

**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): May 17, 2019

WAITR HOLDINGS INC.

(Exact name of registrant as specified in 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: 1-337-534-6881

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:

- ☐ 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 7.01 Regulation FD Disclosure.

On May 17, 2019, Waitr Holdings Inc. (the “Company”) issued a press release announcing the pricing of an underwritten follow-on public offering of the Company’s common stock, par value \$0.0001 per share. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

In connection with the offering, the Company has agreed with Luxor Capital Group, LP (“Luxor”) to amend the terms of the Company’s term loan and convertible notes with Luxor to (1) allow for the contribution of the proceeds of the offering to the operating company without requiring prepayment of the term loan, (2) revise the interest rate on the convertible notes to 6% (half cash, half PIK), (3) to remove the minimum liquidity requirements from the term loan and the convertible notes and (4) change the prepayment expiration date to August 31, 2019 for the term loan.

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

Exhibit No.	Description
99.1	<u>Press release dated May 17, 2019.</u>

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/ Damon Schramm

Name: Damon Schramm

Title: Chief Legal Officer

Dated: May 17, 2019

Waitr Holdings Inc. Announces Pricing of Follow-on Public Offering

LAKE CHARLES, LA, May 17, 2019 — Waitr Holdings Inc. (Nasdaq: WTRH) (“Waitr”), a leader in on-demand food ordering and delivery, today announced the pricing of its follow-on public offering of 6,757,000 shares of its common stock at a price to the public of \$7.40 per share (the “Offering”) resulting in gross proceeds of \$50.0 million. The Offering is expected to close on May 21, 2019, subject to customary closing conditions. In addition, Waitr has granted the underwriters a 30-day option to purchase up to an additional 1,013,550 shares of its common stock.

Waitr intends to use the net proceeds from the Offering for general corporate purposes, which may include, but is not limited to, acquisitions, expansion into new markets, working capital and the repayment of debt.

Jefferies and RBC Capital Markets are acting as joint book-running managers.

The securities described above are being offered by Waitr pursuant to a shelf registration statement on Form S-3 that was filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 4, 2019 and was declared effective on April 26, 2019. A preliminary prospectus supplement and the accompanying prospectus relating to the Offering have been filed by Waitr with the SEC and are available on the SEC’s website at www.sec.gov. A final prospectus supplement and the accompanying prospectus relating to the Offering will be filed by Waitr with the SEC. Copies of the preliminary prospectus supplement and the accompanying prospectus, and the final prospectus supplement and the accompanying prospectus, when available, relating to the Offering may be obtained by contacting Jefferies, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, by telephone at 877-821-7388 or by email at Prospectus_Department@Jefferies.com; or RBC Capital Markets, Attention: Equity Syndicate, 200 Vesey Street, 8th Floor, New York, NY 10281-8098, or by telephone at (877) 822-4089 or by email at equityprospectus@rbccm.com.

The Offering was made only by means of a prospectus, including a prospectus supplement, that forms part of the registration statement referred to above. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Waitr Holdings Inc.

Founded in 2013 and based in Lake Charles, Louisiana, Waitr is a leader in on-demand food ordering and delivery. The Waitr platforms connect local restaurants to hungry diners in small and medium sized U.S. markets, providing a convenient way for diners to discover, order and receive great food from a wide variety of local restaurants and national chains. As of March 31, 2019, Waitr operated in small and medium sized markets in the United States across approximately 700 cities.

Cautionary Note Concerning Forward-Looking Statements

This press release contains “forward-looking statements,” as defined by the federal securities laws. 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. The forward-looking statements include, but are not limited to, statements regarding the Offering, including the expected closing date, the use of proceeds from the Offering, and the filing of a final prospectus supplement. Such forward-looking statements are subject to various risks and uncertainties, including those described under the section entitled “Risk Factors” in Waitr’s Annual Report on Form 10-K for the year ended December 31, 2018, 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

WaitrIR@icrinc.com

or

Media

WaitrPR@icrinc.com