

# YELLOWSTONE ACQUISITION CO

## **FORM 8-K** (Current report filing)

Filed 12/01/20 for the Period Ending 12/01/20

Address	1411 HARNEY STREET SUITE 200 OMAHA, NE, 68102
Telephone	(402) 201-2073
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Sector	Financials
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

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): December 1, 2020

YELLOWSTONE ACQUISITION COMPANY  
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

001-39648

(Commission File Number)

85-2732947

(I.R.S. Employer  
Identification Number)

1601 Dodge Street, Suite 3300  
Omaha Nebraska

(Address of principal executive offices)

68102

(Zip Code)

Registrant's telephone number, including area code: (402) 225-6511

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 to 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, \$0.0001 par value, and one-half of one redeemable warrant	YSACU	The NASDAQ Stock Market LLC
Class A common stock, \$.0001 par value included as part of the units	YSAC	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	YSACW	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.**

As previously disclosed on a Current Report on Form 8-K dated October 26, 2020, Yellowstone Acquisition Company (the “Company”) consummated its initial public offering (“IPO”) of 12,500,000 units (the “Units”) on October 26, 2020. Each Unit consists of one share of common stock of the Company, par value \$0.0001 per share, and one-half of one redeemable warrant of the Company (“Warrant”), with each Warrant entitling the holder thereof to purchase one share of common stock for \$11.50 per share, subject to adjustment. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$125,000,000.

In connection with the IPO, the underwriters were granted a 45-day option from the date of the prospectus (the “Over-Allotment Option”) to purchase up to 1,875,000 additional units to cover over-allotments (the “Over-Allotment Units”), if any. On December 1, 2020, the underwriters purchased an additional 1,098,898 Over-Allotment Units pursuant to the partial exercise of the Over-Allotment Option. The Over-Allotment Units were sold at an offering price of \$10.00 per Over-Allotment Unit, generating aggregate additional gross proceeds of \$10,988,980 to the Company. In connection with the cancellation of the remainder of the Over-Allotment Option, the Company will cancel an aggregate of 274,724 shares of Class B common stock issued to BOC Yellowstone LLC, the Company’s sponsor (the “Sponsor”), prior to the IPO, resulting in a total of 3,399,724 shares of Class B common stock issued and outstanding following the exercise of the Over-Allotment Option. Also, in connection with the partial exercise of the Over-Allotment Option, the Sponsor purchased an additional 219,799 warrants at a purchase price of \$1.00 per warrant, resulting in the Sponsor owning warrants to purchase 7,719,799 shares of Class A common stock at an exercise price of \$11.50 per warrant share, subject to adjustment.

On December 1, 2020, the Company issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing the partial exercise of the underwriter’s over-allotment option in the recent public offering.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release, dated December 1, 2020.](#)

**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.

Dated: December 1, 2020

**YELLOWSTONE ACQUISITION COMPANY**

By: /s/ Joshua P. Weisenburger

Name: Joshua P. Weisenburger

Title: Chief Financial Officer

## Yellowstone Acquisition Company Announces Closing of Over-Allotment Option in Initial Public Offering

December 1, 2020

OMAHA, NEBRASKA -- (BUSINESS WIRE) – Yellowstone Acquisition Company (the “Company”) (NASDAQ:YSACU), a special purpose acquisition company, announced the closing of the sale today of an additional 1,098,898 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 public offering price of \$10.00 per unit. The total number of units sold by the Company in the initial public offering, including the sale of the over-allotment units, increased to 13,598,898 and gross proceeds increased to approximately \$135,988,980. In addition, BOC Yellowstone LLC, a subsidiary of Boston Omaha Corporation (NASDAQ:BOMN), served as the sponsor for the Company’s initial public offering and purchased both 3,339,724 shares of the Company’s Class B common stock for \$25,000 and warrants to purchase 7,719,779 shares of Class A Common Stock at a price of \$1.00 per warrant, for a total investment of \$7,744,779. Each of these warrants are exercisable at \$11.50 per share.

The Company previously sold in its initial public offering 12,500,000 units at a price of \$10.00 per unit, resulting in gross proceeds of \$125,000,000. The units began trading on the NASDAQ Stock Market, LLC (“NASDAQ”) under the ticker symbol “YSACU” on October 22, 2020. Each unit issued in the offering consists of one share of the Company’s Class A common stock and one-half of one warrant, each whole warrant entitling the holder thereof to purchase one share of Class A common stock at an exercise price of \$11.50 per share. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. After the securities comprising the units begin separate trading, the shares of Class A common stock and warrants are expected to be listed on NASDAQ under the symbols “YSAC” and “YSACW,” respectively.

Wells Fargo Securities served as the sole book runner for the offering.

The offering was made only by means of a prospectus. Copies of the prospectus may be obtained, when available, from Wells Fargo Securities, Attention: Equity Syndicate Department, 500 West 33rd Street, New York, New York, 10001, at (800) 326-5897 or email a request to [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com). A registration statement relating to these securities was filed with the Securities and Exchange Commission (“SEC”) and became effective on October 21, 2020. 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 an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### ABOUT YELLOWSTONE ACQUISITION COMPANY

Yellowstone Acquisition Company, led by Adam Peterson and Alex Rozek, is a blank check company formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses in the homebuilding, manufacturing serving the homebuilding market, financial services and commercial real estate industries. To contact the Company, please visit [www.yellowstoneac.com](http://www.yellowstoneac.com) or email the Company at [contact@yellowstoneac.com](mailto:contact@yellowstoneac.com).

### 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 offering filed with 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.

#### Investor Contact:

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