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## Section 1: 8-K (FORM 8-K)

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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 Section 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 31, 2018 (October 25, 2018)

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# GRAF INDUSTRIAL CORP.

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-38703  
(Commission  
File Number)

83-1138508  
(I.R.S. Employer  
Identification Number)

118 Vintage Park Blvd., Suite W-222  
Houston, Texas  
(Address of principal executive offices)

77070  
(Zip Code)

Registrant's telephone number, including area code: (281) 515-3517

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:

- 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))

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 8.01 Other Events.**

### ***Over-Allotment Closing***

As previously reported on a Current Report on Form 8-K of Graf Industrial Corp. (the “Company”), on October 18, 2018, the Company consummated its initial public offering (“IPO”) of 22,500,000 units (“Units”), each Unit consisting of one share of common stock, \$0.0001 par value per share (“Common Stock”), and one warrant of the Company (“Warrant”), with each Warrant entitling the holder thereof to purchase one-half of one share of Common Stock for \$11.50 per share, provided that if the Company has not consummated its initial business combination within 15 months of the closing of the IPO, each whole Warrant will entitle the holder thereof to purchase three-quarters of one share of Common Stock for \$11.50 per share, subject to adjustment in either case. The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$225,000,000. The underwriters of the IPO were granted an option to purchase up to an additional 3,375,000 Units to cover over-allotments, if any (“Over-Allotment Units”). On October 25, 2018, the underwriters exercised the option in part and purchased 1,876,512 Over-Allotment Units, which were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$18,765,120.

As previously reported on a Current Report on Form 8-K of the Company, on October 18, 2018, simultaneously with the consummation of the IPO, the Company completed a private placement (the “Private Placement”) of an aggregate of 13,400,000 warrants (the “Placement Warrants”) to Graf Acquisition LLC (the “Sponsor”), generating gross proceeds of \$6,700,000. On October 25, 2018, simultaneously with the sale of the Over-Allotment Units, the Company consummated a private sale of an additional 750,605 Placement Warrants to the Sponsor, generating gross proceeds of approximately \$375,302.

In addition, the 6,468,750 shares of Common Stock of the Company (the “Founder Shares”) held by the Company’s initial stockholders (prior to the exercise of the over-allotment) included an aggregate of up to 843,750 Founder Shares subject to forfeiture by the Sponsor to the extent that the underwriters’ over-allotment option was not exercised in full, so that the initial stockholders would collectively own 20.0% of the issued and outstanding shares of Common Stock of the Company. Since the underwriters exercised the over-allotment option in part and purchased 1,876,512 of the total possible 3,375,000 Over-Allotment Units, the Sponsor forfeited 374,622 Founder Shares on October 25, 2018 resulting in the Sponsor and the Company’s independent directors holding an aggregate of 6,094,128 shares of Common Stock. The Founder Shares forfeited by the Sponsor were cancelled by the Company.

A total of \$243,765,120 of the net proceeds from the sale of Units in the IPO (including the Over-Allotment Units) and the private placements on October 18, 2018 and October 25, 2018 were placed in a trust account established for the benefit of the Company’s public stockholders. An audited balance sheet as of October 18, 2018 reflecting receipt of the net proceeds from the IPO and the Private Placement on October 18, 2018, but not the proceeds from the sale of the Over-Allotment Units nor the private placement on October 25, 2018, had been prepared by the Company and previously filed on a Current Report on Form 8-K on October 24, 2018. The Company’s unaudited pro forma balance sheet as of October 25, 2018, reflecting receipt of the proceeds from the sale of the Over-Allotment Units and the private placement on the same day is included as Exhibit 99.1 to this Current Report on Form 8-K.

A copy of the Press Release issued by the Company announcing the consummation of the sale of the Over-Allotment Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Pro Forma Balance Sheet</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Press Release, dated October 25, 2018</u></a>

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## 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.

GRAF INDUSTRIAL CORP.

Date: October 31, 2018

By: /s/ James A. Graf

Name: James A. Graf

Title: Chief Executive Officer

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## Section 2: EX-99.1 (PRO FORMA BALANCE SHEET)

Exhibit 99.1

### GRAF INDUSTRIAL CORP. PRO FORMA BALANCE SHEET

	Actual As of October 18, 2018	Pro Forma Adjustments (Unaudited)	As Adjusted (Unaudited)
<b>ASSETS</b>			
Current assets			
Cash	\$ 1,993,646		\$ 1,993,646
Prepaid expenses	115,000		115,000
Total current assets	2,108,646		2,108,646
Cash held in Trust Account		375,302(a) (375,302)(b)	
	225,000,000	18,765,120(c)	243,765,120
<b>Total assets</b>	<b>\$ 227,108,646</b>	<b>\$ 18,765,120</b>	<b>\$ 245,873,766</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable and accrued expenses	592,405		592,405
Warrant Liabilities	17,301,228	1,283,694(f)	18,584,922
<b>Total liabilities</b>	<b>17,893,633</b>		<b>19,177,327</b>
<b>Commitments</b>			
Common Stock subject to possible redemption; 20,421,501 and 22,169,643 shares (at redemption value of approximately \$10.00 per share), actual and as adjusted	204,215,012	17,481,420(e)	221,696,432
<b>Stockholders' equity</b>			
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued and outstanding	—		—
Common Stock, \$0.0001 par value; 400,000,000 shares authorized; 8,547,249 and 8,300,997 shares issued and outstanding (excluding 20,421,501 and 22,169,643 shares subject to possible redemption), actual and as adjusted	855	(37)(d) 188(c) (175)(e)	831

