

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 18, 2019**

**GREEN PLAINS INC.**

(Exact name of registrant as specified in its charter)

**Iowa**

(State or other jurisdiction of incorporation)

**001-32924**  
(Commission file number)

**84-1652107**  
(IRS employer identification no.)

**1811 Aksarben Drive, Omaha, Nebraska**  
(Address of principal executive offices)

**68106**  
(Zip code)

**(402) 884-8700**  
(Registrant's telephone number, including area code)

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))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	GPPE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

*Dividend Suspension*

On June 18, 2019, Green Plains Inc. (the “Company”) issued a press release announcing that its Board of Directors has decided to suspend its quarterly cash dividend. A copy of the press release is furnished hereto as Exhibit 99.1.

*Proxy Correction*

After the Company’s 2019 annual meeting of shareholders held on May 8, 2019, the Company discovered an inadvertent error in the proxy statement with respect to the number of shares remaining available under the new 2019 Equity Incentive Plan. The number of shares remaining that was disclosed in the proxy statement was as of December 31, 2018 not as of March 2, 2019. The correct number of shares remaining as of March 2, 2019 was 829,218 shares.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed as part of this report.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	<a href="#"><u>Press Release, dated June 18, 2019</u></a>

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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.

**Green Plains Inc.**

Date: June 18, 2019

By: /s/ Michelle Mapes  
Michelle Mapes  
Chief Legal & Administration Officer and Corporate Secretary

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## Green Plains Announces Suspension of Quarterly Cash Dividend

**OMAHA, Neb., June 18, 2019 (GLOBE NEWSWIRE)** – Green Plains Inc. (NASDAQ:GPRE) today announced that its board of directors has decided to suspend its quarterly cash dividend in order to retain and redirect cash flow to the company’s Project 24 opex equalization plan, the deployment of high-protein technology and its stock repurchase program.

“As part of our capital allocation plan, we believe suspending our cash dividend enables us to expedite our investments into our Project 24 initiative, which is expected to significantly reduce our ethanol production operating costs, and support deployment of our high-protein feed technology across our production platform,” said Todd Becker, president and chief executive officer. “We are confident that by suspending our dividend, we can prudently direct this cash flow to opportunities within our business to create greater shareholder returns over the near and long term.”

“We intend to immediately deploy capital to repurchase stock pursuant to the remaining availability of approximately \$80 million under the \$100 million program authorized by the Board of Directors in August 2014,” added Becker.

### **About Green Plains Inc.**

Green Plains Inc. (NASDAQ:GPRE) is a diversified commodity-processing business with operations related to ethanol production, grain handling and storage, cattle feeding, and commodity marketing and logistics services. The company is one of the leading producers of ethanol in the world and, through its adjacent businesses, is focused on the production of high-protein feed ingredients and export growth opportunities. Green Plains owns a 49.1% limited partner interest and a 2.0% general partner interest in Green Plains Partners. For more information about Green Plains, visit [www.gpreinc.com](http://www.gpreinc.com).

### **Forward-Looking Statements**

This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements reflect management’s current views, which are subject to risks and uncertainties including, but not limited to, anticipated financial and operating results, plans and objectives that are not historical in nature. These statements may be identified by words such as “believe,” “expect,” “may,” “should,” “will” and similar expressions. Factors that could cause actual results to differ materially from those expressed or implied include: competition in the industries in which Green Plains operates; commodity market risks, financial market risks; counterparty risks; risks associated with changes to federal policy or regulation, including changes to tax laws; risks related to closing and achieving anticipated results from acquisitions and disposals. Other factors can include risks associated with the Green Plains’ ability to successfully complete the sale of assets related to the company’s announced portfolio optimization plan or achieve anticipated savings from Project 24, and realized benefits from high-protein technology investment and other risks discussed in Green Plains’ reports filed with the Securities and Exchange Commission. Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this news release. Green Plains assumes no obligation to update any such forward-looking statements, except as required by law.

**Contact:** Jim Stark, Executive Vice President - Investor and Media Relations, Green Plains Inc. (402) 884-8700

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