

**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): July 15, 2020

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.)

214 Jefferson Street, Suite 200
Lafayette, Louisiana
(Address of Principal Executive Offices)

70501
(Zip Code)

Registrant's Telephone Number, Including Area Code: (337) 534-6881

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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.0001 Per Share	WTRH	The Nasdaq Stock Market LLC

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 1.01 Entry into a Material Definitive Agreement.

On July 15, 2020, Waitr Holdings Inc. (the “Company”) entered into Amendment No. 3 to that certain Credit and Guaranty Agreement, dated as of November 15, 2018, among the Company, Waitr Intermediate Holdings, LLC, Luxor Capital, Luxor Capital Group, LP, and the lenders from time to time party thereto (as amended, the “Credit and Guaranty Agreement”), and Amendment No. 3 to that certain Credit Agreement, dated as of November 15, 2018, among the Company, Luxor Capital, LLC, Luxor Capital Group, LP and the lenders from time to time party thereto (as amended, the “Credit Agreement” and together with the Credit and Guaranty Agreement, the “Loan Agreements”), pursuant to which each of the Loan Agreements was amended to provide that, upon the prepayment of \$10.5 million of the term loan under the Credit and Guaranty Agreement, the interest rate under such Loan Agreements will be reduced by 200 basis points for a one-year period, so that the interest rate under the Credit and Guaranty Agreement will be 5.125% per annum and the interest rate under the Credit Agreement will be 4.0% per annum during such period, and the maturity date under such Loan Agreements will be extended by one year to November 15, 2023.

Item 7.01 Regulation FD Disclosure.

On July 15, 2020, the Company issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated July 15, 2020

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 thereunto duly authorized.

WAITR HOLDINGS INC.

Date: July 15, 2020

By: /s/ Thomas C. Pritchard

Name: Thomas C. Pritchard

Title: General Counsel

Waitr Completes Its At-the-Market Common Stock Offering***\$10.5 Million of Proceeds to Prepay Debt
Debt Interest Rate to be Reduced and Maturity Extended***

LAFAYETTE, La. – July 15, 2020—Waitr Holdings Inc. (Nasdaq: WTRH) (“Waitr” or the “Company”), a leader in on-demand food ordering and delivery, today announced that, as of July 10, 2020, it completed its previously announced at-the-market (“ATM”) common equity offering program. The Company issued an aggregate of 23,698,720 shares of common stock for gross proceeds of \$48.3 million during the period of March 20, 2020 through July 10, 2020.

“With the completion of our ATM equity offering and the previously announced conversion of a portion of our outstanding debt, we benefit from a strong and flexible balance sheet,” said Carl Grimstad, Chairman and CEO of Waitr. “As of July 14, 2020, our cash-on-hand was approximately \$79 million, which we expect to be further reinforced by the continued momentum and meaningful profitability in our business.”

The Company plans to utilize \$10.5 million of the proceeds from the ATM to prepay a portion of its senior secured term loan, with the balance used to fund operational and growth initiatives and for general corporate purposes.

The Company also announced that the lenders under the Company’s senior secured term loan and under its convertible notes have agreed that, upon the prepayment of \$10.5 million of the term loan, the interest rate under each of the term loan and the convertible notes will be reduced by 200 basis points for a one-year period, so that the term loan interest rate will be 5.125% per annum and the convertible notes interest rate will be 4.0% per annum during such period, and the maturity of each of the term loan and the convertible notes will be extended by one year to November 15, 2023.

About Waitr Holdings Inc.

Founded in 2013 and based in Lafayette, Louisiana, Waitr is a leader in on-demand food ordering and delivery. Waitr, along with Bite Squad connect local restaurants to hungry diners in underserved U.S. markets. Together they are a convenient way to discover, order and receive great food from local restaurants, national chains and grocery stores. As of June 30, 2020, Waitr and Bite Squad operated in small and medium sized markets in the United States in over 600 cities.

Cautionary Note Concerning Forward-Looking Statements

This press release contains “forward-looking statements,” as defined by the federal securities laws, including statements regarding the Company’s preliminary unaudited financial results, implementation of strategic initiatives and future performance of the Company. 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 the impact of the coronavirus (COVID-19) pandemic on the Company’s business and

operations, and those described under the section entitled “Risk Factors” in Waitr’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on March 16, 2020, 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).

Contacts:

Investors

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