Additional paid-in capital	5,008,432	37(d)	5,008,462
		18,764,932(c)	
		(17,481,245)(e)	
		(1,283,694)(f)	
Accumulated deficit	(9,286)	—	(9,286)
<b>Total stockholders' equity</b>	<u>5,000,001</u>		<u>5,000,007</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 227,108,646</u>	<u>\$ 18,765,120</u>	<u>\$ 245,873,766</u>

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**GRAF INDUSTRIAL CORP.**  
**NOTE TO PRO FORMA BALANCE SHEET**  
(Unaudited)

**NOTE 1 - CLOSING OF PARTIAL EXERCISE OF OVERALLOTMENT OPTION, ADDITIONAL PRIVATE PLACEMENT AND FORFEITED SHARES**

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of the Company as of October 18, 2018, adjusted for the closing of the underwriters' partial exercise of their over-allotment option and related transactions which occurred on October 25, 2018 as described below.

On October 25, 2018, the Company consummated the closing of the sale of 1,876,512 additional Units upon receiving notice of the underwriters' election to partially exercise their over-allotment option ("Over-allotment Units"), generating additional gross proceeds of \$18,765,120 and incurred additional offering costs of \$375,302 in underwriting fees. Simultaneously with the exercise of the over-allotment, the Company consummated the Private Placement of an additional 750,605 Private Placement Warrants to the Sponsor, generating gross proceeds of \$375,302. Pro forma adjustments to reflect the exercise of the underwriters' over-allotment option are as follows:

<u>Pro Forma Entries</u>	<u>Debit</u>	<u>Credit</u>
(a) Cash held in Trust	\$ 375,302	
Additional paid-in capital		\$ 375,302
<i>To record sale of 750,605 Private Placement Warrants at \$0.50 per warrant</i>		
(b) Additional paid-in capital	\$ 375,302	
Cash		\$ 375,302
<i>To record payment of 2% of cash underwriting fee on over-allotment option</i>		
(c) Cash held in Trust Account	\$ 18,765,120	
Common Stock		\$ 188
Additional paid-in capital		\$ 18,764,932
<i>To record sale of 1,876,512 Over-allotment Units at \$10.00 per Unit</i>		
(d) Common Stock	\$ 37	
Additional paid-in capital		\$ 37
<i>To record forfeiture of 374,622 shares of Common Stock as a result of partial exercise of the over-allotment option</i>		
(e) Common Stock	\$ 175	
Additional paid-in capital	\$ 17,481,245	
Common stock subject to possible redemption		\$ 17,481,420
<i>To reclassify Common Stock out of permanent equity into mezzanine redeemable stock</i>		
(f) Additional paid-in capital	\$ 1,283,694	
Warrant liability		\$ 1,283,694
<i>To reclassify warrants issued in connection with IPO and Private Placement to liability</i>		

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## Section 3: EX-99.2 (PRESS RELEASE, DATED OCTOBER 25, 2018)

Exhibit 99.2

**Graf Industrial Corp. Announces Closing of Underwriters' Over-Allotment Option in Connection with its Initial Public Offering**

HOUSTON, October 25, 2018 /PRNewswire/ — Graf Industrial Corp. (NYSE: GRAF.U) (the "Company") today announced the closing of the issuance of an additional 1,876,512 units pursuant to the partial exercise of the underwriters' over-allotment option in connection with the

Company's initial public offering. The additional units were sold at the initial offering price of \$10.00 per unit, generating additional gross proceeds of \$18,765,120 to the Company and bringing the total gross proceeds of the initial public offering to \$243,765,120.

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

The offering was made only by means of a prospectus, copies of which may be obtained from: EarlyBirdCapital, Inc., 366 Madison Avenue, 8th Floor, New York, New York 10017, Phone: 212-661-4933, Email: Jcarter@ebcap.com; and from Oppenheimer & Co. Inc., Attn: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, New York 10004, Phone: 212-667-8055, Email: EquityProspectus@opco.com.

#### **About Graf Industrial Corp.**

Graf Industrial Corp. is a blank check company incorporated for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. The Company was founded by James A. Graf and Michael E. Dee. While the Company may pursue a business combination in any industry, the Company intends to focus its search for a business or businesses in the diversified industrials sector, including industrial manufacturing, technology, distribution and services.

#### **Cautionary Note Concerning Forward-Looking Statements**

This press release contains statements that constitute "forward-looking statements." Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's registration statement and prospectus for the Company's initial public offering filed with the U.S. Securities and Exchange Commission (the "SEC"). Copies are available on the SEC's website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

#### **Contact**

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(281) 515-3517

#### **Source**

Graf Industrial Corp.

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