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## Section 1: SC 13G/A

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Spirit MTA REIT**  
(Name of Issuer)

Common Shares, par value \$0.01  
(Title of Class Securities)

84861U105  
(CUSIP Number)

December 31, 2019  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosure provided in a prior cover page.

The information required in 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).

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1 NAME OF REPORTING PERSONS.

Indaba Capital Management, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

0

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON WITH

6 Shared Voting Power

4,229,177

7 Sole Dispositive Power

0

8 Shared Dispositive Power

4,229,177

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,229,177

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

9.8% (1)

12 Type of Reporting Person (See Instructions)

- (1) Calculation of the foregoing percentage is based on 43,177,996 Common Shares of Spirit MTA REIT (the “Issuer”) outstanding as of November 11, 2019, as disclosed in the Issuer’s Form 10-Q filed with the Securities and Exchange Commission (“SEC”) on November 14, 2019.
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NAME OF REPORTING PERSONS.

1  
IC GP, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2  
(a)   
(b)

3  
SEC Use Only

Citizenship or Place of Organization

4  
Delaware

5  
Sole Voting Power

0

6  
Shared Voting Power

4,229,177

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON WITH

7  
Sole Dispositive Power

0

8  
Shared Dispositive Power

4,229,177

9  
Aggregate Amount Beneficially Owned by Each Reporting Person

4,229,177

10  
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11  
Percent of Class Represented by Amount in Row (9)

9.8% (1)

OO, HC

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- (1) Calculation of the foregoing percentage is based on 43,177,966 Common Shares of the Issuer outstanding as of November 11, 2019, as disclosed in the Issuer's Form 10-Q filed with the SEC on November 14, 2019.
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## NAME OF REPORTING PERSONS.

1  
Derek C. Schrier

## Check the Appropriate Box if a Member of a Group (See Instructions)

2  
(a)   
(b)

3  
SEC Use Only

## Citizenship or Place of Organization

4  
United States

5  
Sole Voting Power  
0

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON WITH

6  
Shared Voting Power  
4,229,177

7  
Sole Dispositive Power  
0

8  
Shared Dispositive Power  
4,229,177

9  
Aggregate Amount Beneficially Owned by Each Reporting Person

4,229,177

10  
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11  
Percent of Class Represented by Amount in Row (9)

9.8% (1)

12  
Type of Reporting Person (See Instructions)

- (1) Calculation of the foregoing percentage is based on 43,177,966 Common Shares of the Issuer outstanding as of November 11, 2019, as disclosed in the Issuer's Form 10-Q filed with the SEC on November 14, 2019.
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**Amendment No. 1 to Schedule 13G**

**Item 1.**

- (a) Name of Issuer

Spirit MTA REIT (the "Issuer")

- (b) Address of Issuer's Principal Executive Offices

2727 North Harwood Street, Suite 300, Dallas, Texas 75201

**Item 2.**

- (a) Name of Person Filing

This Schedule 13G is being filed jointly on behalf of:

(i) Indaba Capital Management, L.P., a Delaware limited partnership (the "Investment Manager"),

(ii) IC GP, LLC, a Delaware limited liability company, and the Investment Manager's sole general partner ("IC GP"), and

(iii) Derek C. Schrier, a United States citizen and the Managing Member of IC GP (the "Managing Member" and, collectively with the Investment Manager and IC GP, the "Reporting Persons").

- (b) Address of Principal Business office or, if None, Residence

The business address of each of the Reporting Persons is One Letterman Drive, Building D, Suite DM700, San Francisco, California 94129

- (c) Citizenship:

The Investment Manager is a Delaware limited partnership, IC GP is a Delaware limited liability company and the Managing Member is a United States citizen.

- (d) Title of Class Securities:

Common Shares, par value \$0.01 (the "Shares")

- (e) CUSIP Number:

84861U105

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
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- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

#### **Item 4. Ownership**

(a) Amount beneficially owned:

As of December 31, 2019, the Reporting Persons beneficially owned the Shares referenced in Item 9 of the cover page pertaining to each Reporting Person and such Item 9 disclosure is incorporated herein by reference.

The Shares beneficially owned by the Reporting Persons are directly held by a wholly owned subsidiary of Indaba Capital Fund, L.P. (the "Fund"), a private investment fund for which the Investment Manager serves as investment manager. Pursuant to an Investment Management Agreement, the Fund and its general partner have delegated all voting and investment power of the Fund to the Investment Manager.

(b) Percent of class:

Incorporated by reference to Item 11 of the cover page pertaining to each Reporting Person.

(c) Number of shares to which the person has:



(i) Sole power to vote or to direct the vote:

Incorporated by reference to Item 5 of the cover page pertaining to each Reporting Person.

(ii) Shared power to direct the vote:

Incorporated by reference to Item 6 of the cover page pertaining to each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

Incorporated by reference to Item 7 of the cover page pertaining to each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

Incorporated by reference to Item 8 of the cover page pertaining to each Reporting Person.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following [  ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The Shares beneficially owned by the Reporting Persons are directly held by a wholly owned subsidiary of the Fund. The Investment Manager serves as investment manager of the Fund and has been delegated all voting and investment power of the Fund.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



SIGNATURE

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.

Date: February 14, 2020

INDABA CAPITAL MANAGEMENT, L.P.

By: IC GP, LLC, its general partner

By: /s/ Derek C. Schrier

Name: Derek C. Schrier

Title: Managing Member

IC GP, LLC

By: /s/ Derek C. Schrier

Name: Derek C. Schrier

Title: Managing Member

/s/ Derek C. Schrier

DEREK C. SCHRIER

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