

**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 25, 2021

Landcadia Holdings III, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39609
(Commission
File Number)

85-2096734
(I.R.S. Employer
Identification No.)

1510 West Loop South
Houston, Texas
(Address of principal executive offices)

77027
(Zip Code)

(713) 850-1010
(Registrant's telephone number, including area code)

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
Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant	LCYAU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	LCY	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	LCYAW	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 January 25, 2021, the President and Chief Executive Officer of HMAN Group Holdings Inc. ("**Hillman Holdco**") and, together with its direct and indirect subsidiaries, ("**Hillman**"), Douglas J. Cahill, spoke with Bloomberg tv regarding, among other things, Hillman's recently announced business combination (the "**Business Combination**") with Landcadia Holdings III, Inc. ("**Landcadia**"). A copy of the transcript is furnished hereto as Exhibit 99.1.

The information in this Item 7.01 and [Exhibit 99.1](#) furnished 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 (the “*Securities Act*”) or the Exchange Act, except as expressly set forth by specific reference in such filing.

Important Information About the Business Combination and Where to Find It

In connection with the proposed Business Combination, Landcadia intends to file a registration statement on Form S-4 (the “*Registration Statement*”) with the U.S. Securities and Exchange Commission (the “*SEC*”), which will include a proxy statement/prospectus and certain other related documents, that will be both the proxy statement to be distributed to holders of Landcadia’s common stock in connection with its solicitation of proxies for the vote by Landcadia’s stockholders with respect to the proposed Business Combination and other matters as may be described in the Registration Statement, as well as the prospectus relating to the offer and sale of the securities to be issued in the Business Combination. After the Registration Statement is declared effective, Landcadia will mail a definitive proxy statement/prospectus and other relevant documents to its stockholders. This document does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. **Landcadia’s stockholders, Hillman Holdco’s stockholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus included in the Registration Statement and the amendments thereto and the definitive proxy statement/prospectus and other documents filed in connection with the proposed Business Combination, as these materials will contain important information about Hillman Holdco, Landcadia and the Business Combination.** When available, the definitive proxy statement/prospectus and other relevant materials for the proposed Business Combination will be mailed to stockholders of Landcadia as of a record date to be established for voting on the proposed Business Combination and other matters as may be described in the Registration Statement. Landcadia stockholders and Hillman Holdco stockholders will also be able to obtain copies of the preliminary proxy statement, the definitive proxy statement and other documents filed with the SEC, without charge, once available, at the SEC’s website at www.sec.gov, or by directing a request to Landcadia’s secretary at 1510 West Loop South, Houston, Texas 77027, (713) 850-1010.

Participants in Solicitation

Landcadia and its directors and executive officers may be deemed participants in the solicitation of proxies from Landcadia’s stockholders with respect to the proposed Business Combination. A list of the names of those directors and executive officers and a description of their interests in Landcadia is contained in Landcadia’s prospectus dated October 8, 2020 relating to its initial public offering and, with respect to one director, a Current Report on Form 8-K dated January 6, 2021, each of which was filed with the SEC and is available free of charge at the SEC’s web site at www.sec.gov, or by directing a request to Landcadia’s secretary at 1510 West Loop South, Houston, Texas 77027, (713) 850-1010. To the extent such holdings of Landcadia’s securities may have changed since that time, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of such participants will be contained in the proxy statement/prospectus for the proposed Business Combination when available.

Hillman Holdco and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from Landcadia’s stockholders with respect to the proposed Business Combination. Information about Hillman Holdco’s directors and executive officers is available in Hillman’s Form 10-K for the year ended December 28, 2019 and certain of its Current Reports on Form 8-K.

Forward-Looking Statements Legend

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed Business Combination between Hillman Holdco and Landcadia, including statements regarding the benefits of the Business Combination and the anticipated timing of the Business Combination. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this document, including but not limited to: (i) the risk that the proposed Business Combination disrupts Hillman’s current plans and operations; (ii) the ability to recognize the anticipated benefits of the proposed Business Combination, which may be affected by, among other things, competition, the ability of Hillman to grow and manage growth profitably and retain its key employees; (iii) costs related to the proposed Business Combination; (iv) changes in applicable laws or regulations; (v) the possibility that Landcadia or Hillman may be adversely affected by other economic, business, and/or competitive factors; (vi) the occurrence of any event, change or other circumstances that could give rise to the termination of the Agreement and Plan of Merger (the “*Merger Agreement*”), by and among Landcadia, Helios Sun Merger Sub, Inc., a Delaware corporation and a direct wholly-owned subsidiary of Landcadia, Hillman Holdco and CCMP Sellers’ Representative, LLC, a Delaware limited liability company in its capacity as the Stockholder Representative thereunder; (vii) the outcome of any legal proceedings that may be instituted against Landcadia or Hillman following the announcement of the Merger Agreement; (viii) the inability to complete the proposed Business Combination, including due to failure to obtain approval of the stockholders of Landcadia or Hillman, certain regulatory approvals or satisfy other conditions to closing in the Merger Agreement; (ix) the impact of COVID-19 on Hillman’s business and/or the ability of the parties to complete the proposed Business Combination; (x) the inability to obtain or maintain the listing of Landcadia’s shares of common stock on Nasdaq following the proposed transaction; or (xi) other risks and uncertainties indicated from time to time in the registration statement containing the proxy statement/prospectus relating to the proposed Business Combination, including those under “Risk Factors” therein, and in Landcadia’s or Hillman’s other filings with the SEC. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of Landcadia’s prospectus dated October 8, 2020 relating to its initial public offering, the Registration Statement on Form S-4 and proxy statement/prospectus discussed above and other documents filed by Landcadia from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Hillman Holdco and Landcadia assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither Hillman Holdco nor Landcadia gives any assurance that either Hillman Holdco or Landcadia will achieve its expectations.

