
**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)

May 8, 2025

Transcontinental Realty Investors, Inc.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of Incorporation or organization)	001-09240 (Commission File Number)	94-6565852 (IRS Employer Identification Number)
1603 LBJ Freeway, (Address of principal executive offices)	Suite 800 Dallas TX (469) 522-4200 Registrant's Telephone Number, including area code	75234 (Zip 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 Securities Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Securities Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities 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(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	TCI	NYSE

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 ((17 CFR 230.405 of or Rule 12b-2 of the Securities Act of 1934 (17 CFR 230.405):

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.

Section 2 – Financial Information

Item 2.02. Results of Operations and Financial Condition

On May 8, 2025, Transcontinental Realty Investors, Inc. (“TCI” or the “Company”) announced its operational results for the quarter ended March 31, 2025. A copy of the announcement is attached as Exhibit “99.1.”

The information furnished pursuant to Item 2.02 in this Form 8-K, including Exhibit “99.1” attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. We undertake no duty or obligation to publicly update or revise the information furnished pursuant to Item 2.02 of this Current Report on Form 8-K.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is furnished with this Report:

<u>Exhibit No.</u>	<u>Description</u>	
99.1 *	Press release dated	May 8, 2025

* Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRANSCONTINENTAL REALTY INVESTORS, INC.

Dated: May 8, 2025

By: /s/ ERIK L. JOHNSON

Erik L. Johnson

President and Chief Executive Officer

NEWS RELEASE

FOR IMMEDIATE RELEASE

Contact:

Transcontinental Realty Investors, Inc. Investor Relations

Erik Johnson (469) 522-4200

investor.relations@transconrealty-invest.com

Transcontinental Realty Investors, Inc. reports Earnings for Q1 2025

DALLAS (May 8, 2025) -- Transcontinental Realty Investors, Inc. (NYSE:TCI) is reporting its results of operations for the three months ended March 31, 2025. For the three months ended March 31, 2025, we reported net income attributable to common shares of \$4.6 million or \$0.53 per diluted share, compared to \$2.5 million or \$0.30 per diluted share for the same period in 2024.

Financial Highlights

- Total occupancy was 80% at March 31, 2025, which includes 94% at our multifamily properties and 53% at our commercial properties.
- On December 13, 2024, we sold 30 single family lots from our holdings in Windmill Farms for \$1.4 million, resulting in a gain on sale of \$1.1 million.

Financial Results

Rental revenues increased \$0.1 million from \$11.3 million for the three months ended March 31, 2024 to \$11.4 million for the three months ended March 31, 2025. The increase in rental revenue is primarily due to an increase in rents at our multifamily properties.

Net operating loss decreased \$0.7 million from \$1.3 million for the three months ended March 31, 2024 to \$0.6 million for the three months ended March 31, 2025. Our decrease in net operating loss was due to a \$0.6 million decrease in operating expenses. The decrease in operating expenses is primarily due to a decrease in the cost of insurance and property taxes for the three months ended March 31, 2025.

Net income attributable to the Company increased \$2.1 million from \$2.5 million for the three months ended March 31, 2024 to \$4.6 million for the three months ended March 31, 2025. The increase in net income is primarily attributed to an increase in gain on real estate transactions offset in part by a decrease in interest income and an increase in tax provision for the three months ended March 31, 2025.

About Transcontinental Realty Investors, Inc.

Transcontinental Realty Investors, Inc., a Dallas-based real estate investment company, holds a diverse portfolio of equity real estate located across the U.S., including office buildings, apartments, shopping centers, and developed and undeveloped land. The Company invests in real estate through direct ownership, leases and partnerships and invests in mortgage loans on real estate. The Company also holds mortgage receivables.

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share amounts)
(Unaudited)

	Three Months Ended	
	March 31,	
	2025	2024
Revenues:		
Rental revenues	\$ 11,427	\$ 11,279
Other income	581	620
Total revenue	<u>12,008</u>	<u>11,899</u>
Expenses:		
Property operating expenses	5,977	6,634
Depreciation and amortization	2,883	3,172
General and administrative	1,352	1,261
Advisory fee to related party	2,431	2,165
Total operating expenses	<u>12,643</u>	<u>13,232</u>
Net operating loss	(635)	(1,333)
Interest income	4,628	6,127
Interest expense	(1,781)	(1,869)
Equity in income from unconsolidated joint venture	—	435
Gain on sale or write down of assets, net	3,891	—
Income tax provision	(1,322)	(603)
Net income	4,781	2,757
Net income attributable to noncontrolling interest	(163)	(208)
Net income attributable to the Company	<u>\$ 4,618</u>	<u>\$ 2,549</u>
Earnings per share		
Basic and diluted	<u>\$ 0.53</u>	<u>\$ 0.30</u>
Weighted average common shares used in computing earnings per share		
Basic and diluted	<u>8,639,316</u>	<u>8,639,316</u>