
**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): November 16, 2018 (November 15, 2018)

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**

Landcadia Holdings, Inc.
1510 West Loop South, Houston, Texas 77027
(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 5.07 Submission of Matters to a Vote of Security Holders.

On November 15, 2018, Waitr Holdings Inc., a Delaware corporation (f/k/a Landcadia Holdings, Inc.) (the “Company”), held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, a total of 24,221,828 (82.03%) of the Company’s issued and outstanding common stock held of record as of October 16, 2018, the record date for the Special Meeting, were present either in person or by proxy, which constituted a quorum. The Company’s stockholders voted on the following proposals at the Special Meeting, each of which were approved. The final vote tabulation for each proposal is set forth below.

1. To approve and adopt the Agreement and Plan of Merger, dated as of May 16, 2018, by and among the Company, Landcadia Merger Sub, Inc., a Delaware corporation (“Merger Sub”), and Waitr Incorporated, a Louisiana corporation (“Waitr”) and approve the other transactions contemplated thereby (the “business combination”):

Votes For	Votes Against	Abstentions	Broker Non-Votes
23,646,865	127,650	447,313	0

2. To approve, for purposes of complying with applicable Nasdaq listing rules, the issuance of more than 20% of the Company’s issued and outstanding common stock in connection with the business combination:

Votes For	Votes Against	Abstentions	Broker Non-Votes
23,645,972	128,150	447,706	0

3. To approve, upon the completion of the business combination and the conversion of the Company’s Class F common stock, par value \$0.0001 per share (“Class F common stock”), into the Company’s Class A common stock, par value \$0.0001 per share (“Class A common stock”), the increase of the authorized capital stock of the Company from 221,000,000 shares to 250,000,000 shares, consisting of 249,000,000 shares of common stock, par value \$0.0001 per share (“common stock”), and 1,000,000 shares of preferred stock, par value \$0.0001 per share, by, on the effective date of the filing of the Company’s proposed third amended and restated certificate of incorporation (the “proposed charter”), (i) reclassifying all Class A common stock as common stock; (ii) reclassifying all Class F common stock as common stock; and (iii) creating an additional 29,000,000 shares of common stock:

Votes For	Votes Against	Abstentions	Broker Non-Votes
23,644,742	127,650	449,436	0

4. To approve provisions providing that directors may only be removed by the affirmative vote of holders of at least seventy-five percent (75%) of the voting power of all then outstanding shares of capital stock entitled to vote generally in the election of directors:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,648,204	3,124,360	449,264	0

5. To approve provisions providing that (i) the affirmative vote of at least seventy-five percent (75%) of the voting power of all then outstanding shares of capital stock entitled to vote generally in the election of directors is required for stockholders to adopt, amend, alter or repeal the Company’s bylaws and (ii) certain provisions of the proposed charter may only be amended or repealed by the affirmative vote of at least seventy-five percent (75%) of the outstanding shares entitled to vote thereon:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,652,712	3,119,156	449,960	0

6. To approve certain additional changes, including (i) changing the post-combination company’s corporate name from “Landcadia Holdings, Inc.” to “Waitr Holdings Inc.”, (ii) changing the purpose of the post-combination company to “any lawful act or activity for which corporations may be organized under the DGCL,” (iii) amending the provisions relating to the indemnification and advancement of expenses to directors and officers under certain circumstances, (iv) providing that the Court of Chancery of the State of Delaware and the United States District Court for the State of Delaware will be the sole and exclusive forums for stockholder actions and (v) eliminating certain provisions specific to the Company’s status as a blank check company, which the Company’s Board of Directors (the “Board”) believes are necessary to adequately address the needs of the post-combination company:

Votes For	Votes Against	Abstentions	Broker Non-Votes
22,101,816	1,545,079	574,933	0

7. To elect Joseph LeBlanc and Steven L. Scheinthal as Class I directors on the Board until the next annual meeting of stockholders following the effectiveness of the proposed charter or until his successor is elected and qualified, Scott Fletcher and William Gray Stream as Class II directors on the Board until the second annual meeting of stockholders following the effectiveness of the proposed charter or until his successor is elected and qualified, and Christopher Meaux, Tilman J. Fertitta and Jonathan Green as Class III directors on the Board until the third annual meeting of stockholders following the effectiveness of the proposed charter or until his successor is elected and qualified (only holders of the Company's Class F common stock were entitled to vote on this matter):

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Joseph LeBlanc	6,250,000	0	0
Steven L. Scheinthal	6,250,000	0	0
Scott Fletcher	6,250,000	0	0
William Gray Stream	6,250,000	0	0
Christopher Meaux	6,250,000	0	0
Tilman J. Fertitta	6,250,000	0	0
Jonathan Green	6,250,000	0	0

8. To approve the Waitr Holdings Inc. 2018 Omnibus Incentive Plan (the "Incentive Plan"), including the authorization of the initial share reserve under the Incentive Plan and also for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, as amended:

Votes For	Votes Against	Abstentions	Broker Non-Votes
21,690,518	2,081,610	449,700	0

Item 7.01 Regulation FD Disclosure.

