

Power REIT  
Form 10-K/A  
April 06, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D. C. 20549**

**FORM 10-K/A**

**Amendment No. 1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2015**

Commission File Number: 000-54560

**POWER REIT**

(Exact name of registrant as specified in its charter)

**Maryland**                      **45-3116572**  
(State of organization) (I.R.S. Employer Identification No.)

**301 Winding Road, Old Bethpage, NY 11804**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(212)750-0371**

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                                     | Name of each exchange on which registered |
|---|---|
| <b>Shares of Beneficial Interest, \$0.001 par value</b> | <b>NYSE MKT</b>                           |

**7.75% Series A Cumulative Redeemable**

|                                   |                 |
|-----------------------------------|-----------------|
| <b>Perpetual Preferred Stock,</b> | <b>NYSE MKT</b> |
|-----------------------------------|-----------------|

**Liquidation Preference \$25 per Share**

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the voting common equity of the Registrant held by non-affiliates as of June 30, 2015, the Registrant’s most recently completed second fiscal quarter, was approximately \$5,700,000, computed by reference to the closing price of the Registrant’s shares of beneficial interest (“common shares” or “common stock”) on June 30, 2015 of \$5.80. For purposes of this calculation, common shares held by persons who hold more than 5% of the outstanding shares and shares held by executive officers and trustees have been excluded. This is not a determination of affiliate or executive officer status for any other purpose. The Registrant has no non-voting common equity.

As of March 28, 2016, there were 1,742,688 common shares outstanding and 144,636 Series A \$25 par value Preferred Stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Part III of this annual report on Form 10-K incorporates by reference information in Registrant’s definitive proxy statement to be filed with the Securities and Exchange Commission (the “SEC” or the “Commission”) within 120 days after December 31, 2015.

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 2015 of Power REIT (the “Company”) filed with the Securities and Exchange Commission on March 30, 2016 (the “Form 10-K”) is to furnish Exhibits 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

**EXHIBIT INDEX**

- Exhibit 2.1 Agreement and Plan of Merger by and among Pittsburgh & West Virginia Railroad, Power REIT and Power REIT PA, LLC, dated December 1, 2011, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of December 5, 2011.
- Exhibit 3.1 Declaration of Trust of Power REIT, dated August 25, 2011, as amended and restated November 28, 2011 and as supplemented effective February 12, 2014, incorporated herein by reference to such exhibit to the Registrants Form 10-K filed with the Commission as of April 1, 2014.
- Exhibit 3.2 Bylaws of Power REIT, dated October 20, 2011, incorporated herein by reference to the Registrant's registration statement on Form S-4 filed with the Commission as of November 8, 2011.
- Exhibit 10.1 Lease Agreement between Pittsburgh & West Virginia Railway Company and Norfolk & Western Railway Company, dated July 12, 1962, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of April 2, 2013.
- Exhibit 10.2.1 Promissory Note A from PW Tulare Solar, LLC to Hudson Bay Partners, LP, relating to the acquisition of real property in Tulare County, California, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of July 15, 2013.
- Exhibit 10.2.2 Promissory Note B from PW Tulare Solar, LLC to Hudson Bay Partners, LP, relating to the acquisition of real property in Tulare County, California, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of July 15, 2013.
- Exhibit 10.2.3 Deed of Trust between PW Tulare Solar, LLC and Hudson Bay Partners, LP, relating to the acquisition of real property in Tulare County, California, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of July 15, 2013.
- Exhibit 10.2.4 Guaranty from Power REIT to Hudson Bay Partners, LP, relating to the acquisition of real property in Tulare County, California, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of July 15, 2013.
- Exhibit 10.3 At Market Issuance Sales Agreement between Power REIT and MLV & Co. LLC, dated March 28, 2013, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of March 29, 2013.
- Exhibit 10.4 Power REIT 2012 Equity Incentive Plan, incorporated herein by reference to such exhibit to the Registrant's current report on Form 8-K filed with the Commission as of March 29, 2013.
- Exhibit 14.1 Code of Business Conduct and Ethics, incorporated herein by reference to such exhibit to the Registrant's annual report on Form 10-K filed with the Commission as of March 28, 2012.
- Exhibit 21.1\* Subsidiaries of the Registrant.

Exhibit  
23.1\* Consent of MaloneBailey, LLP.

Exhibit  
31.1\* Sarbanes-Oxley Act Section 302 Certification of David H. Lesser.

Exhibit  
32.1\* Sarbanes-Oxley Act Section 906 Certification of David H. Lesser, file.

Exhibit  
101\*\* Interactive data files pursuant to Rule 405 of Regulation S-T, as of and for the year ended December 31, 2015: (i) Consolidated Balance Sheet, (ii) Consolidated Statement of Operations, (iii) Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and (iv) Notes to the Consolidated Financial Statements.

\* Previously Filed.

\*\* Furnished Herewith.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### POWER REIT

By: */s/ David H. Lesser*

David H. Lesser  
Chairman, CEO, Secretary and Treasurer  
(Principal executive officer, principal  
financial officer and principal accounting officer)

Date: April 6, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons, in the capacities and on the dates indicated.

| <b>Name</b>   | <b>Title</b>   | <b>Date</b>   |
|---|--|---------------|
| <i>/s/ David H. Lesser</i><br>David H. Lesse                | Trustee and Chairman of the Board of<br>Trustees, CEO, Secretary and Treasurer | April 6, 2016 |
| <i>/s/ Virgil E. Wenger</i><br>Virgil E. Wenger             | Trustee  | April 6, 2016 |
| <i>/s/ William S. Susman</i><br>William S. Susman           | Trustee  | April 6, 2016 |
| <i>/s/ Patrick R. Haynes, III</i><br>Patrick R. Haynes, III | Trustee  | April 6, 2016 |

