

Edgar Filing: CIM Commercial Trust Corp - Form FWP

CIM Commercial Trust Corp
Form FWP
November 13, 2018

Filed Pursuant to Rule 433

Issuer Free-Writing Prospectus

Dated November 13, 2018 Relating

to Registration Nos. 333-203639, 333-210880, 333-227707

Important Disclosures

Free Writing Prospectus | CIM Commercial Trust Corporation Investor Presentation Q3 2018

Filed Pursuant to Rule 433 | Dated November 13, 2018 | Registration Statement Nos. 333-203639; 333-210880 and 333-227707

CIM Commercial Trust Corporation (the "Company") has filed registration statements (including prospectuses and prospectus supplements) with the Securities and Exchange Commission (the "SEC") for the offerings to which this communication relates. Before you invest, you should read the prospectuses and the prospectus supplements in those registration statements and other documents the Company has filed with the SEC for more complete information about the Company and the offerings. You may get these documents for free by visiting the Company's website at <http://shareholders.cimcommercial.com/>. Alternatively, you may request to receive a prospectus by calling toll-free at 1-866-341-2653.

You may also access the applicable prospectus for free on the SEC website at www.sec.gov as follows:

- Post Effective Amendment No. 3 to Form S-11 on Form S-3, dated January 9, 2018, relating to Registration Statement No. 333-203639
- Prospectus, dated April 13, 2018, relating to Registration Statement No. 333-210880, Supplement No. 1 dated May 14, 2018, Supplement No. 2 dated August 9, 2018 and Supplement No. 3 dated October 9, 2018
- Registration Statement on Form S-4, dated October 5, 2018, relating to Registration Statement No. 333-227707

Tender Offer. The proposed exchange offer (the "Proposed Exchange Offer") involving CMCT's Series L Preferred Stock described in these materials has not yet commenced. This communication is for informational purposes only and shall not constitute an offer to buy or the solicitation of an offer to sell any securities of the Company, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Prior to any commencement of the Proposed Exchange Offer, the Company will file with the SEC a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents. **PRIOR TO MAKING ANY DECISION WITH RESPECT TO THE PROPOSED EXCHANGE OFFER, STOCKHOLDERS ARE URGED TO CAREFULLY READ THOSE MATERIALS, WHEN AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE PROPOSED EXCHANGE OFFER.** Copies of materials relating to the Proposed Exchange Offer that the Company files with the SEC may be accessed free of charge through the SEC's website at www.sec.gov or our website at <http://shareholders.cimcommercial.com/sec-filings>.

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Important Disclosures

Forward-looking Statements

The information set forth herein contains forward-looking statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts or discuss the business and affairs of CIM Commercial on a prospective basis. Further, statements that include words such as may, will, project, might, expect, target, believe, anticipate, intend, could, would, estimate, forecast, seek, plan, or should or the negative or other words or expressions of similar meaning, may identify forward-looking statements.

CIM Commercial bases these forward-looking statements on particular assumptions that it has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances. These forward-looking statements are necessarily estimates reflecting the judgment of CIM Commercial and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors, including, but not limited to, those associated with (i) the approval of the Potential Sale by the Board of Directors and, if required, the stockholders of CIM Commercial, (ii) CIM Commercial's ability to consummate the Potential Recapitalization, including the Potential Sale and the Potential Return of Capital Event, (iii) the extent to which directors and officers reinvest proceeds from the Potential Sale into newly issued shares of the Company's common stock, (iv) the terms and timing of the Potential Sale, including the price at which assets are sold, (v) the development and redevelopment of properties of CIM Commercial and (vi) changes in market rental rates. For a further list and description of the risks and uncertainties inherent in the forward looking statements, see CIM Commercial's filings with the Securities and Exchange Commission, including CIM Commercial's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, the Registration Statement on Form S-11 (Reg. No. 333-210880) relating to the Series A preferred stock, the Registration Statement on Form S-3 (Reg. No. 333-203639) relating to the sale of common stock by a selling shareholder and the Registration Statement on Form S-4 (Reg. No. 333-227707) relating to the potential exchange offer for shares of our Series L preferred stock.

As you read and consider the information herein, you are cautioned to not place undue reliance on these forward-looking statements. These statements are not guarantees of performance or results and speak only as of the date hereof. These forward-looking statements involve risks, uncertainties and assumptions. In light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained herein will in fact transpire. New factors emerge from time to time, and it is not possible for CIM Commercial to predict all of them. Nor can CIM Commercial assess the impact of each such factor or the extent to which any factor, or combination of factors may cause results to differ materially from those contained in any forward-looking statement. CIM Commercial undertakes no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

