

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): December 18, 2025**

**S T R A T U S** ®

**Stratus Properties Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-37716**  
(Commission File  
Number)

**72-1211572**  
(I.R.S. Employer  
Identification  
Number)

**212 Lavaca St., Suite 300**  
**Austin, Texas**  
(Address of Principal Executive Offices)

**78701**  
(Zip Code)

Registrant's telephone number, including area code: (512) 478-5788

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
Common Stock, par value \$0.01 per share	STRS	The NASDAQ Stock Market

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 1.01. Entry into a Material Definitive Agreement.

On December 18, 2025 (the Effective Date), Stratus Kingwood Place, L.P. (Seller), a Texas limited partnership and a subsidiary of Stratus Properties Inc. (Stratus), entered into an Agreement of Sale and Purchase (the Purchase Agreement), with CH Realty X/R Houston Kingwood Place, L.P., a Delaware limited partnership (Purchaser), pursuant to which Seller agreed to sell to Purchaser the real and personal property associated with the Kingwood Place project for a purchase price of \$60.8 million in cash. Kingwood Place is Stratus' H-E-B, L.P. (H-E-B) grocery-anchored, mixed-use development project in Kingwood, Texas (in the greater Houston area). The Kingwood Place project includes 151,877 square feet of retail lease space, anchored by a 103,000-square-foot H-E-B grocery store, and five pad sites.

Stratus owns approximately 60% of Kingwood Place through a limited partnership with equity investors. If the sale is completed, it is expected to generate estimated pre-tax net cash proceeds of approximately \$26 million, after selling costs and payment of the project loan. The sale, if completed, is expected to close in the first quarter of 2026, following the expiration of the inspection period described below and subject to the satisfaction or waiver of a number of customary closing conditions. The Purchase Agreement will terminate and the earnest money deposited as described below will be refunded to Purchaser if all conditions to closing are not satisfied or waived by the parties.

Pursuant to the Purchase Agreement, Purchaser deposited \$1.0 million in earnest money in escrow (the Earnest Money Deposit) with an additional \$1.0 million to be deposited in escrow within three business days after the expiration of the 30-day inspection period (the Additional Earnest Money Deposit). Such deposits will be applied toward the purchase price at closing, as applicable. Purchaser will conduct due diligence of Kingwood Place during a 30-day inspection period. Purchaser may terminate the Purchase Agreement, in its sole discretion, with or without cause, on or prior to December 31, 2025, the expiration of the inspection period, and the Earnest Money Deposit will be returned to Purchaser. In the event of a default by Purchaser after the inspection period, Seller would retain the Earnest Money Deposit and the Additional Earnest Money Deposit as liquidated damages in full satisfaction of Seller's claims against Purchaser for any default.

The Purchase Agreement contains other covenants and termination provisions, and representations, warranties, and indemnities customary for transactions of this type. The closing of the sale is not subject to any financing condition.

The foregoing summary of the Purchase Agreement and the transactions contemplated thereby is not intended to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which will be filed by Stratus as an exhibit to its next periodic report, or in an earlier filing. The Purchase Agreement contains representations, warranties and covenants of the parties, which were made only for purposes of the Purchase Agreement as of the specific dates set forth therein, were made for the benefit of the other party and should not be relied upon by any other person. Such representations, warranties and covenants (i) are subject to limitations agreed upon among the parties (ii) have been qualified by schedules and exhibits, (iii) are subject to materiality standards that may differ from what may be viewed as material by investors, (iv) are made as of specified dates, and (v) may have been used for the purpose of allocating risk among the parties rather than establishing matters of fact. Accordingly, the representations, warranties and covenants should not be relied upon as characterizations of the actual state of facts.

#### Item 8.01. Other Events.

On December 22, 2025, Stratus issued a press release, titled "Stratus Properties Inc. Announces Review of Strategic Alternatives to Maximize Shareholder Value." A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

#### **CAUTIONARY STATEMENT**

This report contains forward-looking statements in which Stratus discusses factors it believes may affect its future performance and business strategy. Forward-looking statements are all statements other than statements of historical fact, such as statements regarding the potential outcomes of the review of

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strategic alternatives, the potential strategic alternatives that may be considered, the potential for future cash returns to shareholders, Stratus' estimated pre-tax proceeds from the sale of Kingwood Place, and whether and when the sale of Kingwood Place will be completed. The words "anticipate," "may," "can," "plan," "believe," "potential," "estimate," "expect," "project," "target," "intend," "likely," "will," "should," "to be" and any similar expressions or statements are intended to identify those assertions as forward-looking statements.

