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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 27, 2022 (January 26, 2022)**

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**WAITR HOLDINGS INC.**

(Exact name of Registrant as Specified in Its Charter)

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**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)

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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
<b>Common Stock, Par Value \$0.0001 Per Share</b>	<b>WTRH</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 26, 2022, Waitr Holdings Inc. (the “Company” or “we”) received written notice from Nasdaq Listing Qualifications staff (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”), indicating that the minimum bid price of our common stock has closed at less than \$1.00 per share over the last 30 consecutive business days and, as a result, did not comply with Listing Rule 5550(a)(2), which requires a minimum bid price of \$1.00 per share (the “Bid Price Rule”).

The notification has no immediate effect on the listing of the Company’s common stock. In accordance with Listing Rule 5810(c)(3)(A), we are being provided 180 calendar days, or until July 25, 2022, to regain compliance with the Bid Price Rule. If at any time before July 25, 2022, the bid price of our common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, the Staff will provide us with written confirmation of compliance with the Bid Price Rule and the matter will be closed.

If we fail to regain compliance with the Bid Price Rule before July 25, 2022, but meet certain other applicable standards, the Company may be eligible for additional time to comply with the Bid Price Rule. To qualify, the Company will be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the bid price requirement, and will need to provide written notice of its intention to cure the deficiency during the second compliance period. If it not eligible for an additional grace period, the Company will receive notification from the Staff that its securities are subject to delisting. The Company may then appeal the delisting determination to a Nasdaq Listing Qualifications Hearings Panel.

The Company is actively taking steps to regain compliance with the Nasdaq Listing Rules, including actively monitoring the bid price for its common stock between now and July 25, 2022 and considering available options to resolve the deficiency and regain compliance with the Bid Price Rule.

**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: January 27, 2022

By: /s/ Thomas C. Pritchard  
Name: Thomas C. Pritchard  
Title: General Counsel