
**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): April 16, 2024

J.P. Morgan Real Estate Income Trust, Inc.

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

333-265588
(Commission File Number)

87-3439916
(IRS Employer
Identification No.)

**277 Park Avenue
9th Floor
New York, New York**
(Address of Principal Executive Offices)

10172
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 270-6000

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: None

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

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

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

On April 16, 2024, J.P. Morgan Real Estate Income Trust, Inc. (the “Company”) filed Articles Supplementary (the “Articles Supplementary”) to its Articles of Amendment and Restatement, dated June 2, 2022 (the “Charter”), with the Maryland State Department of Assessments and Taxation, pursuant to which the Company reclassified and designated 500,000,000 authorized but unissued shares of Class X Common Stock, \$0.01 par value per share, as shares of a new Class X Common Stock, \$0.01 par value per share (“Class X Shares”), of the Company and fixed the preferences, rights, powers, restrictions, limitations, qualifications, terms and conditions of the newly designated Class X Shares.

The summary of the Articles Supplementary set forth above does not purport to be a complete summary and is qualified in its entirety by reference to the Articles Supplementary, a copy of which is filed herewith and incorporated herein by reference. Except as described in this Current Report on Form 8-K, the Articles Supplementary did not amend, alter or modify any other terms or provisions of the Charter.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1* [Articles Supplementary, dated April 16, 2024](#)

* Filed herewith.

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.

J.P. Morgan Real Estate Income Trust, Inc.

Date: April 22, 2024

By: /s/ Lawrence A. Goodfield, Jr.

Lawrence A. Goodfield, Jr.

Chief Financial Officer and Treasurer

J.P. MORGAN REAL ESTATE INCOME TRUST, INC.**ARTICLES SUPPLEMENTARY**

J.P. Morgan Real Estate Income Trust, Inc., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Section 5.1 of Article V of the charter of the Corporation (the “Charter”), the Board of Directors of the Corporation (the “Board of Directors”), by duly adopted resolutions, reclassified and designated 500,000,000 authorized but unissued shares of Class X Common Stock, \$0.01 par value per share (the “Initial Class X Common Shares”), as shares of a new Class X Common Stock, \$0.01 par value per share, of the Corporation the (“Class X Common Shares”), with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, or terms or conditions of redemption, which, upon any restatement of the Charter, shall become part of Article IV or Article V of the Charter, as appropriate, with any necessary or appropriate renumbering or relettering of the sections or subsections hereof. There has been no increase in the authorized shares of stock of the Corporation effected by these Articles Supplementary. Unless otherwise defined below, capitalized terms used below have the meanings given to them in the Charter.

Class X Common Shares

(1) **Authorized Shares.** Of the total number of authorized Common Shares, 500,000,000 shares are classified as Class X Common Shares.

(2) **Definitions.** As used herein, the following terms shall have the following meanings unless the context otherwise requires:

“**Class X NAV Per Share**” shall mean the net asset value of the Corporation allocable to the Class X Common Shares, determined as described in the Prospectus, divided by the number of outstanding Class X Common Shares.

“**Class X Conversion Rate**” shall mean the fraction, the numerator of which is the Class X NAV Per Share and the denominator of which is the Class I NAV Per Share.

(3) **Conversion to Class I Common Shares.** Each Class X Common Share held in a Stockholder’s account shall automatically and without any action on the part of the holder thereof convert into a number of Class I Common Shares, equal to the Class X Conversion Rate on the earliest of (a) a Listing of Class I Common Shares, (b) a merger or consolidation of the Corporation with or into another entity or the sale or other disposition of all or substantially all of the Corporation’s assets, in each case in a transaction in which the Stockholders receive cash or securities listed on a national securities exchange, and (c) such other date as set forth in the subscription agreement between the Corporation and such Stockholder that governed the issuance of such Class X Common Share.

(4) **Rights Upon Liquidation.** Immediately before any liquidation, dissolution or winding up, or any distribution of the assets of the Corporation pursuant to a plan of liquidation, dissolution or winding up, Class X Common Shares will automatically convert to Class I Common Shares at the Class X Conversion Rate. Following such conversion, the aggregate assets of the Corporation available for Distribution to holders of the Common Shares, or the proceeds therefrom, shall be distributed to each holder of Class I Common Shares, ratably with each other holder of Class I Common Shares, which will include all converted Class X Common Shares, in such proportion as the number of outstanding Class I Common Shares held by such holder bears to the total number of Class I Common Shares then outstanding.

SECOND: The Class X Common Shares have been designated and the Initial Class X Common Shares have been reclassified by the Board of Directors under the authority contained in the Charter.

THIRD: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FOURTH: The undersigned acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its Co-President and attested to by its Secretary on this 16th day of April, 2024.

ATTEST: J.P. MORGAN REAL ESTATE INCOME TRUST, INC.

By: /s/ Christian P. Porwoll
Name: Christian P. Porwoll
Title: Secretary

By: /s/ Douglas A. Schwartz (SEAL)
Name: Douglas A. Schwartz
Title: Co-President