Stratus cautions readers that forward-looking statements are not guarantees of future performance, and its actual results may differ materially from those anticipated, expected, projected or assumed in the forward-looking statements. Important factors that can cause Stratus' actual results to differ materially from those anticipated in the forward-looking statements include, but are not limited to, the risks associated with the strategic alternatives review, including whether the objectives of the strategic review process will be achieved, the incurrence of costs and expenses, the diversion of management's time in connection with such review, and the risk that the strategic review and its announcement could have an adverse effect on the ability of Stratus to retain and hire key personnel and maintain relationships with partners, suppliers, employees, shareholders and others and on its operating results and business generally, the possibility that Stratus may decide not to change its long-term business strategy following the Board of Directors' (Board) strategic review process, Stratus' inability to consummate any proposed strategic alternative resulting from the strategic review due to, among other things, market, regulatory and other factors, the potential for disruption to Stratus' business resulting from the strategic review process, the risk of any litigation relating to the strategic review, potential adverse effects on Stratus' stock price from the announcement, suspension or consummation of the strategic review process and the results thereof, whether Stratus and Purchaser will satisfy their respective obligations and conditions to closing under the Purchase Agreement in the anticipated timeframe or at all, Stratus' ability to implement its business strategy successfully, including its ability to develop, finance, construct and sell or lease properties on terms its Board considers acceptable, increases in operating and construction costs, including real estate taxes, maintenance and insurance costs, and the cost of building materials and labor, elevated inflation and interest rates, the effect of changes in tariffs and trade policies, including threatened tariffs, supply chain constraints, Stratus' ability to pay or refinance its debt, extend maturity dates of its loans or comply with or obtain waivers of financial and other covenants in debt agreements and to meet other cash obligations, availability of bank credit, defaults by contractors and subcontractors, declines in the market value of Stratus' assets, market conditions or corporate developments that could preclude, impair or delay any opportunities with respect to plans to sell, recapitalize or refinance properties, a decrease in the demand for real estate in select markets in Texas where Stratus operates, particularly in Austin, changes in economic, market, tax, business and geopolitical conditions, potential U.S. or local economic downturn or recession, Stratus' ability to obtain various entitlements and permits, changes in laws, regulations or the regulatory environment affecting the development of real estate, and other factors described in more detail under the heading "Risk Factors" in Stratus' Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, each filed with the U.S. Securities and Exchange Commission.

Investors are cautioned that many of the assumptions upon which Stratus' forward-looking statements are based are likely to change after the date the forward-looking statements are made. Further, Stratus may make changes to its business plans that could affect its results. Stratus cautions investors that it undertakes no obligation to update any forward-looking statements, which speak only as of the date made, notwithstanding any changes in its assumptions, business plans, actual experience or other changes.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title</u>
<a href="#">99.1</a>	Press release dated December 22, 2025, titled "Stratus Properties Inc. Announces Review of Strategic Alternatives to Maximize Shareholder Value."
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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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.

Stratus Properties Inc.

By: /s/ Erin D. Pickens  
Erin D. Pickens  
Senior Vice President and  
Chief Financial Officer  
(authorized signatory and  
Principal Financial Officer and  
Principal Accounting Officer)

Date: December 22, 2025

Stratus Properties Inc.  
212 Lavaca St., Suite 300  
Austin, Texas 78701

## NEWS RELEASE

NASDAQ Symbol: "STRS"

**Financial and Media Contact:**

William H. Armstrong III  
(512) 478-5788

### STRATUS PROPERTIES INC. ANNOUNCES REVIEW OF STRATEGIC ALTERNATIVES TO MAXIMIZE SHAREHOLDER VALUE

#### *Company Announces Agreement to Sell Kingwood Place*

AUSTIN, TX, December 22, 2025 – Stratus Properties Inc. (NASDAQ: STRS) ("Stratus") today announced that its Board of Directors (the "Board") has initiated a process to explore strategic alternatives to maximize shareholder value with the assistance of outside, independent financial and legal advisors. The Board intends to consider a comprehensive range of alternatives, including but not limited to the sale of Stratus, a plan of dissolution and liquidation, further share repurchases and other strategic or financial transactions.

Stratus also announced that it has entered into an agreement to sell Kingwood Place for \$60.8 million. Kingwood Place is Stratus' H-E-B-anchored, mixed-use development project in Kingwood, Texas (in the greater Houston area). If the sale is completed, it is expected to generate estimated pre-tax net cash proceeds of approximately \$26 million, after selling costs and payment of the project loan. This represents a premium to Stratus' pre-tax net asset value of Kingwood Place, as reflected in Stratus' Investor Presentation dated March 28, 2025. Stratus owns approximately 60% of Kingwood Place through a limited partnership with equity investors. The sale, if completed, is expected to close in first-quarter 2026, following expiration of the inspection period during which the buyer may terminate the contract and subject to satisfaction of closing conditions. This transaction would follow the recently completed sales of two of Stratus' other stabilized retail projects, Lantana Place – Retail and West Killeen Market.

