

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): December 30, 2021

Hillman Solutions Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39609
(Commission File Number)

85-2096734
(IRS Employer Identification No.)

10590 Hamilton Avenue
Cincinnati, OH 45231

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(513) 851-4900**

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	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	HLMN	The Nasdaq Stock Market LLC
Warrants to purchase one share of common stock, each at an exercise price of \$11.50	HLMNW	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 December 30, 2021, Hillman Solutions Corp. (the “Company”) issued a press release announcing the results of the completed redemption of its outstanding warrants to purchase shares of the Company’s common stock, par value \$0.0001 per share, that were issued under the Amended and Restated Warrant Agreement, dated November 13, 2020, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information included or incorporated by reference in this Item 7.01 is being furnished to the SEC and shall not be deemed “filed” for purposes of Section 18 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 shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>99.1</u>	Press Release dated December 30, 2021
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

Date: December 30, 2021

Hillman Solutions Corp.

By:	<u>/s/ Douglas J. Cahill</u>
Name:	Douglas J. Cahill
Title:	Chairman, President and Chief Executive Officer



Hillman Solutions Corp. Announces Completion of Redemption of All Outstanding Warrants

CINCINNATI, Ohio - December 30, 2021 - Hillman Solutions Corp. (NASDAQ: HLMN), ("Hillman" or "the Company"), a leading provider of complete hardware solutions, today announced the completion of the redemption of its 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 Amended and Restated Warrant Agreement (the "Warrant Agreement"), dated November 13, 2020, by and between the Company and Continental Stock Transfer & Trust Company ("CST"), as warrant agent ("the Warrant Agent") as part of the units sold in the initial public offering (the "IPO") of Lancadia Holdings III, Inc., the Company's predecessor, and that remained outstanding at 5:00 p.m. New York City time on December 22, 2021 (the "Redemption Date") for a redemption price of \$0.10 per Public Warrant. In addition, the Company announced the completion of the redemption of the outstanding warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO (the "Private Warrants" and, together with the Public Warrants, the "Warrants") on the same terms as the outstanding Public Warrants.

On November 22, 2021, the Company issued a press release stating that, pursuant to the terms of the Warrant Agreement, on the Redemption Date it would redeem all of the outstanding Warrants at a redemption price of \$0.10 per Warrant. Of the 16,666,628 Public Warrants that were outstanding as of the closing of the Business Combination, 666 Public Warrants were exercised for cash at an exercise price of \$11.50 per share of Common Stock and 16,199,169 Public Warrants were exercised on a cashless basis in exchange for an aggregate of 4,260,978 shares of Common Stock, in each case in accordance with the terms of the Warrant Agreement, representing approximately 97.2% of the outstanding Public Warrants. In addition, all 8,000,000 Private Warrants that were outstanding as of the closing of the Business Combination were exercised on a cashless basis in exchange for an aggregate of 2,104,000 shares of Common Stock in accordance with the terms of the Warrant Agreement. Total cash proceeds to the Company generated from exercises of the Warrants for cash were approximately \$7,659. Following the Redemption Date, the Company had no Public Warrants or Private Warrants outstanding.

In connection with the redemption, the Public Warrants ceased trading on The Nasdaq Global Market and were delisted, with the trading halt announced after close of market on December 22, 2021. The Company's Common Stock continues to trade on The Nasdaq Global Market under the symbol "HLMN."

About Hillman Solutions Corp.

Founded in 1964 and headquartered in Cincinnati, Ohio, Hillman is a leading North American provider of complete hardware solutions, delivered with industry leading customer service to over 40,000 locations. Hillman designs innovative product and merchandising solutions for complex categories that deliver an outstanding customer experience to home improvement centers, mass merchants, national and regional hardware stores, pet supply stores, and OEM & industrial customers. Leveraging its distribution and sales network, Hillman delivers a "small business" experience with "big business" efficiency.

Contact Information

Investors:

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