

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**SCHEDULE TO
(Amendment No. 6)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Franchise Group, Inc.

(Name of Subject Company (Issuer))

Franchise Group, Inc.

(Name of Filing Person (Issuer))

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

53128T102

(CUSIP Number of Class of Securities)

**Eric F. Seeton
Chief Financial Officer
Franchise Group, Inc.**

**1716 Corporate Landing Parkway
Virginia Beach, Virginia 23454
(757) 493-8855**

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of filing person)

With a copy to:

**David W. Ghegan
Troutman Sanders LLP
600 Peachtree Street, N.E., Suite 3000
Atlanta, Georgia 30308
(404) 885-3000**

CALCULATION OF FILING FEE:

| Transaction Value(*) | Amount of Filing Fee(**) |
|-----------------------------|---------------------------------|
| \$115,315,756 | \$13,976.27 |

(*) Calculated solely for purpose of determining the amount of the filing fee and based on the offer to purchase of up to \$115,315,756 in value of shares of common stock, par value \$0.01 per share, of Franchise Group, Inc.

(**) The amount of the filing fee, \$121.20 for each \$1,000,000 of value of the transaction, was calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal year 2019, issued August 24, 2018.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: Not applicable.
Form or Registration No.: Not applicable.

Filing party: Not applicable.
Date filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- | | |
|---|--|
| <input type="checkbox"/> third-party tender offer subject to Rule 14d-1 | <input type="checkbox"/> going-private transaction subject to Rule 13e-3 |
| <input checked="" type="checkbox"/> issuer tender offer subject to Rule 13e-4 | <input type="checkbox"/> amendment to Schedule 13D under Rule 13d-2 |

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross- Border Third-Party Tender Offer)



INTRODUCTORY STATEMENT

This Amendment No. 6 (“Amendment No. 6”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) on August 1, 2019 (“Schedule TO”), as amended by that certain Amendment No. 1 dated August 8, 2019, as further amended by that certain Amendment No. 2 dated August 27, 2019, as further amended by that certain Amendment No. 3 dated October 11, 2019, as further amended by that certain Amendment No. 4 dated October 16, 2019 and as further amended by that certain Amendment No. 5 dated November 5, 2019, relating to the offer by Franchise Group, Inc. (formerly known as Liberty Tax, Inc.), a Delaware corporation (“Franchise Group” or the “Company”), to purchase for cash any and all shares of the Company’s outstanding common stock, par value \$0.01 per share, at a purchase price of \$12.00 per share (the “offer”). The offer was made upon the terms and subject to the conditions contained in the Amended and Restated Offer to Purchase, dated October 16, 2019 (as amended or supplemented from time to time, the “Amended and Restated Offer to Purchase”), and in the related Amended and Restated Letter of Transmittal, dated October 16, 2019 (as amended or supplemented from time to time, the “Amended and Restated Letter of Transmittal”). All capitalized terms used but not defined herein shall have the meanings assigned to them in the Amended and Restated Offer to Purchase incorporated by reference herein.

The purpose of this Amendment No. 6 is to amend and supplement the Schedule TO to indicate that, on November 14, 2019, the Company issued a press release announcing the final results of the offer.

This Amendment No. 6 is being filed in accordance with Rule 13e-4(c)(3) under the Exchange Act of 1934, as amended. Only those items reported in this Amendment No. 6 are amended or supplemented. Except as specifically provided herein, the information contained in the Schedule TO, the Amended and Restated Offer to Purchase and the other documents that constitute part of the Offer remain unchanged. This Amendment No. 6 should be read in conjunction with the Schedule TO, the Amended and Restated Offer to Purchase and the other documents that constituted part of the Offer. Every Item in the Schedule TO is automatically updated, to the extent such Item incorporates by reference any section of the Amended and Restated Offer to Purchase that is amended, restated or supplemented herein.

Item 11. Additional Information.

Items 11 of the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof:

On November 14, 2019, the Company issued a press release announcing the final results of the tender offer, which expired at 5:00 P.M., Eastern Time, on November 13, 2019. A copy of such press release is filed as Exhibit (a)(5)(A) to this Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| (a)(5)(A) | Press release issued by the Company on November 14, 2019. |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FRANCHISE GROUP, INC.

