\) dated June 16, 2016](#)
- 4.4 [Amendment to the Company’s 2016 Stock Plan \(incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K \(Commission file number 001-34087\) dated May 17, 2018](#)
- 4.5 [Form of Common Stock Certificate \(incorporated by reference to Exhibit 4.6 to the Company’s Registration Statement on Form S-8 \(333-212264\)](#)
- 5.1\* [Opinion of McGrath North Mullin & Kratz, PC LLO](#)
- 23.1\* [Consent of McGrath North Mullin & Kratz, PC LLO \(included in Exhibit 5.1\)](#)
- 23.2\* [Consent of KPMG LLP](#)
- 24.1\* [Powers of Attorney \(included on signature page\)](#)

\* Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on May 29, 2018.

Condor Hospitality Trust, Inc.

By: /s/ J. William Blackham  
J. William Blackham  
Chief Executive Officer and President

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. William Blackham and Jonathan J. Gantt, and each of them individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign the Registration Statement filed herewith and any or all amendments to said Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents the full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 29, 2018.

Signature	Title
<u>/s/ J. William Blackham</u> J. William Blackham	Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ Jonathan J. Gantt</u> Jonathan J. Gantt	Chief Financial Officer and Senior Vice President (Principal Financial and Accounting Officer)
<u>/s/ Arinn Cavey</u> Arinn Cavey	Chief Accounting Officer
<u>/s/ Thomas Calahan</u> Thomas Calahan	Director
<u>/s/ Daphne J. Dufresne</u> Daphne J. Dufresne	Director
<u>/s/ Daniel R. Elsztain</u> Daniel R. Elsztain	Director
<u>/s/ James H. Friend</u> James H. Friend	Director
<u>/s/ Donald J. Landry</u> Donald J. Landry	Director
<u>/s/ Brendan MacDonald</u> Brendan MacDonald	Director
<u>/s/ John M. Sabin</u> John M. Sabin	Director
<u>/s/ Benjamin Wall</u> Benjamin Wall	Director

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## Section 2: EX-5.1 (EX-5.1)

MCGRATH NORTH MULLIN & KRATZ, PC LLO  
SUITE 3700 FIRST NATIONAL TOWER  
1601 DODGE STREET  
OMAHA, NEBRASKA 68102  
PH: (402) 341-3070

May 29, 2018

Condor Hospitality Trust  
4800 Montgomery Lane, Suite 220  
Bethesda, MD 20814

Ladies and Gentlemen:

We have acted as counsel to Condor Hospitality Trust, Inc., a Maryland corporation (the “Company”), in connection with a Registration Statement on Form S-8 (the “Registration Statement”) with respect to the offer and sale of up to an additional 300,000 shares of common stock of the Company, par value \$0.01 per share (the “Common Stock”), authorized for issuance pursuant to the Condor 2016 Stock Plan (the “Plan”).

In connection with our opinion, we have relied upon, among other things, our examination of such documents, records of the Company and certificates of its officers and public officials as we have deemed necessary for purposes of the opinions expressed below. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies.

Based upon the foregoing, and having regard for such legal considerations as we have deemed relevant, we are of the opinion that:

1. The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of Maryland.

2. When the Common Stock has been issued and sold upon the terms and conditions set forth in the Plan and Registration Statement, then such Common Stock will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours very truly,

/s/ McGrath North Mullin & Kratz, PC LLO

McGrath North Mullin & Kratz, PC LLO

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## Section 3: EX-23.2 (EX-23.2)

**Exhibit 23.2**

### Consent of Independent Registered Public Accounting Firm

The Board of Directors  
Condor Hospitality Trust, Inc.:

We consent to the use of our report dated March 19, 2018, with respect to the consolidated balance sheets of Condor Hospitality Trust, Inc. and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedule, Schedule III – Real Estate and Accumulated Depreciation (collectively, the consolidated financial statements), incorporated herein by reference.

/s/ KPMG LLP

McLean, Virginia  
May 29, 2018

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