## SEC Form 4 FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

#### OMB APPROVAL

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |  |
| hours per response:      | . 0.5     |  |  |  |  |  |  |  |

| 1. Name and Addre<br><u>Haga Christo</u> | ss of Reporting Perso<br>pher W | on <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>CTO Realty Growth, Inc.</u> [ CTO ] |                        | ationship of Reporting Person(s) to Issuer<br>k all applicable)<br>Director 10% Owner       |                       |  |
|--|---------------------------------|-----------------|--|------------------------|---|-----------------------|--|
| (Last)<br>PO BOX 10809                   | (First) (Middle)                |                 | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/14/2020                               |                        | Officer (give title below)  | Other (specify below) |  |
| (Street)<br>DAYTONA<br>BEACH             | FL                              | 32114           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                     | 6. Indiv<br>Line)<br>X | vidual or Joint/Group Filing<br>Form filed by One Repo<br>Form filed by More than<br>Person | orting Person         |  |
| (City)                                   | (State)                         | (Zip)           |  |                        |   |                       |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

|                                 |  |   | -      |  | -      |               | -   |  |   |   |
|---------------------------------|--|---|--------|--|--------|---------------|---|--|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code ( | ransaction Disposed Of (D) (Instr. 3, 4 and 5)<br>Code (Instr. |        |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |   |
|                                 |  |   | Code   | v  | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                     | (Instr. 4)  | (Instr. 4)  |
| Common Stock                    | 09/14/2020                                 |   | Р      |  | 1,200  | A             | \$43.7412 <sup>(1)</sup>  | 1,200  | I   | By the<br>reporting<br>person as<br>UGMA<br>custodian |
| Common Stock                    |  |   |        |  |        |               |   | 3,803  | D   |   |

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| I   | (   |  |   |                            |   |     |     |  |   |       |   |  |  |  |  |
|---|---|--|---|----------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code<br>8) |   | of  |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                       | v | (A) | (D) | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

#### Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$43.71 to \$43.75, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.

/s/ Daniel E. Smith, attorneyin-fact for Christopher W.

<u>Haga</u>

09/16/2020

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.