By: /s/ Eric F. Seeton

Name: Eric F. Seeton

Title: Chief Financial Officer

Dated: November 14, 2019

Franchise Group, Inc. Announces Completion of Its Tender Offer

VIRGINIA BEACH, Va., Nov. 14, 2019 (GLOBE NEWSWIRE) -- Franchise Group, Inc. (OTC PINK: FRGA) ("Franchise Group" or the "Company") today announced the final results of its tender offer to purchase any and all shares of the Company's outstanding common stock, par value \$0.01 per share (the "Shares"), at a purchase price of \$12.00 per share. The tender offer expired at 5:00 P.M., Eastern Time, on November 13, 2019.

Based on the final count by Equiniti Trust Company, the Depository Agent for the tender offer (the "Depository Agent"), the total number of Shares tendered in the tender offer was 3,970,938, including 163,779 shares tendered pursuant to the guaranteed delivery procedure described in the tender offer documents, for an aggregate purchase price of approximately \$47.6 million.

If stockholders have any questions, please call our information agent EQ Proxy, by telephone, toll free at 833-503-4126.

About Franchise Group, Inc.

Franchise Group, Inc. (OTC PINK: FRGA) is an operator and acquirer of franchised and franchisable businesses that it can scale using its operating expertise. Franchise Group owns and operates Liberty Tax Service, Buddy's Home Furnishings and the Sears Outlet business. Additionally, the Company announced in August 2019 the proposed acquisition of The Vitamin Shoppe, Inc. by the Company, which is expected to close prior to the end of calendar 2019. Liberty Tax Service operates in the U.S. and Canada and prepared approximately 1.85 million individual income tax returns in more than 3,100 offices and online last year. Buddy's Home Furnishings is a specialty retailer which franchises and operates rent-to-own stores that lease durable goods, such as electronics, residential furniture, appliances and household accessories, to customers on a rent-to-own basis. As of June 10, 2019, Buddy's Home Furnishings operated 291 locations, primarily through franchise arrangements. The Sears Outlet business is a retailer primarily focused on providing customers with in-store and online access to new, one-of-a kind, out-of-carton, discontinued, reconditioned, overstocked, and scratched and dented products across a broad assortment of merchandise categories, including home appliances, lawn and garden equipment, apparel, mattresses, sporting goods and tools, at prices that are significantly lower than list prices. As of October 23, 2019, the Sears Outlet business operated 126 locations. Further, as previously announced, the Company expects that its Shares will begin trading on the Nasdaq Global Market at the opening of trading on or about November 15, 2019 under the symbol "FRG."

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, projections, predictions, expectations, or beliefs about future events or results and are not statements of historical fact. Such statements also include statements about the expected trading date of the Company's common stock on the Nasdaq Global Market and the Company's completion of its pending acquisition of The Vitamin Shoppe, Inc. Such forward-looking statements are based on various assumptions as of the time they are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are often accompanied by words that convey projected future events or outcomes such as "expect," "believe," "estimate," "plan," "project," "anticipate," "intend," "will," "may," "view," "opportunity," "potential," or words of similar meaning or other statements concerning opinions or judgment of the Company or its management about future events. Although the Company believes that its expectations with respect to forward-looking statements are based upon reasonable assumptions within the bounds of its existing knowledge of its business and operations, there can be no assurance that actual results, performance, or achievements of the Company will not differ materially from any projected future results, performance or achievements expressed or implied by such forward-looking statements. Actual future results, performance or achievements may differ materially from historical results or those anticipated depending on a variety of factors, many of which are beyond the control of the Company. We refer you to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's Annual Report on Form 10-K for the year ended April 30, 2019, and comparable sections of the Company's Quarterly Reports on Form 10-Q and other filings, which have been filed with the SEC and are available on the SEC's website at www.sec.gov. All of the forward-looking statements made in this press release are expressly qualified by the cautionary statements contained or referred to herein. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on the Company or its business or operations. Readers are cautioned not to rely on the forward-looking statements contained in this press release. Forward-looking statements speak only as of the date they are made and the Company does not undertake any obligation to update, revise or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

INVESTOR RELATIONS CONTACT:

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