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): June 21, 2023

CTO Realty Growth, Inc. (Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	001-11350 (Commission File Num	59-0483700 ber) (IRS Employer Identification No.)
(A	369 N. New York Aver Suite 201 Winter Park, Florid ddress of principal executiv	(Zip Code)
Registrant's telep	phone number, including ar	ea code: (407) 904-3324
(Former name	Not Applicable e or former address, if chan	ged since last report.)
Check the appropriate box below if the Fo the registrant under any of the following p		simultaneously satisfy the filing obligation of
☐ Written communications pursuant to Ru☐ Soliciting material pursuant to Rule 14a☐ Pre-commencement communications pu☐ Pre-commencement communications pu	a-12 under the Exchange Adursuant to Rule 14d-2(b) un	
Securities registered pursuant to Section 1	2(b) of the Act:	
Title of each class: Common Stock, \$0.01 par value per sh	Trading Symbols CTO	Name of each exchange on which registered NYSE
6.375% Series A Cumulative Redeema Preferred Stock, \$0.01 par value per sl		NYSE
		company as defined in Rule 405 of the Securities s Exchange Act of 1934 (§240.12b-2 of this
Emerging growth company \square		
		rant has elected not to use the extended transition andards provided pursuant to Section 13(a) of the

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2023 Annual Meeting of Stockholders (the "2023 Annual Meeting") of CTO Realty Growth, Inc. (the "Company") was held on June 21, 2023. At the 2023 Annual Meeting, the Company's stockholders (i) elected John P. Albright, George R. Brokaw, Christopher J. Drew, Laura M. Franklin, R. Blakeslee Gable and Christopher W. Haga to serve as members of the board of directors of the Company (the "Board") until the Company's 2024 Annual Meeting of Stockholders; (ii) ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023; (iii) approved, on an advisory basis, the compensation of the Company's named executive officers (the "Say-on-Pay Vote"); (iv) approved, on an advisory basis, holding the Say-on-Pay Vote every year; and (v) approved the CTO Realty Growth, Inc. Fifth Amended and Restated 2010 Equity Incentive Plan, replacing the Company's Fourth Amended and Restated 2010 Equity Incentive Plan.

The proposals below are described in detail in the Company's definitive proxy statement dated April 28, 2023. The voting results for each proposal are as follows:

Proposal 1 – Election of Directors:

				BROKER
DIRECTOR	FOR	AGAINST	ABSTAIN	NON-VOTES
John P. Albright	12,464,223	261,962	43,083	4,572,670
George R. Brokaw	11,114,785	1,606,921	49,491	4,572,670
Christopher J. Drew	12,082,683	635,093	53,421	4,572,670
Laura M. Franklin	12,308,866	419,998	40,404	4,572,670
R. Blakeslee Gable	10,732,358	1,980,798	58,041	4,572,670
Christopher W. Haga	11,968,175	755,862	47,160	4,572,670

Proposal 2 – Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2023:

FOR	AGAINST	<u>ABSTAIN</u>
16,902,599	347,988	93,280

Proposal 3 – The Say-on-Pay Vote:

			BROKER
FOR	<u>AGAINST</u>	<u>ABSTAIN</u>	NON-VOTES
12,266,145	366,946	138,105	4,572,670

Proposal 4 – Advisory vote regarding frequency of the Say-on-Pay Vote:

				BROKER
1 YEAR	2 YEARS	3 YEARS	<u>ABSTAIN</u>	NON-VOTES
12,266,043	47,803	441,073	56,277	4,572,670

In light of the stockholders' recommendation that future Say-on-Pay Votes be held every year, which was consistent with the recommendation of the Board, the Company has decided that the Company will hold future Say-on-Pay votes every year, until the next required advisory vote of stockholders regarding the frequency of future Say-on-Pay Votes.

Proposal 5 – Approval of the CTO Realty Growth, Inc. Fifth Amended and Restated 2010 Equity Incentive Plan:

			BROKER
<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	NON-VOTES
11,797,579	841,228	132,389	4,572,670

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.

Date: June 23, 2023

CTO Realty Growth, Inc.

By: /s/ John P. Albright

John P. Albright, President and Chief Executive Officer