

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): January 14, 2021

TATTOOED CHEF, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38615

(Commission
File Number)

82-5457906

(IRS Employer
Identification No.)

6305 Alondra Boulevard
Paramount, California 90723

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (562) 602-0822

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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Warrants, each exercisable for one share of common stock	TTCFW	The Nasdaq Stock Market LLC
Common stock, par value \$0.0001 per share	TTCF	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 8.01. Other Events.

On January 14, 2021, Tattooed Chef, Inc., a Delaware corporation (the “Company”), issued a press release announcing the redemption of all of its outstanding warrants to purchase shares of the Company’s common stock that were issued under the Warrant Agreement, dated as of August 2, 2018, by and between the Company (f/k/a Forum Merger II Corporation) and Continental Stock Transfer & Trust Company, as warrant agent and transfer agent, as part of the units sold in the Company’s initial public offering. The redemption date was set for February 16, 2021.

A copy of the Notice of Redemption delivered by the Company is filed as Exhibit 99.2 hereto and is incorporated herein by reference. None of this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 nor the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any Company securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

The information in this Item 8.01 and Exhibits 99.1 and 99.2 attached hereto shall not be deemed “filed” for purposes of 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 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 Number	Description
99.1	Press Release, dated January 14, 2021
99.2	Notice of Redemption, dated January 14, 2021

SIGNATURES

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.

TATTOOED CHEF, INC.

By: /s/ Charles F. Cargile

Name: Charles F. Cargile

Title: Chief Financial Officer

Date: January 14, 2021



Tattooed Chef Announces Redemption of Public Warrants

*Warrant Redemption Increases Cash Balance by \$124 Million;
Cashless Exercise Mitigates Dilution and Simplifies Capital Structure*

Paramount, California—January 14, 2021 (GLOBE NEWSWIRE) – Tattooed Chef, Inc. (Nasdaq: TTCF, TTCFW) (“Tattooed Chef” or the “Company”), a leader in plant-based foods, today announced that the Company will redeem all its outstanding publicly held warrants (the “Public Warrants”) that remain unexercised immediately after 5:00 p.m. New York City time on February 16, 2021, the date for redemption fixed by the Company. Under the terms of the warrant agreement governing the Public Warrants (the “Warrant Agreement”), the Company is entitled to redeem all of the outstanding Public Warrants if the last sales price of the Company’s common stock is at least \$18.00 per share on each of twenty trading days within any thirty-day trading period. This share price performance was achieved as of January 11, 2021.

Sam Galletti, Tattooed Chef’s Chief Executive Officer said, “We are pleased to streamline our capital structure and enhance our cash position by eliminating the Public Warrants. We have received \$124 million of cash from warrant exercises to date, and now our cash balance is well over \$200 million, which provides us greater financial flexibility and opportunities to invest in strategic growth initiatives. In addition, by invoking the cashless exercise alternative in our redemption notice, we have mitigated further dilution to our stockholders. Instead of 20 million shares being added to our Common Stock outstanding, by virtue of the cashless exercise only 15.3 million shares will be added, assuming cashless exercise of all outstanding Public Warrants. We took action on the first day allowed under the terms of the Warrant Agreement and we believe this decision will enhance long-term stockholder value.”

In accordance with the Warrant Agreement, the Company’s Board of Directors has elected to require that all Public Warrants be exercised on a cashless basis. Accordingly, holders may no longer exercise Public Warrants in exchange for payment in cash of the \$11.50 per share exercise price. Instead, a holder exercising a Public Warrant will be deemed to pay the \$11.50 exercise price by the surrender of 0.4883 of a share of common stock that such holder would have been entitled to receive upon a cash exercise of each Public Warrant. Accordingly, by virtue of the cashless exercise of the Public Warrants, exercising warrant holders will receive 0.5117 of a share of the Company’s common stock for each Public Warrant surrendered for exercise.

Any Public Warrants that remain unexercised immediately after 5:00 p.m. New York City time on February 16, 2021, the redemption date, will be void and no longer exercisable, and the holders of those Public Warrants will be entitled to receive only a redemption price of \$0.01 per Public Warrant.

At the direction of the Company, Continental Stock Transfer and Trust Company, in its capacity as warrant agent, has mailed a notice of redemption to each of the registered holders of the outstanding Public Warrants.

In accordance with the terms of the Public Warrants, the 0.4883 of a share that each exercising warrant holder will surrender by virtue of the cashless exercise (instead of paying the \$11.50 per share cash exercise price) was calculated in accordance with the terms of the Warrant Agreement by dividing the \$11.50 exercise price, by \$23.55, the average of the last sale price of the Company's common stock over the ten trading days ending on January 11, 2021.

