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**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): December 14, 2016**

**Sterling Real Estate Trust**

(Exact name of registrant as specified in its charter)

**North Dakota**

(State or other Jurisdiction of  
Incorporation)

**000-54295**

(Commission File Number)

**90-0115411**

(IRS Employer Identification No.)

**1711 Gold Drive S., Suite 100**

**Fargo, North Dakota**

(Address of Principal Executive Offices)

**58103**

(Zip Code)

Registrant's telephone number, including area code: **(701) 353-2720**

(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))
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## Section 1 – Registrants’ Business and Operations

### Item 1.01 Amendment of a Material Definitive Agreement.

#### *Second Amendment to Dividend Reinvestment Plan*

On December 14, 2016, Sterling Real Estate Trust (the “Company”) amended its Dividend Reinvestment Plan to provide that: “Automatic Optional Cash Purchases. Participants may, in addition to automatic dividend reinvestments, make automatic optional purchases of Common Shares not to exceed \$10,000 per fiscal quarter and, with the Trust’s prior approval, automatic optional cash purchases in excess of \$10,000 per fiscal quarter. Such automatic optional cash purchases can be payable by automatic deductions from a Participant’s bank account or in another manner acceptable to the Trust. A Participant may not elect automatic optional cash purchases unless the Participant also elects automatic dividend reinvestment.

Participants may not, in any calendar year, purchase or receive via transfer more than \$40,000 in Common Shares derived from the rights granted to Participants under this paragraph.”

The Second Amendment is effective January 1, 2017. The description herein of the Second Amendment to Dividend Reinvestment Plan is qualified in its entirety, and the terms therein are incorporated herein, by reference to the Second Amended to Dividend Reinvestment Plan filed as Exhibit 99.1 hereto.

### Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

<b>Exhibit No.</b>	<b>Title</b>
99.1	Second Amendment to Dividend Reinvestment Plan

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## **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.

### **Sterling Real Estate Trust**

Date: December 20, 2016

By: /s/ Bradley J. Swenson  
Name: Bradley J. Swenson  
Title: President

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**SECOND AMENDMENT TO  
DIVIDEND REINVESTMENT PLAN**

This Second Amendment (“Amendment”) to Dividend Reinvestment Plan (“Plan”) was adopted by Sterling Real Estate Trust (“Trust”) Board of Trustees and is effective January 1, 2017.

**WHEREAS**, Section 6 of the Plan regarding Automatic Cash Purchases shall be amended and restated to change the amount of optional cash purchase from \$5,000 per fiscal quarter to \$10,000 per fiscal quarter; and to change the maximum purchase amount from \$20,000 per calendar year to \$40,000 per calendar year.

**NOW THEREFORE**, Section 6 of the Trust’s Plan is deleted in its entirety and replaced with the following:

6. Automatic Optional Cash Purchases. Participants may, in addition to automatic dividend reinvestments, make automatic optional cash purchases of Common Shares not to exceed \$10,000 per fiscal quarter and, with the Trust’s prior approval, automatic optional cash purchases in excess of \$10,000 per fiscal quarter. Such automatic optional cash purchases can be payable by automatic deductions from a Participant’s bank account or in another manner acceptable to the Trust. A Participant may not elect automatic optional cash purchases unless the Participant also elects automatic dividend reinvestment.

Participants may not, in any calendar year, purchase or receive via transfer more than \$40,000 in Common Shares derived from the rights granted to Participants under this paragraph.

As adopted by the Board of Trustees  
December 14, 2016

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