

**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): November 8, 2016**

**Consolidated-Tomoka Land Co.**  
(Exact name of Registrant as Specified in Its Charter)

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

**001-11350**  
(Commission  
File Number)

**59-0483700**  
(IRS Employer  
Identification No.)

**1530 Cornerstone Boulevard, Suite  
100**

**Daytona Beach, Florida**  
(Address of Principal Executive Offices)

**32117**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (386) 274-2202**

**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 (see General Instructions 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))
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**Item 1.02 Termination of a Material Definitive Agreement.**

On November 10, 2016, Consolidated-Tomoka Land Co., a Florida corporation (the "Company"), issued a press announcing the termination on November 8, 2016 of its contract with an affiliate of Land Venture Partners, LLC for the sale of the Company's 500,000 acres of subsurface interests, all located in the state of Florida, including the royalty interests in two operating oil wells in Lee County, Florida and the Company's interests in the oil exploration lease with Kerogen Florida Energy Company LP, for a sales price of approximately \$24 million. The Company and the counterparty, among other things, were unable to reach a resolution on issues pertaining to the acceptability of title for a portion of the total acres in the subsurface portfolio. A copy of the press release is furnished as an exhibit to this report.

**Item 7.01 Regulation FD Disclosure.**

A copy of the above-mentioned press release is furnished as an exhibit hereto pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated November 10, 2016

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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 thereunto duly authorized.

Company Name

Date: November 14, 2016

By:                   /s/ Mark E. Patten                    
**Mark E. Patten,**  
**Senior Vice President and Chief**  
**Financial Officer**

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## Press Release

Contact: Mark E. Patten, Sr. Vice President & Chief Financial Officer  
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Phone: (386) 944-5643

Facsimile: (386) 274-1223

FOR  
IMMEDIATE  
RELEASE

### **CONSOLIDATED TOMOKA ANNOUNCES TERMINATION OF CONTRACT FOR SALE OF SUBSURFACE INTERESTS**

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**November 10, 2016** - DAYTONA BEACH, FLORIDA - Consolidated-Tomoka Land Co. (NYSE MKT: CTO) (the “Company”) today announced that the purchase and sale agreement (the “Subsurface Agreement”) for the sale of all of its approximately 500,000 acres of subsurface interests (the “Subsurface Portfolio”) that was originally executed on April 13, 2016 between the Company and an affiliate of Land Venture Partners, LLC (the “Potential Purchaser”) was terminated on November 8, 2016. The Company and the Potential Purchaser, amongst other things, were unable to reach a resolution on issues pertaining to the acceptability of title for a portion of the total acres in the Subsurface Portfolio. While the Company and the Potential Purchaser continue to discuss a modified transaction structure the parties mutually agreed to terminate the existing Subsurface Agreement. However, there can be no assurances regarding the likelihood or timing of a potential modified transaction with the Potential Purchaser or, if any occur, the final terms including sales price.

#### **About Consolidated-Tomoka Land Co.**

Consolidated-Tomoka Land Co. is a Florida-based publicly traded real estate company, which owns a portfolio of income investments in diversified markets in the United States including more than 1.6 million square feet of income properties, as well as approximately 10,500 acres of land in the Daytona Beach area. Visit our website at [www.ctlc.com](http://www.ctlc.com).

We encourage you to review our most recent investor presentation, which has been updated for the results for the year ended December 31, 2015, available on our website at [www.ctlc.com](http://www.ctlc.com).

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#### SAFE HARBOR

Certain statements contained in this press release (other than statements of historical fact) are forward-looking statements. Words such as “believe,” “estimate,” “expect,” “intend,” “anticipate,” “will,” “could,” “may,” “should,” “plan,” “potential,” “predict,” “forecast,” “project,” and similar expressions and variations thereof identify certain of such forward-looking statements, which speak only as of the dates on which they were made. Although forward-looking statements are made based upon management’s expectations and beliefs concerning future developments and their potential effect upon the Company, a number of factors could cause the Company’s actual results to differ materially from those set forth in the forward-looking statements. Such factors include the uncertainties and risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission. There can be no assurance that future developments will be in accordance with management’s expectations or that the effect of future developments on the Company will be those anticipated by management.

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