If any holder of Public Warrants would, after considering all of such holder's Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of the Company's common stock, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

Through January 13, 2021, 10,758,215 Public Warrants were exercised for cash, resulting in the Company receiving cash exercise price proceeds of \$123,719,473, in the aggregate. As of January 14, 2021, there were 9,241,785 Public Warrants outstanding. Assuming that all of the Public Warrants currently outstanding are exercised on a cashless basis, the Company will have a total of 80,605,939 million shares of common stock issued and outstanding immediately after the redemption date.

The shares of common stock underlying the Public Warrants have been registered by the Company under the Securities Act of 1933, as amended, and are covered by a registration statement filed on Form S-1 with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-249890).

Questions concerning redemption and exercise of the Public Warrants can be directed to Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attention: Compliance Department, telephone number (212) 509-4000.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of the Company's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Tattooed Chef

Tattooed Chef is a leading plant-based food company offering a broad portfolio of innovative and sustainably sourced plant-based foods. Tattooed Chef's signature products include ready-to-cook bowls, zucchini spirals, riced cauliflower, acai and smoothie bowls, and cauliflower pizza crusts, which are available in the frozen food sections of leading national retail food stores across the United States as well as on Tattooed Chef's e-commerce site. Understanding consumer lifestyle and food trends, a commitment to innovation, and self-manufacturing allows Tattooed Chef to continuously introduce new products. Tattooed Chef provides approachable, great tasting and chef-created products to the growing group of plant-based consumers as well as the mainstream marketplace. For more information, please visit www.tattooedchef.com.

Forward Looking Statements

Certain statements made in this release are “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “contemplates,” “predicts,” “believes,” “seeks,” “may,” “will,” “would,” “should,” “future,” “growth,” “long-term,” “propose,” “trend,” “assuming,” “accelerate,” “continues,” “opportunities,” “potential,” “target,” “next” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside Tattooed Chef’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Important factors, among others, that may affect actual results or outcomes include: uncertainty surrounding the ultimate success of Tattooed Chef’s e-commerce platform; the need to prove Tattooed Chef’s ability to build brand awareness and continue to launch innovative products; the outcome of any legal proceedings that may be instituted against Tattooed Chef; competition and the ability of the business to grow and manage growth profitably; the ability to meet Nasdaq’s listing requirements; costs related to our recent business combination; anticipated increased costs associated with our transition to a public company; and other risks and uncertainties indicated from time to time in the definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) in connection with our recent business combination, including those under “Risk Factors” therein, and other factors identified in past and future filings with the SEC, available at www.sec.gov. Some of these risks and uncertainties may be amplified by the COVID-19 outbreak. Tattooed Chef undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

CONTACTS

INVESTORS

Rachel Perkins
rachel@ulshir.com

MEDIA

tattooedchef@praytelligence.com

**TATTOOED CHEF, INC.**

January 14, 2021

NOTICE OF REDEMPTION OF WARRANTS (CUSIP 87663X 110)

Dear Public Warrant Holder,

Tattooed Chef, Inc. (the "Company") hereby gives notice that it is redeeming, at 5:00 p.m. New York City time on February 16, 2021 (the "Redemption Date"), all of the Company's outstanding warrants (the "Public Warrants") to purchase shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), that were issued under the Warrant Agreement, dated August 2, 2018, by and between the Company's legal predecessor company Forum Merger II Corp. ("Forum") and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agreement"), as part of the units sold in Forum's initial public offering ("IPO") for a redemption price of \$0.01 per Public Warrant (the "Redemption Price"). Each Public Warrant entitles the holder thereof to purchase one-half of one share of Common Stock for a purchase price of \$11.50 per share, subject to adjustments. Any Public Warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Public Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in "street name." Note that the act of exercise is VOLUNTARY, meaning holders must instruct their broker to submit their Public Warrants for exercise prior to 5:00 p.m. New York City time on the Redemption Date. Warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO and still held by the initial holders thereof or their permitted transferees are not subject to this notice of redemption.

The Public Warrants are quoted on Nasdaq under the symbol "TTCFW."

On January 11, 2021, the closing price of the Public Warrants was \$12.40 and the closing price of the Common Stock was \$23.94. As a result of the redemption of the outstanding Public Warrants, the Public Warrants will cease to be quoted on Nasdaq, effective at the close of trading on the Redemption Date.

