
**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): March 12, 2021 (March 9, 2021)

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 March 9, 2021, Waitr Holdings Inc. (the “Company”) and its wholly-owned subsidiary Dude Delivery, LLC entered into a definitive agreement to acquire substantially all of the assets of Dude Holdings LLC (“Delivery Dudes”), a third-party delivery business primarily serving the South Florida market, for \$11.5 million in cash, subject to certain purchase price adjustments, and 3,562,577 shares of the Company’s common stock (the “Delivery Dudes Acquisition”). Based on the average volume weighted average price of the Company’s common stock for the five (5) consecutive trading days prior to March 9, 2021, the aggregate consideration for the Delivery Dudes Acquisition is approximately \$23 million. The Delivery Dudes Acquisition closed on March 11, 2021.

In addition, on March 9, 2021, the Company entered into Amendment No. 4 to that certain Credit and Guaranty Agreement, dated as of November 15, 2018, among Waitr Inc., Waitr Intermediate Holdings, LLC, Luxor Capital, LLC, Luxor Capital Group, LP, and the lenders from time to time party thereto (as amended, the “Credit and Guaranty Agreement”), and Amendment No. 4 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 “Amended Loan Agreements”). The Credit and Guaranty Agreement and Credit Agreement originally included a \$10 million threshold for Permitted Acquisitions (as defined in such agreements). The Amended Loan Agreements provide for the Delivery Dudes Acquisition being included in the definition of Permitted Acquisition and for other acquisitions consummated after March 9, 2021 and on or prior to December 31, 2021, with aggregate purchase price consideration not to exceed \$20 million, included in the definition of Permitted Acquisitions.

Additionally, pursuant to Amendment No. 4 to the Credit and Guaranty Agreement, the Company shall prepay the term loan under the Credit and Guaranty Agreement in an aggregate amount equal to \$15 million no later than March 16, 2021. Following such prepayment, the Company expects to have \$84 million of outstanding indebtedness under the Amended Loan Agreements.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The disclosure set forth in Item 1.01 of this Current Report on Form 8-K with respect to the Amended Loan Agreements and prepayment of the term loan thereunder is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

The disclosure set forth in Item 1.01 of this Current Report on Form 8-K with respect to the issuance of the 3,562,577 shares of Company common stock in connection with the Delivery Dudes Acquisition is incorporated herein by reference. The shares of common stock will not be registered under the Securities Act of 1933, in reliance on an exemption from registration provided by Section 4(a)(2) of the Securities Act.

Item 8.01 Other Events.

On March 9, 2021, the Company issued a press release announcing the Delivery Dudes Acquisition, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release dated March 9, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: March 12, 2021

By: /s/ Thomas C. Pritchard

Name: Thomas C. Pritchard

Title: General Counsel

Waitr Enters into Asset Purchase Agreement with Delivery Dudes

LAFAYETTE, LA, March 9, 2021 — Waitr Holdings Inc. (Nasdaq: WTRH) (“Waitr” or the “Company”), a leader in on-demand food ordering and delivery, today announced the Company has entered into a definitive agreement to acquire substantially all of the assets of Delivery Dudes, a Delray Beach, Florida based food delivery company. We expect this transaction to close prior to the end of next week, subject to satisfaction of closing conditions and deliverables.

“Delivery Dudes affords us the opportunity to further expand our footprint in the Florida delivery marketplace,” said Carl Grimstad, CEO and Chairman of the Board of Waitr. “The Dudes have created a strong brand presence in South Florida and we are excited to have them join our team. Their well-trained and friendly staff, combined with reliable drivers, deliver fresh food from top local restaurants - a perfect fit for Waitr.”

“We’ve been working hard for the last decade and are excited to join Waitr, a company that shares our entrepreneurial spirit and believes in us,” said Jayson Koss, CEO of Delivery Dudes. “With Waitr’s resources, we look forward to growing the South Florida market and working to help Waitr expand their market presence. We believe 2021 will be an exciting year.”

The purchase price for the acquisition is approximately \$23 million in stock and cash.

About Waitr Holdings Inc.

Founded in 2013 and based in Lafayette, Louisiana, Waitr is a leader in on-demand food ordering and delivery. Waitr and its sister brand, Bite Squad, connect local restaurants and grocery stores to hungry diners in underserved U.S. markets. We provide a convenient way to discover, order and receive great food from local restaurants, grocery stores and national chains. As of December 31, 2020, Waitr and Bite Squad operated in small and medium sized markets in the United States in over 700 cities.

About Delivery Dudes LLC

Founded in 2009 and based in Delray Beach, Florida, Delivery Dudes is a leader in premium food delivery in the South Florida market. In 2020, Andreessen Horowitz issued his top 100 private company marketplace apps ranking Delivery Dudes #46. As of Dec 30, 2020, Delivery Dudes operated in small and medium sized markets in the United States in over 50 cities, mainly in South Florida, with the goal of making life better one delivery at a time.

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 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, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “might,” “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, 2020, filed with the SEC on March 8, 2021, 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