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) August 6, 2026

Transcontinental Realty Investors, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**001-09240**	**94-6565852**
(State or other jurisdiction of Incorporation or organization)	(Commission File Number)	(IRS Employer Identification Number)

1603 LBJ Freeway, Suite 800 Dallas TX	**75234**
(Address of principal executive offices)	(Zip Code)

(469) 522-4200
Registrant's Telephone Number, including area code

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 Securities Act (17 CFR 230.425)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Securities Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities Act (17 CFR 240.413e-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	TCI	NYSE

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 ((17 CFR 230.405 of or Rule 12b-2 of the Securities Act of 1934 (17 CFR 230.405):

☐ 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. ☐

Section 2 – Financial Information

Item 2.02. Results of Operations and Financial Condition

On August 6, 2026, Transcontinental Realty Investors, Inc. (“TCI” or the “Company”) announced its operational results for the quarter ended June 30, 2026. A copy of the announcement is attached as Exhibit “99.1.”

The information furnished pursuant to Item 2.02 in this Form 8-K, including Exhibit “99.1” attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. We undertake no duty or obligation to publicly update or revise the information furnished pursuant to Item 2.02 of this Current Report on Form 8-K.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is furnished with this Report:

Exhibit No.	**Description**	
99.1*	Press release dated	August 6, 2026

* Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

TRANSCONTINENTAL REALTY INVESTORS, INC.

Dated: August 6, 2026

By: /s/ ERIK L. JOHNSON

Erik L. Johnson

President and Chief Executive Officer

NEWS RELEASE

FOR IMMEDIATE RELEASE

Contact:

Transcontinental Realty Investors, Inc. Investor Relations

Erik Johnson (469) 522-4200
investor.relations@transconrealty-invest.com

Transcontinental Realty Investors, Inc. reports Earnings for Q2 2026

DALLAS (August 6, 2026) -- Transcontinental Realty Investors, Inc. (NYSE:TCI) is reporting its results of operations for the three months ended June 30, 2026. For the three months ended June 30, 2026, we reported net loss attributable to common shares of $1.1 million or $0.13 per share, compared to net income $0.2 million or $0.02 per share for the same period in 2025.

Financial Highlights

- Total occupancy for stabilized properties was 81% at June 30, 2026, which includes 93% at our multifamily properties and 58% at our commercial properties.
- Occupancy for our Alera, Bandera Ridge and Merano (collectively, our “Development Properties”) at June 30, 2026 was 86%, 85% and 77%, respectively.
- During the three months ended June 30, 2026, we sold an additional 21 lots from our holdings in Windmill Farms for $1.0 million, resulting in a gain on sale of $0.8 million.

Financial Results

Revenues increased $0.7 million from $12.2 million for the three months ended June 30, 2025 to $12.9 million for the three months ended June 30, 2026. The increase in revenue is primarily due to an increase of $0.5 million from our multifamily properties and $0.2 million from our commercial properties. The increase in revenue from our multifamily properties is due to the lease-up of our Development Properties and the increase from our commercial properties is primarily due to an increase in occupancy at Stanford Center.

Net operating loss increased approximately $1.5 million from $0.8 million for the three months ended June 30, 2025 to $2.3 million for the three months ended June 30, 2026. Our increase in net operating loss was primarily due to a $1.6 million increase in operating expenses from the lease-up properties for the three months ended June 30, 2026.

Net (loss) income attributable to the Company changed approximately $1.3 million from net income of $0.2 million for the three months ended June 30, 2025 to a net loss of $1.1 million for the three months ended June 30, 2026. The decrease in net income is primarily attributed to a $1.5 million increase in net operating loss and a $1.9 million decrease in interest income, net offset in part by a $2.2 million decrease in tax provision.

About Transcontinental Realty Investors, Inc.

Transcontinental Realty Investors, Inc., a Dallas-based real estate investment company, holds a diverse portfolio of equity real estate located across the U.S., including office buildings, apartments, shopping centers, and developed and undeveloped land. The Company invests in real estate through direct ownership, leases and partnerships and invests in mortgage loans on real estate. The Company also holds mortgage receivables. For more information, visit the Company’s website at www.transconrealty-invest.com.

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenues:				
Rental revenues	$ 12,236	$ 11,510	$ 23,892	$ 22,937
Other income	630	650	1,315	1,231
Total revenue	12,866	12,160	25,207	24,168
Expenses:				
Property operating expenses	8,176	6,535	15,509	12,512
Depreciation and amortization	3,697	3,062	7,327	5,945
General and administrative	1,351	1,383	2,678	2,735
Advisory fee to related party	1,986	2,005	3,999	4,436
Total operating expenses	15,210	12,985	29,513	25,628
Net operating loss	(2,344)	(825)	(4,306)	(1,460)
Interest income	3,155	3,982	7,559	8,610
Interest expense	(2,772)	(1,738)	(5,706)	(3,519)
Gain on sale or write down of assets, net	814	947	1,199	4,838
Income tax provision	127	(2,042)	558	(3,364)
Net (loss) income	(1,020)	324	(696)	5,105
Net income attributable to noncontrolling interest	(107)	(155)	(263)	(318)
Net (loss) income attributable to the Company	$ (1,127)	$ 169	$ (959)	$ 4,787
Earnings per share				
Basic and diluted	$ (0.13)	$ 0.02	$ (0.11)	$ 0.55
Weighted average common shares used in computing earnings per share				
Basic and diluted	8,639,316	8,639,316	8,639,316	8,639,316