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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

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**Landmark Infrastructure Partners LP**  
(Name of Issuer)

**Common Units, representing limited partner interests**  
(Title of Class of Securities)

**51508J108**  
(CUSIP Number)

**Verde Investments, Inc.**  
**100 Crescent Court, Suite 1100**  
**Dallas, Texas 75201**  
**(602) 778-5000**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**July 16, 2021**  
(Date of Event which Requires Filing of this Statement)

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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.

\* 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1.	Names of Reporting Persons	
	Verde Investments, Inc.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenship or Place of Organization	
	Arizona	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
		2,058,283
	8.	Shared Voting Power
		0
	9.	Sole Dispositive Power
		2,058,283
	10.	Shared Dispositive Power
		0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	2,058,283	
12.	Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	8.075%	
14.	Type of Reporting Person (See Instructions)	
	CO	

## Explanatory Note

This Amendment No. 2 (“**Amendment No. 2**”) to the statement on Schedule 13D amends and supplements the statement on Schedule 13D with respect to Landmark Infrastructure Partners LP (the “**Issuer**”) filed by Verde Investments, Inc., an Arizona corporation (the “**Reporting Person**”), on May 19, 2021 (the “**Original Schedule 13D**”) and Amendment No. 1 to the statement on Schedule 13D with respect to the Issuer filed by the Reporting Person on June 24, 2021 (“**Amendment No. 1**”, and together with the Original Schedule 13D and this Amendment No. 2, the “**Schedule 13D**”).

Items 4 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

### Item 4. Purpose of Transaction

On July 16, 2021, the Reporting Person delivered a letter (the “**Letter**”) to the board of directors of the Issuer (the “**Board**”) that includes a proposal to acquire, through one or a series of all-cash transactions, substantially all of the assets of the Issuer (the “**Proposal**”). If the Proposal is consummated, holders of the Issuer’s common units not already owned by the Reporting Person and its affiliates would receive \$13.50 per common unit in cash. In the Letter, the Reporting Person requests, among other things, that representatives of the Issuer’s Conflicts Committee (the “**Conflicts Committee**”) and/or the Board immediately enter into discussions with the Reporting Person concerning the Proposal. The letter is attached as Exhibit 99.1 hereto, which is incorporated herein by reference.

The Reporting Persons will seek to discuss the Proposal and the other topics in the Letter with the Conflicts Committee and/or the Board and will urge the Issuer to take the actions detailed in the Letter, any or all of which the Reporting Person may participate and potentially engage in, as a purchaser, an investor or otherwise. The Reporting Person reserves the right to modify the Proposal in any way or to extend discussions regarding the same. The Reporting Person and its affiliates may, directly or indirectly, take such additional steps from time to time as they may deem appropriate to further the Proposal (as may be modified from time to time) and/or any other topics addressed in the Letter, including, without limitation, (i) engaging in discussions regarding the Proposal and/or the Letter with the Issuer, other equity holders, potential debt and equity investors, advisors, and other relevant parties, and (ii) entering into non-disclosure agreements and other agreements, arrangements and understandings as may be appropriate in connection with the Letter and/or the Proposal, as the latter may be modified from time to time.

### Item 7. Materials to be Filed as Exhibits

99.1 The Reporting Person’s Letter to the Board, dated July 16, 2021.

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

Date: July 16, 2021

**Verde Investments, Inc.**

By: /s/ Ernest C. Garcia II

Ernest C. Garcia II  
President

July 16, 2021

**VIA FEDEX**

Mr. Steven Sonnenstein  
Chairman of the Board  
Landmark Infrastructure Partners LP  
400 Continental Blvd., Suite 500  
El Segundo, CA 90245

Dear Members of the Board of Directors:

Verde Investments, Inc. (“**Verde**”, “**we**”, “**us**” or “**our**”) holds an 8.2% ownership stake in Landmark Infrastructure Partners LP (“**Landmark**” or the “**Company**”), making us one of Landmark’s largest unitholders. We write to inform you of our proposal to acquire, through one or a series of all-cash transactions, substantially all of the assets of the Company. If our proposal is consummated, holders of Landmark’s common units not already owned by Verde and its affiliates would receive \$13.50 per common unit in cash. In light of our substantial equity stake in Landmark, we are required to make the existence and contents of this letter public.

We believe our proposal is superior from a financial point of view for Landmark’s unitholders as compared to the proposal (the “**Colony Proposal**”) to purchase the Company’s assets for reported consideration of \$13.00 per Landmark common unit previously made by insider Digital Colony Acquisitions, LLC, an affiliate of Landmark Infrastructure Partners GP LLC and Digital Colony Management, LLC (“**Colony**”).<sup>1</sup> Our proposal represents a meaningful cash premium over the consideration offered in the non-binding Colony Proposal. Additionally, we would not require any third-party financing in order to transact under our proposal, and any definitive transaction documentation would not include a financing condition.

We understand the Conflicts Committee (the “**Committee**”) of the Company’s Board of Directors (the “**Board**”) is currently evaluating the Colony Proposal. As prescribed by the Company’s Agreement of Limited Partnership, the Committee’s determination whether to approve such transaction is to be made in good faith. The importance of the Committee carrying out this mandate carefully and with due regard for applicable Delaware decisional law interpreting this standard of care cannot be overstated. Simply put, the Committee’s work represents a central structural safeguard for Landmark unitholders in Colony’s proposed insider deal, and the Committee is required to complete its work responsibly and on an informed basis. As part of its deliberative process, we believe the Committee must take into account Verde’s proposal.

With that in mind and in order to maximize value for Landmark’s unitholders, we request that representatives of the Conflicts Committee and/or the Board immediately enter into discussions with us concerning our proposal. We firmly believe our proposal is in the best interest of the Company and Landmark unitholders unaffiliated with Colony.

Although our proposed per common unit consideration already represents a meaningful premium to the Colony Proposal, we expect we could make our price even higher depending on the findings of our confirmatory due diligence. Though we have not yet had occasion to examine Landmark’s non-public information, we have reviewed extensive publicly available information regarding the Company and are encouraged by what we have learned to date. As a result of the fact that we have already undertaken this “outside-in” due diligence investigation, we anticipate that we will be able to swiftly conduct our confirmatory due diligence in support of the transaction we propose. We have also analyzed the relevant regulatory approval considerations in connection with our proposal and are confident that all necessary approvals can be obtained in a timely fashion.

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<sup>1</sup> See Landmark Infrastructure Partners LP, Current Report on Form 8-K, filed on June 2, 2021.

We are prepared to explore the best and most expeditious path forward for both Landmark and Verde, and we are committed to remaining flexible in developing a mutually attractive transaction structure. We expect our value-maximizing proposal for the benefit of Landmark's public unitholders contained in this letter to be given the due consideration it merits. We are enthusiastic about pursuing a transaction with Landmark and look forward to hearing from you soon.<sup>2</sup>

Very truly yours,

**VERDE INVESTMENTS, INC.**

By: /s/ Ernest C. Garcia II

Ernest C. Garcia II

President

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<sup>2</sup> We note that this letter is a summary and does not contain all of the material terms and conditions that must be agreed upon before Verde can reach a binding definitive agreement with Landmark.