

GLOBAL HEALTHCARE REIT, INC.
Form SC 13D
May 10, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

GLOBAL HEALTHCARE REIT, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

37953J 10 7

(CUSIP Number)

Clifford L. Neuman, PC

6800 N. 79th Street, Suite 200

Niwot, Colorado 80503

(303) 449 – 2100

(Name, Address, and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 4, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 37953J 10.7

(1) Names of Reporting Persons, S.S. or I.R.S. Identification Nos. of Above Persons

Zvi Rhine

(2) Check the Appropriate Box if a Member (a) of a Group* (b)

(3) SEC Use Only

(4) Source of Funds* **PF**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

U.S.A.

Number of Shares (7) Sole Voting Power 1,418,832
Beneficially Owned (8) Shared Voting Power 555,000
by Each Reporting (9) Sole Dispositive Power 1,418,832
Person With (10) Shared Dispositive Power 555,000

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,973,832

(12) Check if the Aggregate Amount in the Row (11) Excludes Certain Shares* []

(13) Percent of Class Represented by Amount in Row (11) 7.3%

(14) Type of Reporting Person* **IN**

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1. SECURITY AND ISSUER

The class of securities to which this statement relates is common stock, par value \$.05 per share (the “Common Stock”) of Global Healthcare REIT, Inc., a Utah corporation (the “Company”). The address and principal executive offices of the Company is 6800 N. 79th St., Ste. 200, Niwot, Colorado 80503.

ITEM 2. IDENTITY AND BACKGROUND

(a)-(c) This Report is being filed by Zvi Rhine, 401 E. Ontario St., Ste. 2301, Chicago, IL 60611. Mr. Rhine is President and CFO of the Issuer and is a member of the Board of Directors of the Issuer.

(d)-(f) The natural person referred to above is a United States Citizen. During the last five years, he has not been (i) convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On April 1, 2018 Mr. Rhine was granted options (“Options”) exercisable to purchase an aggregate of 600,000 shares of common stock at an exercise price of \$.36 per share pursuant to the execution of an employment with the Company. The Options are subject to vesting in tranches of 150,000 (each a “Tranche”), with the first Tranche vested upon grant and the second, third and fourth Tranches vesting in 12, 18 and 24 months from the grant date.

On May 4, 2018, Mr. Rhine was granted a restricted stock award (“Award”) of 150,000 shares pursuant to his Employment Agreement, the Award subject to vesting 50% after one year and the remaining 50% after two years.

ITEM 4. PURPOSE OF TRANSACTION

The securities of the Company were acquired by Mr. Rhine for investment. Mr. Rhine reserves the right to acquire additional shares of the Company’s common stock or dispose of shares of the Company’s common stock, either in open market purchases or in private transactions.

Effective July 1, 2015, Mr. Rhine was elected to serve as a member of the Board of Directors of the Company. Mr. Rhine also serves as President and CFO of the Issuer. Accordingly, all future acquisitions and dispositions of securities of the Company will be undertaken in conformity with the requirements of Section 16 of the Exchange Act and rules and regulations promulgated thereunder.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) At the close of business on May 4, 2018, Mr. Rhine would be deemed the beneficial owner, within the meaning of Rule 13d-3 under the Exchange Act, of an aggregate of 1,973,832 shares, consisting of:

- (i) 555,000 shares of common stock owned of record by Sabra Investments, LP, of which Mr. Rhine is a control person.
- (ii) 200,000 options to purchase shares of common stock owned directly by Mr. Rhine (which excludes options to purchase 450,000 shares of common stock subject to future vesting); and
- (iii) 1,218,832 shares of common stock owned of record directly by Mr. Rhine (which excludes 150,000 shares of Common Stock granted under the Award subject to future vesting).

The securities represent 7.3% of the issued and outstanding shares of common stock of the Company. The foregoing is based upon 26,837,816 shares of common stock issued and outstanding as of the date of this Report, excluding 150,000 unvested shares under the Award.

(b) Mr. Rhine has the sole voting and dispositive power with respect to all of the shares of common stock identified in Item 5(a) above, except as noted.

(c) Mr. Rhine has not purchased or sold any shares of common stock during the past 60 days, except as disclosed herein.

(d) Not applicable

(e) Not applicable

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Effective July 1, 2015, Mr. Rhine was elected to serve as a member of the Board of Directors of the Company. Mr. Rhine also serves as President and CFO of the Issuer.

Effective April 1, 2018, Mr. Rhine entered into an Employment Agreement with the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Employment Agreement dated effective April 1, 2018, incorporated by reference from the Company's Current Report on Form 8-K dated May 4, 2018 as filed with the Commission on May 10, 2018.
2. Notice of Grant dated April 1, 2018, incorporated by reference from the Company's Current Report on Form 8-K dated May 4, 2018 as filed with the Commission on May 10, 2018.
3. Option Agreement dated April 1, 2018, incorporated by reference from the Company's Current Report on Form 8-K dated May 4, 2018 as filed with the Commission on May 10, 2018.
4. Agreement for Restricted Stock Award dated April 1, 2018, incorporated by reference from the Company's Current Report on Form 8-K dated May 4, 2018 as filed with the Commission on May 10, 2018.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Zvi Rhine

/s/ Zvi Rhine

Zvi Rhine

Date: May 10, 2018