**William H. Armstrong III, Chairman of the Board and Chief Executive Officer of Stratus, said, "Over the past ten years, we have secured valuable entitlements for our early-stage projects and successfully leased or sold the vast majority of our completed properties. We now have a solid cash position from recent asset sales, a streamlined portfolio and a more mature asset base. With a track record of realizing premium value through asset sales, and building on the Board's exploration of opportunities for the use of our cash, we believe this is the right time to evaluate mechanisms for recognizing the value of our remaining portfolio and returning cash to shareholders in a tax-efficient manner."**

The Board has not set a timetable for the conclusion of its evaluation, nor has it made any decisions related to any potential strategic alternatives at this time. There can be no assurance as to the outcome of this process, or if a transaction does occur, the timing of any such transaction. Stratus does not intend to comment further on this process until it deems further disclosure is appropriate or necessary.

Eastdil Secured is serving as Stratus' financial advisor in conjunction with this process. Jones Walker LLP and Sidley Austin LLP are serving as Stratus' legal advisors.

#### **About Stratus**

Stratus Properties Inc. is engaged primarily in the entitlement, development, management, leasing and sale of multi-family and single-family residential and commercial real estate properties in the Austin, Texas area and other select markets in Texas. In addition to its developed properties, Stratus has a development portfolio that consists of approximately 1,500 acres of commercial and residential projects under development or undeveloped land held for future use. Stratus' commercial real estate portfolio consists of stabilized retail properties or future retail and mixed-use development projects with no

commercial office space. Stratus generates revenues and cash flows from the sale of its developed and undeveloped properties, the lease of its retail, mixed-use and multi-family properties and development and asset management fees received from its properties.

#### **CAUTIONARY STATEMENT**

*This press release contains forward-looking statements in which Stratus discusses factors it believes may affect its future performance and business strategy. Forward-looking statements are all statements other than statements of historical fact, such as statements regarding the potential outcomes of the review of strategic alternatives, the potential strategic alternatives that may be considered, the potential for future cash returns to shareholders, Stratus' estimated pre-tax proceeds from the sale of Kingwood Place, and whether and when the sale of Kingwood Place will be completed. The words "anticipate," "may," "can," "plan," "believe," "potential," "estimate," "expect," "project," "target," "intend," "likely," "will," "should," "to be" and any similar expressions or statements are intended to identify those assertions as forward-looking statements.*

*Stratus cautions readers that forward-looking statements are not guarantees of future performance, and its actual results may differ materially from those anticipated, expected, projected or assumed in the forward-looking statements. Important factors that can cause Stratus' actual results to differ materially from those anticipated in the forward-looking statements include, but are not limited to, the risks associated with the strategic alternatives review, including whether the objectives of the strategic review process will be achieved, the incurrence of costs and expenses, the diversion of management's time in connection with such review, and the risk that the strategic review and its announcement could have an adverse effect on the ability of Stratus to retain and hire key personnel and maintain relationships with partners, suppliers, employees, shareholders and others and on its operating results and business generally, the possibility that Stratus may decide not to change its long-term business strategy following the Board's strategic review process, Stratus' inability to consummate any proposed strategic alternative resulting from the strategic review due to, among other things, market, regulatory and other factors, the potential for disruption to Stratus' business resulting from the strategic review process, the risk of any litigation relating to the strategic review, potential adverse effects on Stratus' stock price from the announcement, suspension or consummation of the strategic review process and the results thereof, whether Stratus and the purchaser will satisfy their respective obligations and conditions to closing under the purchase agreement for Kingwood Place in the anticipated timeframe or at all, Stratus' ability to implement its business strategy successfully, including its ability to develop, finance, construct and sell or lease properties on terms its Board considers acceptable, increases in operating and construction costs, including real estate taxes, maintenance and insurance costs, and the cost of building materials and labor, elevated inflation and interest rates, the effect of changes in tariffs and trade policies, including threatened tariffs, supply chain constraints, Stratus' ability to pay or refinance its debt, extend maturity dates of its loans or comply with or obtain waivers of financial and other covenants in debt agreements and to meet other cash obligations, availability of bank credit, defaults by contractors and subcontractors, declines in the market value of Stratus' assets, market conditions or corporate developments that could preclude, impair or delay any opportunities with respect to plans to sell, recapitalize or refinance properties, a decrease in the demand for real estate in select markets in Texas where Stratus operates, particularly in Austin, changes in economic, market, tax, business and geopolitical conditions, potential U.S. or local economic downturn or recession, Stratus' ability to obtain various entitlements and permits, changes in laws, regulations or the regulatory environment affecting the development of real estate, and other factors described in more detail under the heading "Risk Factors" in Stratus' Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, each filed with the U.S. Securities and Exchange Commission.*

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A copy of this release is available on Stratus' website, [stratusproperties.com](https://stratusproperties.com).