

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.**

On June 18, 2019, Green Plains Inc. (the “Company”) issued a press release announcing it intends to offer, subject to market and other conditions, \$100.0 million aggregate principal amount of Convertible Senior Notes due 2024 (the “Notes”). The Notes will be convertible, when certain conditions are met, into cash, shares of the Company’s common stock or a combination of cash and common stock, at the Company’s election. The interest rate, conversion rate, offering price and other terms are to be determined at the time of pricing of the offering. The Notes are to be offered and sold in a private placement to qualified institutional buyers (as defined in Rule 144A under the Securities Act of 1933, as amended). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**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="#">Press Release, dated June 18, 2019</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 Proposed Private Offering of \$100 Million Aggregate Principal Amount of Convertible Senior Notes**

**OMAHA, NEB., June 18, 2019 (GLOBE NEWSWIRE)** – Green Plains Inc. (NASDAQ:GPRE) today announced that it intends to offer \$100 million aggregate principal amount of convertible senior notes due 2024 in a private placement to qualified institutional buyers (as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”)), subject to market and other conditions. The notes will be convertible into cash, shares of the company’s common stock or a combination of cash and common stock, at the election of the company, when certain conditions are met. The interest rate, conversion rate, offering price and other terms will be determined at the time of pricing of the offering. The company also intends to grant the initial purchasers of the notes a 30-day option to purchase up to an additional \$20 million aggregate principal amount of notes.

The company expects to use up to \$40 million of the net proceeds from the offering to repurchase shares of common stock concurrently with the pricing of the offering in privately negotiated transactions. The share repurchases of up to \$40 million will be allocated from the remaining \$80 million of availability under the company’s \$100 million stock purchase program authorized by the Board of Directors in 2014. The company expects to use the remaining proceeds to repurchase, in privately negotiated transactions concurrently with this offering, or repay, at maturity, the \$56.8 million outstanding aggregate principal amount of its 3.25% convertible senior notes due 2019 (the “2019 notes”), and for general corporate purposes.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any notes or the shares of common stock, if any, issuable upon conversion of the notes. The notes or common stock issuable upon conversion of the notes will not be sold in any state or jurisdiction where the offer, solicitation or sale is unlawful. The offer and sale of the notes or shares of the company’s common stock, if any, issuable upon conversion of the notes have not been registered under the Securities Act, or applicable state securities laws, and the notes and such shares will not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

### **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.

### **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.

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