On November 15, 2018, the Company issued a press release announcing that it has consummated the business combination and completed the previously announced \$85 million financing from Luxor Capital Group, LP.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished in this Item 7.01, including Exhibit 99.1 attached hereto, 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
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99.1	Press Release, dated November 15, 2018.
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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: November 16, 2018

LANDCADIA HOLDINGS, INC. COMPLETES ACQUISITION OF WAITR INCORPORATED**Landcadia Holdings, Inc. changes name to Waitr Holdings Inc.****Combined Company will trade on the Nasdaq Stock Market**

LAKE CHARLES, LA, November 15, 2018 -- Landcadia Holdings, Inc. (Nasdaq: LCA) (“Landcadia”), a publicly-traded special purpose acquisition company, and Waitr Incorporated (“Waitr”), a fast growing restaurant platform for online ordering and secondary on-demand food delivery, announced today that they have completed their previously announced business combination under which Landcadia acquired Waitr for approximately \$308 million in total consideration. The business combination was approved today by Landcadia’s stockholders.

Upon completion of the business combination, Landcadia changed its name to Waitr Holdings Inc. and will continue trading on the Nasdaq Stock Market under the ticker symbol “WTRH”, commencing November 16, 2018.

In connection with the business combination, Landcadia completed the previously announced \$85 million financing from Luxor Capital Group, LP, consisting of a \$25 million term loan facility and the issuance of \$60 million of convertible notes.

Chris Meaux, founder and Chief Executive Officer of Waitr, and the rest of the Waitr executive team will continue in their respective roles for the combined company. Mr. Meaux will also serve as Chairman of the combined company’s board of directors. Tilman J. Fertitta, co-founder of Landcadia, will serve as a director of the combined company, and in such capacity, will be in a position to oversee the combined company’s growth and brand building.

Mr. Fertitta commented: “We are pleased to complete the merger with Waitr. I believe they are the best-in-class, on-demand food ordering and delivery partner for customers and restaurants. They are also positioned well to take advantage of the massive unpenetrated market for online delivery, particularly in secondary markets.”

Mr. Meaux commented: “We are excited to partner with Tilman and the Landcadia team and we believe this is a great opportunity. Our combined expertise, experience and resources, and being a publicly-traded company will further enable us to accelerate our growth in the markets we currently serve, expand into new markets and take advantage of potential opportunistic acquisitions.”

Jefferies LLC served as financial, lead capital markets advisor and placement agent to Landcadia, Deutsche Bank Securities Inc. served as capital markets advisor to Landcadia and Winston & Strawn LLP acted as legal counsel to Landcadia. Wells Fargo Securities, LLC served as financial advisor to Waitr and Cara Stone, LLP acted as legal advisor to Waitr.

About Landcadia Holdings, Inc.

Landcadia Holdings, Inc. was a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

About Waitr

Founded in 2013 and based in Lake Charles, Louisiana, Waitr is a leader in on-demand food ordering and delivery in the Southeast U.S. 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.

About Luxor Capital Group, LP

Luxor Capital Group, LP (“Luxor”) is a multi-billion dollar investment fund that was founded in 2002. Applying a bottom-up, fundamental approach to investing, Luxor has deep sector expertise within its focus industries, namely Internet, Software, Financials, Real Estate, Media and Energy. Luxor takes a long-term view towards investing and often works closely with the management teams of their portfolio companies. Luxor is also invested in other leading companies across the global online food ordering and delivery space.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Landcadia’s and Waitr’s actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Landcadia’s and Waitr’s expectations with respect to future performance and anticipated financial impacts of the business combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside Landcadia’s and Waitr’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted against Landcadia and Waitr in connection with the business combination and the transactions contemplated therein; (2) the inability to obtain or maintain the listing of the combined company’s common stock on the Nasdaq Stock Market following the business combination; (3) the risk that the business combination disrupts current plans and operations as a result of the announcement and consummation of the business combination; (4) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably and the combined company’s ability to retain its key employees; (5) costs related to the business combination; (6) changes in applicable laws or regulations; (7) the possibility that Waitr or the combined company may be adversely affected by other economic, business, and/or competitive factors; and (8) other risks and uncertainties indicated from time to time in the proxy statement filed by Landcadia with the Securities and Exchange Commission (SEC) relating to the business combination, including those under “Risk Factors” therein, and in Landcadia’s other filings with the SEC. The foregoing list of factors is not exclusive, and readers should not place undue reliance upon any forward-looking statements, which speak only as of the date made. Waitr Holdings Inc. does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

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