
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): April 20, 2022

NorthStar Healthcare Income, Inc.

(Exact name of Registrant as Specified in its Charter)

Maryland
**(State or other jurisdiction of
incorporation)**

000-55190
(Commission File Number)

27-3663988
**(I.R.S. Employer
Identification No.)**

**4350 East West Highway, Suite 1050,
Bethesda, MD 20814**
(Address of Principal Executive Offices, Including Zip Code)

(240) 479-7115
(Registrant's telephone number, including area code)

**590 Madison Avenue, 34th Floor,
New York, NY 10022**
(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 (see General Instruction A.2. below):

- 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(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	None	None

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 8.01. Other Events.

On April 20, 2022, NorthStar Healthcare’s board of directors (the “Board”) declared a special distribution of \$0.50 per share (the “Special Distribution”) for each stockholder of record on May 2, 2022 (the “Record Date”). In addition, on April 12, 2022, the Board elected to suspend NorthStar Healthcare’s Distribution Reinvestment Plan effective April 30, 2022. As a result, the Special Distribution will be paid only in cash and is expected to be paid to stockholders of record shortly following the Record Date.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: April 21, 2022

By: /s/ Ann B. Harrington
Ann B. Harrington
General Counsel and Secretary