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the Public Warrant holders to exercise their Public Warrants will terminate immediately prior to 5:00 p.m. New York City time on the Redemption Date. At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised Public Warrants will have no rights with respect to those warrants, except to receive, upon surrender of their Public Warrant certificates, the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in “street name.” We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Public Warrants.

The Company is exercising this right to redeem the Public Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.1 of the Warrant Agreement, the Company has the right to redeem all of the outstanding Public Warrants if the last sales price of the Common Stock equals or exceeds \$18.00 per share on each of 20 trading days within any 30 day trading period ending on the third business day prior to the date on which a notice of redemption is given. The last sales price of the Common Stock has been at least \$18.00 per share on each of 20 trading days within the 30 day trading period ending on January 11, 2021 (which is the third business day prior to the date of this redemption notice).

EXERCISE PROCEDURE

Public Warrant holders have until 5:00 p.m. New York City time on the Redemption Date to exercise their Public Warrants to purchase Common Stock. Each Public Warrant entitles the holder thereof to purchase one share of Common Stock at a cash price of \$11.50 per Public Warrant exercised.

In accordance with Section 3.3.1(b) of the Warrant Agreement, the Company’s board of directors has elected to require that, following delivery of this notice of redemption, all Public Warrants be exercised only on a cashless basis.

As a result of the board of directors having made this election, holders may no longer exercise Public Warrants in exchange for payment in cash of the \$11.50 per share exercise price. Instead, a holder exercising a Public Warrant will be deemed to pay the \$11.50 per warrant exercise price by the surrender of 0.4883 of a share of Common Stock that the holder would have been entitled to receive upon a cash exercise of each Public Warrant. **Accordingly, by virtue of the cashless exercise of the Public Warrants, exercising warrant holders will receive 0.5117 of a share of Common Stock for each Public Warrant surrendered for exercise.**

The number of shares that each exercising warrant holder will receive by virtue of the cashless exercise (instead of paying the \$11.50 per share cash exercise price) was calculated in accordance with Section 3.3.1(b) of the Warrant Agreement and will be equal to the quotient obtained by dividing (x) the product of the number of shares underlying the Public Warrants held by such warrant holder, multiplied by the difference between \$23.55, the average of the last sale price of the Common Stock over the ten (10) trading days ending on January 11, 2021, the third business day prior to the date of this notice (the “Fair Market Value”) and \$11.50, by (y) the Fair Market Value. If any holder of Public Warrants would, after taking into account all of the holder’s Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of Common Stock, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

Those who hold their Public Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Public Warrants.

Persons who are holders of record of their Public Warrants may exercise their Public Warrants by sending:

1. The Public Warrant certificate; and

2. A fully and properly completed “Election to Purchase” (which is located at the back of your Public Warrant certificate), duly executed and indicating, among of things, the number of Public Warrants being exercised,

to:

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
Attention: Reorganization Department
Telephone: (212) 509-4000

The method of delivery of the Public Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

The Public Warrant certificate and the fully and properly completed Election to Purchase must be received by Continental Stock Transfer & Trust Company prior to 5:00 p.m. New York City time on February 16, 2021. Public Warrants received on or after that time will not be exercised, but will be redeemed.

WARRANTS HELD IN STREET NAME

For holders of Public Warrants who hold their warrants in “street name,” provided that a Notice of Guaranteed Delivery is received by Continental Stock Transfer & Trust Company prior to 5:00 p.m. New York City time on February 16, 2021, broker-dealers shall have two business days to deliver the Public Warrant to Continental Stock Transfer & Trust Company.

Any Public Warrant received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed will be deemed to have been delivered for redemption (at \$0.01 per Public Warrant), and not for exercise.

PROSPECTUS

A prospectus covering the Common Stock issuable upon the exercise of the Public Warrants (and the supplements thereto) is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-249890) (the “SEC”). A copy of this prospectus (and the supplements thereto) is available at the SEC’s Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The SEC also maintains an Internet website that contains a copy of this prospectus. The address of this site is www.sec.gov. Alternatively, to obtain a copy of the prospectus (and the supplements thereto), please visit our investor relations website at ir.tattooedchef.com.

REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by the Company upon presentation and surrender of the Public Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their Public Warrants. Persons who are holders of record of their Public Warrants may redeem their Public Warrants by delivering their certificates representing their Public Warrants to:

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
Attention: Reorganization Department
Telephone: (212) 509-4000

Any questions you may have about redemption and exercising your Public Warrants may be directed to Continental Stock Transfer & Trust Company at its address and telephone number set forth above.

Sincerely,

/s/ Charles F. Cargile

Charles F. Cargile
Chief Financial Officer