
**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): January 25, 2019

WAITR HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37788
(Commission
File Number)

26-3828008
(IRS Employer
Identification No.)

844 Ryan Street, Suite 300, Lake Charles, Louisiana 70601
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 1-800-661-9036

Not Applicable

(Former name or former address, if changed since last report)

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 Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 8.01. Other Events.

On January 25, 2019, Waitr Holdings Inc., a Delaware corporation (the “Company”), issued a press release announcing the commencement of (i) its offer to each holder of its publicly traded warrants (“public warrants”) to purchase shares of common stock, par value of \$0.0001 per share (“common stock”), of the Company the opportunity to receive 0.18 shares of common stock in exchange for each outstanding public warrant tendered by the holder and exchanged pursuant to the offer (the “Offer”), and (ii) the solicitation of consents (the “Consent Solicitation”) from holders of the public warrants to amend the Warrant Agreement, dated as of May 25, 2016, by and between the Company and Continental Stock Transfer & Trust Company, which governs all of the public warrants. If approved, the Warrant Amendment would permit the Company to require that each public warrant that is outstanding upon the closing of the Offer be converted into 0.162 shares of common stock. The Offer and Consent Solicitation are made solely upon the terms and conditions in a Prospectus/Offer to Exchange and other related offering materials that are being distributed to holders of the public warrants. The Offer and Consent Solicitation will be open until 11:59 p.m., Eastern Standard Time, on February 22, 2019, or such later time and date to which the Company may extend.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated January 25, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WAITR HOLDINGS INC.

By: /s/ David Pringle

Name: David Pringle

Title: Chief Financial Officer and Secretary

Dated: January 25, 2019

Waitr Holdings Announces Commencement of Exchange Offer and Consent Solicitation Relating to Public Warrants

LAKE CHARLES, LA, January 25, 2019 — Waitr Holdings Inc. (Nasdaq: WTRH) (“Waitr”) today announced that it has commenced an exchange offer (the “Offer”) and consent solicitation (the “Consent Solicitation”) relating to its publicly traded warrants (“public warrants”) to purchase shares of common stock, par value \$0.0001 per share (“common stock”), of Waitr. The purpose of the Offer and Consent Solicitation is to simplify Waitr’s capital structure and reduce the potential dilutive impact of the public warrants, thereby providing Waitr with more flexibility for financing its operations in the future.

Waitr is offering to all holders of its public warrants the opportunity to receive 0.18 shares of common stock in exchange for each of the outstanding public warrants tendered by the holder and exchanged pursuant to the Offer. Pursuant to the Offer, Waitr is offering up to an aggregate of 4,500,000 shares of its common stock in exchange for the public warrants.

The offering period will continue until 11:59 p.m., Eastern Standard Time, on February 22, 2019, or such later time and date to which Waitr may extend, as described in the Schedule TO and Prospectus/Offer to Exchange (the “Expiration Date”). Tendered public warrants may be withdrawn by holders at any time prior to the Expiration Date. Waitr’s obligation to complete the Offer is not conditioned on the tender of a minimum amount of public warrants.

Concurrently with the Offer, Waitr is also soliciting consents from holders of the public warrants to amend (the “Warrant Amendment”) the warrant agreement that governs all of the public warrants to permit Waitr to require that each public warrant outstanding upon the closing of the Offer be converted into 0.162 shares of common stock, which is a ratio 10% less than the exchange ratio applicable to the Offer. The Consent Solicitation is conditioned upon receiving the consent of holders of at least 65% of the outstanding public warrants (which is the minimum number required to amend the warrant agreement).

The Offer and Consent Solicitation are being made pursuant to a Prospectus/Offer to Exchange dated January 25, 2019, and Schedule TO, dated January 25, 2019, each of which have been filed with the U.S. Securities and Exchange Commission (“SEC”) and more fully set forth the terms and conditions of the Offer and Consent Solicitation.

Waitr’s common stock is listed on The Nasdaq Global Select Market under the symbol “WTRH,” and Waitr’s public warrants are quoted on the OTC Pink marketplace maintained by OTC Market Groups, Inc. under the symbol “WTRHW.” As of January 25, 2019, 25,000,000 public warrants were outstanding.

Waitr has engaged Jefferies LLC as the Dealer Manager for the Offer and Consent Solicitation. Any questions or requests for assistance concerning the Offer and Consent Solicitation may be directed to Jefferies LLC at 1-877-547-6340 (toll-free). Morrow Sodali LLC has been appointed as the Information Agent for the Offer and Consent Solicitation, and Continental Stock Transfer & Trust Company has been appointed as the Exchange Agent.

Important Additional Information Has Been Filed with the SEC

Copies of the Schedule TO and Prospectus/Offer to Exchange will be available free of charge at the website of the SEC at www.sec.gov. Requests for documents may also be directed to Jefferies LLC at 1-877-547-6340 (toll-free). A registration statement on Form S-4 relating to the securities to be issued in the Offer has been filed with the SEC but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

This announcement is for informational purposes only and shall not constitute an offer to purchase or a solicitation of an offer to sell the public warrants or an offer to sell or a solicitation of an offer to buy any shares of common stock in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. The Offer and Consent Solicitation are being made only through the Schedule TO and Prospectus/Offer to Exchange, and the complete terms and conditions of the Offer and Consent Solicitation are set forth in the Schedule TO and Prospectus/Offer to Exchange.

Holders of the public warrants are urged to read the Schedule TO and Prospectus/Offer to Exchange carefully before making any decision with respect to the Offer and Consent Solicitation because they contain important information, including the various terms of, and conditions to, the Offer and Consent Solicitation.

None of Waitr, any of its management or its board of directors, or the Information Agent, the Exchange Agent or the Dealer Manager makes any recommendation as to whether or not holders of public warrants should tender public warrants for exchange in the Offer or consent to the Warrant Amendment in the Consent Solicitation.

About Waitr Holdings Inc.

Founded in 2013 and based in Lake Charles, Louisiana, Waitr is a leader in on-demand food ordering and delivery. Its platform connects local restaurants to hungry diners in underserved markets in America’s heartland. Waitr is the most convenient way to discover, order and receive great food from the best local restaurants and national chains. As of September 30, 2018, Waitr had over 7,700 restaurant partners in over 235 cities in the Southeast U.S.

Forward-Looking Statements

This press release contains “forward-looking statements,” as defined by federal securities laws, including statements regarding the expected timing of the Offer and Consent Solicitation. Forward-looking statements reflect Waitr’s current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “plan,” “estimate,” “intend,” “predict,” “potential,” “continue,” and the negatives of these words and other similar expressions generally identify forward looking statements. Such forward-looking statements are subject to various risks and uncertainties, including those described under the section entitled “Risk Factors” in Waitr’s Registration Statement on Form S-4, filed January 25, 2019, as such factors may be updated from time to time in Waitr’s periodic filings with the SEC, which are accessible on the SEC’s website at www.sec.gov. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in

these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in Waitr's filings with the SEC. While forward-looking statements reflect Waitr's good faith beliefs, they are not guarantees of future performance. Waitr disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes after the date of this press release, except as required by applicable law. You should not place undue reliance on any forward-looking statements, which are based only on information currently available to Waitr (or to third parties making the forward-looking statements).

Contact:

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