
**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): January 1, 2022

Bridge Investment Group Holdings Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40622
(Commission
File Number)

86-2769085
(IRS Employer
Identification No.)

111 East Sego Lily Drive, Suite 400
Salt Lake City, Utah
(Address of Principal Executive Offices)

84070
(Zip Code)

(801) 716-4500
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	BRDG	New York Stock Exchange

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.

Item 3.02. Unregistered Sales of Equity Securities and Use of Proceeds.*Redemption of Equity Interests*

On January 1, 2022, Bridge Investment Group Holdings Inc. (the “Company” or, together with its subsidiaries, “Bridge”) and Bridge Investment Group Holdings LLC (the “Operating Company”) issued 790,424 shares of Class A common stock, \$0.01 par value per share (the “Class A Shares”), and 13,255,888 Class A common units (the “Class A Units”), respectively, to redeem certain equity interests in their subsidiaries. The Class A Shares and Class A Units were valued at a total of \$19,736,887 and \$330,999,523, respectively, based on the closing price of the Class A Shares on December 31, 2021.

The terms of the Class A Units are governed by the Operating Company’s Fifth Amended and Restated LLC Agreement. The Class A Units are redeemable at the option of the holders, which redemption obligation may be satisfied by cash or newly issued shares of Class A common stock at the election of the Company (determined solely by its independent directors (within the meaning of the New York Stock Exchange rules) who are disinterested).

The Class A Shares and Class A Units were issued in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

Agreement to Issue Class A Units

On December 16, 2021, the Operating Company entered into an agreement to acquire equity interests in a property manager and to purchase related assets. The aggregate consideration to be paid by the Operating Company at closing is approximately (i) \$15 million in cash and (ii) \$15 million of Class A Units, determined based on the volume weighted average price of the Class A Shares over a specified period prior to closing. Based on the closing price of the Class A Shares on January 5, 2022, the Operating Company expects to issue approximately 675,676 Class A Units at closing. The acquisition is expected to close during the first quarter of 2022, subject to the satisfaction of customary closing conditions.

The Class A Units will be issued in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

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.

BRIDGE INVESTMENT GROUP HOLDINGS INC.

By: /s/ Jonathan Slager

Name: Jonathan Slager

Title: Chief Executive Officer

Date: January 6, 2022