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

SCHEDULE TO
(Amendment No. 4)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

VINEBROOK HOMES TRUST, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

N/A
(CUSIP Number of Class of Securities)

John Good
President and Chief Executive Officer
300 Crescent Court
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Dallas, Texas 75201
(214) 276-6300

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

With copies to:

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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ Third-party tender offer subject to Rule 14d-1.
- ☒ Issuer tender offer subject to Rule 13e-4.
- ☐ Going-private transaction subject to Rule 13e-3.
- ☐ Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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SCHEDULE TO

This Amendment No. 4 amends the Tender Offer Statement on Schedule TO originally filed by VineBrook Homes Trust, Inc., a Maryland corporation (the “Company”), with the Securities and Exchange Commission (the “SEC”) on September 4, 2026 and amended on September 22, 2026, September 28, 2026 and October 6, 2026 (as so amended, this “Schedule TO”).

This Schedule TO relates to an offer (the “Offer”) by the Company to purchase for cash up to \$30 million, or 909,090 shares, of the Company’s Class A common stock, par value \$0.01 per share (the “Shares”). The Company offered to purchase the Shares at a price of \$33.00 per Share, less any applicable withholding taxes and without interest, and the maximum number of Shares that would be accepted for payment pursuant to the Offer was 909,090 Shares. The Company’s Offer was made upon the terms and subject to the conditions set forth in the Company’s Offer to Purchase, dated September 4, 2026 (as amended, the “Offer to Purchase”), and in the related Letter of Transmittal (the “Letter of Transmittal”). Copies of the Offer to Purchase and the Letter of Transmittal are filed as Exhibits 99(a)(1)(A) and 99(a)(1)(B), respectively, to this Schedule TO.

The Offer commenced on September 4, 2026 and expired at 5:00 P.M. Eastern Time on October 5, 2026.

In connection with the filing of this Amendment No. 4, the Company issued a press release announcing final results of the Offer, which press release is attached hereto as Exhibit 99(a)(5)(E).

The purpose of this Amendment No. 4 is to amend and supplement the Schedule TO. Only those items amended are reported in this Amendment No.4. Except as specifically provided herein, the information contained in the Schedule TO and the Offer to Purchase remains unchanged.

Items 1 through 11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by adding the following:

On October 7, 2026, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 P.M. Eastern Time on October 5, 2026. A copy of the press release is attached hereto as Exhibit 99(a)(5)(E) and incorporated herein by reference.

Item 12.

Item 12 of the Schedule TO is hereby amended and restated as set forth below under Exhibit Index.

SIGNATURE

After due 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.

Dated: October 7, 2026

VineBrook Homes Trust, Inc.

By: /s/ Paul Richards

Name: Paul Richards

Title: Chief Financial Officer, Assistant Secretary and
Treasurer

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99(a)(1)(A)*	Offer to Purchase dated September 4, 2026
99(a)(1)(B)*	Letter of Transmittal
99(a)(1)(C)*	Letter to Stockholders
99(a)(1)(D)*	Email for Financial Advisors with Clients Who are Stockholders
99(a)(1)(E)*	Email to Custodians
99(a)(5)*	Press Release dated September 8, 2026
99(a)(5)(B)*	Press Release dated September 22, 2026
99(a)(5)(C)*	Press Release dated September 28, 2026
99(a)(5)(D)*	Press Release dated October 6, 2026
99(a)(5)(E)	Press Release dated October 7, 2026
99(b)*	Credit Agreement, dated September 28, 2026, by and among VB Thirteen, LLC and VB Fourteen, LLC, as borrowers, and The Ohio State Life Insurance Company, as lender
107*	Calculation of Filing Fee Table
*	Previously filed.



Vinebrook Homes Trust Announces Final Results of its Tender Offer for up to \$30 million, or 909,090 Shares, of its Class A Common Stock

DALLAS, October 7, 2026 /PRNewswire/ -- Vinebrook Homes Trust, Inc. ("Vinebrook Homes" or the "Company") announced today the final results of its previously announced tender offer (the "Offer") to purchase shares of the Company's Class A common stock, par value \$0.01 per share (the "Shares") for cash at an Offer price equal to \$33.00 per Share.

The Offer commenced on September 4, 2026 and expired at 5:00 P.M., Eastern Time on October 5, 2026. The Offer was made pursuant to the terms set forth in the Offer to Purchase, dated September 4, 2026, as amended, and the related letter of transmittal.

Based on a final count by LODAS Transfer, LLC, the depositary for the Offer, the total number of Shares validly tendered and not validly withdrawn in the Offer was 2,753,350.13452 Shares. The Company accepted for purchase a total of 909,090 Shares in the Offer for an aggregate purchase price of approximately \$30.0 million. Because the Offer was oversubscribed, the number of Shares that the Company accepted for purchase from each tendering shareholder was prorated. The Company has been informed by the depositary that the final proration factor was approximately 33.02%.

The Shares accepted for purchase represent approximately 3.46% of the Company's outstanding Shares as of October 6, 2026. Following the Offer, the Company has 25,327,913 Shares issued and outstanding. Payment for Shares that were validly tendered and not validly withdrawn, and accepted for purchase, is expected to be made on Thursday, October 8, 2026. Shares not purchased in the Offer will be returned to stockholders.

John Good, President and Chief Executive Officer of Vinebrook Homes, commented: "The Offer delivered on our commitment to provide flexibility for investors with near-term liquidity needs and was another step toward the Company's long-term goals. We're proud to have delivered meaningful liquidity to stockholders who were looking for it, and we appreciate the continued confidence of the many investors who chose to stay with us. We continue to make steady progress on our long-term strategy, including expanding into newer built-to-rent communities, improving our capital stack and debt maturity profile and enhancing portfolio quality and cash flow. We remain optimistic about the Company's future and will keep pursuing longer-term liquidity and value creation opportunities for our stockholders."

About Vinebrook Homes Trust, Inc.

Vinebrook Homes Trust, Inc. is an externally advised real estate investment trust. Vinebrook Homes is focused on acquiring, developing, renovating, leasing and operating single-family rental home investments primarily located in large to medium size cities and suburbs located in the midwestern, heartland and southeastern United States markets. For more information, please visit investors.vinebrookhomes.com.

Forward-Looking Statements

This press release includes forward-looking statements, including, among others, statements with respect to the Company's long-term strategy, its optimism about the Company's future, the Company's pursuit of longer-term liquidity and value creation opportunities for stockholders and the timing of the Offer payments. The words or phrases "continue," "expect," "may," "progress," "remain," "will," and other similar expressions are intended to identify such forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect actual results, performance or achievements. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, those described in greater detail in the Company's filings with the Securities and Exchange Commission ("SEC"), particularly those described in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are encouraged to review the Company's filings with the SEC for a more complete discussion of the risks and other factors that could affect any forward-looking statement. Except as required by law, the Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changing circumstances or any other reason after the date of this press release.

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