

**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 26, 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 26, 2021, the Chief Executive Officer of Landcadia Holdings III, Inc. ("*Landcadia*"), Tilman J. Fertitta, spoke with CNBC regarding, among other things, Landcadia's recently announced business combination (the "*Business Combination*") with HMAN Group Holdings Inc. ("*Hillman Holdco*" and, together with its direct and indirect subsidiaries, "*Hillman*"). A copy of the transcript is furnished hereto as Exhibit 99.1.

On January 26, 2021, the President and Chief Executive Officer of HMAN Group Holdings Inc., Douglas J. Cahill, spoke with TD Ameritrade Network regarding, among other

things, the Business Combination. A copy of the transcript is furnished hereto as Exhibit 99.2.

The information in this Item 7.01, Exhibit 99.1 and Exhibit 99.2 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 CNBC on January 26, 2021.
99.2	Transcript of Interview with TD Ameritrade Network on January 26, 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 27, 2021

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

CNBC
January 26, 2021
Tilman J. Fertitta of Landcadia Holdings III, Inc.
Interview with Jon Fortt

Jon Fortt, CNBC

SPAC storm. His blank check firm along with Jefferies Financial Group striking a \$2.64 billion deal to merge with construction hardware supplier Hillman Group. Fertitta has been involved in two other SPACs, including one for his Golden Nugget Online Gaming and Waitr, a small-cap food delivery stock. Tilman Fertitta joins us now to discuss this and a lot more. Tilman, good afternoon. Great to see you.

Tilman Fertitta

How are you doing today? Good to be back.

Jon Fortt, CNBC

I am doing well. So, this Hillman deal is interesting to me because the CEO was quoted talking about how the home now is not just a place where people sleep and eat, it's a school, it's work from home, how much of this deal is based on this idea that the shift that we're seeing in this pandemic is here to stay.

Tilman Fertitta

You know, it was a lot of it and we started looking at this of course, during the pandemic. And we saw that there were more people in Lowes and Ace and Home Depot than anywhere else and 50% of this company's business is done, they're a wholesale company. And when you go to one of these hardware stores and you're buying products, most likely you're walking out of there with at least one Hillman product and it's a durable good that we like, it's going to be there forever. We've done a couple of tech companies in Waitr and GNOG, of course and happy with both, but we wanted to do something different. We wanted one of those companies that's just, it's, it's going to grow like this, that it's not on a bunch of hopefully future earnings, but it's real earnings today, that's going to grow every year. It's one of those stocks you put away, and you looked up in 10 years and you go, wow. We're truly excited about it. Rich Handler and I spent a lot of time on this and Jeffrey's and it's a it's a great company.

Doug Cahill Interviewed by TD Ameritrade

January 26, 2021

Interview with Oliver Renick**Oliver Renick, TD Ameritrade**

Welcome back to Market on Close. SPACs have attracted a whole lot of new public companies from electric vehicles to space plays, 3d printing, this one's about home improvement. Joining us, Doug Cahill's the chairman and CEO, president as well of The Hillman Group, Doug, congrats on the SPAC, the merger, and walk me through now the timing of this, I mean, we know there's a lot of people that have bought new houses, is that coincidence that now's the time you want to come to the public market?

Doug Cahill

Well, it's obviously a tailwind for us that we're really happy about. But we've had organic growth all over for 55 out of the last 56 years at Hillman so this is not the new for us, the last 20 years we've grown organically 6% a year.

Oliver Renick, TD Ameritrade

Wow. Okay, so during this period right now, how are you exposed or linked in specifically to the first time homebuyers trend, are you seeing people that need supplies, that are their houses already built, beautiful and ready, is there a big home improvement surge happening too?

Doug Cahill

You know, we're really tied, we historically have not been tied to new housing but we are certainly tied to the repair and renovation, and you see that with 55 out of 56 years of organic growth, the only year we were down was 2009, down 5%. If we were tied into housing we would have been down closer to 50. What we're seeing is consumers, the suburban migration, the millennials, you know, for the first time owning homes and certainly the redetermination of the home from this, eat, sleep and watch TV to, you know, now there's school, there's work, there's recreation, entertainment. It's unbelievable what's going on and our customers are saying to us, "Do not take your foot off the gas, this is not slowing down," so we've been really fortunate, our folks have done a great job over the past 12 months, we were up 12% top line and 2020 24% bottom line on adjusted EBITDA so we feel very good about where we are, but also where things are going.

Oliver Renick, TD Ameritrade

Okay. Now, in terms of where things are going, you outlined the rate of growth that you've seen in the past. Over this COVID period, for the fiscal year sales up 12% adjusted EBITDA up 24%. I'm just reading from the numbers, direct from your company here. When you go through this SPAC when this is expected to close in the second quarter, you're going to be beginning with the valuation roughly around two and a half billion dollars. What then in that coming next story though, do you need to go after competitors in home improvement? Do you just be able to grow with the pie overall as the economy grows? What's that game plan in terms of expanding the market share?

Doug Cahill

Yeah, so we're lucky that we have the right customers to start with, and our strategy is to grow with the Home Depot, Lowe's, Walmart, Ace, Tractor Supply's of the world. We've been selling to them on average for 23 straight years and they're just phenomenal retailers. But we look at our market that's accessible, addressable to us, Oliver, is 45 billion, so inside our current products and channels at 6 billion, so we've got railroad track left there. In the middle, you've got a safety category that our customers have really encouraged us to get into and we've done so this year, this past year with four new products, that's a \$15 billion market. And yes, there are some big players, but there's a lot of fragmentation at the bottom, and our customers are saying to us, "Bring it, we'd really like you to manage that category with us," and then there's adjacent categories like plumbing and electrical. If you think plumbing - it's a \$7 billion market and we're not talking toilets and sinks, everything to fix a toilet and sink. We've got 1100 people in the store every day that have been doing this for us for a long time managing the shelf and the category - they're probably 10 feet from the plumbing aisle. So that would be a great adjacent category that we would likely see an opportunity and have been looking through as an M&A.

Oliver Renick, TD Ameritrade

Doug. What's the highest margin part of the business? Where is it worth the most to put in CapX, or is it where is it the most to get the biggest bang for your buck in terms of investments? I imagine now as a public company, you might look at raising capital, you know, we're already gonna have some with this deal. What's the investment, kind of priority?

Doug Cahill

Yeah, we have a robotics and digital solutions business, Oliver, we have 32,500 machines that we make, manufacture, that we service, and that we own, that are in all the great retailers today. So we duplicate keys - we do 116 million keys a year, our closest competitors just under 10 million - pet engraving, we are the leader in pet tags for engraving. We do our Petco Pet Supplies plus in Walmart, we do about 11 million a year, and our closest competitor would be about 1,000,002. So, those are our most attractive. They're in that EBITDA margin in the 30% range, but we are responsible for those machines, we still own them, our customers love it because it brings the consumer to them. And we do all the work so it's a great partnership for us. We've just now entered the knife sharpening business with an acquisition called Resharp. There's nothing like it in the world. We're manufacturing that at our Tempe Arizona plant and shipping it to Ace Hardware this month, and then we also entered the RFID office in home fob business where we can duplicate that for you as well so lots of new things, but that robotics and digital solutions business is a phenomenal business.

Oliver Renick, TD Ameritrade

Okay, Doug sounds like exciting stuff, there's a lot underneath the surface, more than meets the eye of a hardware company, I appreciate the details. Let's keep the tide going and looking forward to following along as you guys go public. Thank you. Thank you, Doug Cahill's Chairman, CEO and President at The Hillman Group. SPAC till [sic] closing by 2Q. Okay, when we come back.