No Offer or Solicitation

This Current Report on Form 8-K is for informational purposes only and shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination. This Current Report on Form 8-K shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, or an exemption therefrom.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Transcript of Interview with Bloomberg tv on January 25, 2021.

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.

LANDCADIA HOLDINGS III, INC.

Date: January 25, 2021

By: /s/ Tilman J. Fertitta
Name: Tilman J. Fertitta
Title: Chief Executive Officer

Bloomberg
January 25, 2021
Douglas J. Cahill of HMAN Group Holdings, Inc.
Interview with Amanda Lang and Vonnie Quinn

Amanda Lang, Bloomberg

Hi, I'm Amanda Lang in Toronto alongside Vonnie Quinn in New York, and we have the Hillman Group, a construction parts supplier, the latest reverse listing thanks to a SPAC, this one owned by Jeffrey's CEO Rich Handler. Doug Cahill is CEO of Hillman Group he's with us now, Doug. Great to have you with us. And I do want to start with, perhaps the obvious, which is why this process. What changes for you today. Why did you want the listing in this way.

Doug Cahill

You know, for us it was two options: one, we could have gone the private equity route, or two, go to a traditional IPO or with a SPAC. I've known Richard Handler for several years and when I met Tilman it was very clear to me that Richard and Tilman both who have run businesses for many years, understood what Hillman did, understood the moat, understood that nothing happens till you sell something, and when I could see that they got the customer thing and the moat at Hillman, that's when I decided and working with CCMP, that this was a great opportunity for us.

Vonnie Quinn, Bloomberg

Yeah, I'm sure there were other potential opportunities as well, right Doug, I'm curious, so obviously Tillman Fertitta has a lot of experience in the entertainment world and, you know, obviously with with SPAC vehicles as well, with two already on the go. But, but what beyond that made you decide that those were the guys that were ready to help sell fasteners and so on. And beyond that your two board members you know you've got former astronaut captain, Scott Kirby and also Donna Cornell at the University of Houston, why these particular people.

Doug Cahill

Yeah, for us it was the ability to quickly get public. We've been reporting, sec compliant for 17 years as a company with our trust preferred, so it wasn't a matter of that, it was really a matter of, do they understand this business and can we get into a position where we can use this to fuel our growth and reduce our debt and Tilman and Richard both understood. They've just never seen a company like Hillman where we've grown organically 55 out of the last 56 years. And as soon as they figured that out. It was obvious to me and to them that this would be great for both of us.

Amanda Lang, Bloomberg

And then just so people understand him, and this is obviously a \$2.6 billion deal, and as you said you had options at your disposal including private equity, what's the value of that capital to you, how will you deploy it.

Doug Cahill

So for us, we have lots of new opportunities in the knife sharpening business we have 32,500 robotic kiosk machines in retail stores today and plenty more to deploy. We sell 112,000 items and we shipped over 40,000 locations so when you think about the redetermination of the home today, from where people used to eat, sleep, and watch TV. Today, it's entertainment, it's school, it can be work also, fitness. There's a trend out there our customers are very bullish on. And this will help us keep up with that growth. We've always been based on repair and remodel and we've grown organically for the last 20 years at 6%. So it will help us fuel the growth, it will reduce our existing debt, and it will allow us to spend and invest behind marketing as well as working capital.

Vonnie Quinn, Bloomberg

Yeah, I mean it sounds like a good opportunity you, given that you'd already worked, you know, for many, many years with private equity groups so CCMP buying you from another private equity group in 2014. So this allows you to also up your valuation, but how concerned are you that there will be strong voices that will want to be heard, and that you might have to, you know, give in on a few things.

Doug Cahill

No I you know I'm not worried about that, I think that you know we had Hillman focus on the customer, Tilman and Richard have been very, very consistent, "Doug we want you and your team to run the business and continue to take great care of the customer," so that's what we plan to do.

Amanda Lang , Bloomberg

This deal is expected to close, I believe second quarter 2021. I've got to ask you about market conditions, the market by some measures feels pretty topy here. Do you worry at all about conditions changing materially or is this a deal that'll look good to you regardless, well I guess more importantly to your investors, regardless.

Doug Cahill

Yeah, I think that's actually one of our advantages because we've grown organically 55 out of 56 years and because we have the major customers that you need in this space. You know, we won vendor of the year this year, for example, at Depot, at Lowe's, at Tractor Supply, at Do It Best. I think day in, day out, that's going to be beneficial, regardless of what the markets doing. Certainly there'll be impact by the market, but Hillman is so steady and consistent with great organic growth and tremendous opportunities. We've bought six companies in the last three years on the M&A side, plenty of pipeline there, so I think people will see this as a really solid business that's been growing really nicely for a very long time, and I think that will work really well in either market

Vonnie Quinn, Bloomberg

Just very briefly Doug, we're talking about vaccines and distribution now, how do you see the second half of this year and into next year in terms of homes and whether people want to continue to renovate and nest, which is obviously good for your business, or if they want to get back out there again?

Doug Cahill

Well, I think everybody would like to get back out there. But I will say our major customers are saying, "Do not take your foot off the gas, this is not slowing down." Simple things like lumber supply, there wasn't enough, and you think about all the contractors that are backlogged, our deck screws, dry wall screws, concrete screws, fasteners of all types, picturehanging or repainting, letters numbers and signs for your mailbox or front, they continue to be strong, and then we're introducing for the first time a robotic knife sharpening machine in January as well as an RFID fob duplication machine.

Vonnie Quinn, Bloomberg

Alright well, we'll get on there and get some of those tools Doug Cahill, Hillman Group CEO.