

**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): July 25, 2020

**Franchise Group, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-35588**  
(Commission File Number)

**27-3561876**  
(I.R.S. Employer Identification Number)

**1716 Corporate Landing Parkway, Virginia Beach, Virginia 23454**  
(Address of Principal Executive Offices) (Zip Code)

**(757) 493-8855**  
(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
Common Stock, par value \$0.01 per share	FRG	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 1.01. Entry into a Material Definitive Agreement.**

On July 25, 2020, Franchise Group, Inc., a Delaware corporation (the "Company"), entered into an Amendment No. 1 (the "Amendment") to the Underwriting Agreement, dated as of June 25, 2020, by and between the Company and B. Riley FBR, Inc., as representative (the "Representative") of the several underwriters named therein (the "Underwriters"). Pursuant to the Amendment, the Company and the Representative agreed to extend the period during which the Company granted the Underwriters an option (the "Option") to purchase up to an additional 630,000 shares of common stock, par value \$0.01 per share, of the Company, to 35 days from June 25, 2020, or July 30, 2020. The Option was exercised in full by the Underwriters on July 30, 2020.

The foregoing description of the Amendment is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On July 30, 2020, the Company issued a press release announcing the exercise in full of the Option by the Underwriters. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.***(c) Exhibits*

[1.1](#) [Amendment No. 1, dated as of July 25, 2020, to Underwriting Agreement, dated June 25, 2020, by and between Franchise Group, Inc. and B. Riley FBR, Inc., as representative of the several underwriters.](#)

[99.1](#) [Press Release dated July 30, 2020.](#)

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## SIGNATURES

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.

**Franchise Group, Inc.**

Date: July 30, 2020

By: /s/ Eric F. Seeton  
Eric F. Seeton  
Chief Financial Officer

## FRANCHISE GROUP, INC.

## AMENDMENT NO. 1 TO UNDERWRITING AGREEMENT

July 25, 2020

B. Riley FBR, Inc.  
As representative of the several Underwriters  
c/o B. Riley FBR, Inc.  
299 Park Avenue, 21<sup>st</sup> Floor  
New York, New York 10171

Ladies and Gentlemen:

Reference is hereby made to that certain Underwriting Agreement, dated as of June 25, 2020 (the “**Underwriting Agreement**”), by and between Franchise Group, Inc., a Delaware corporation (the “**Company**”), and B. Riley FBR, Inc. (“**B. Riley FBR**”), as representative of the several underwriters named on Schedule I of the Underwriting Agreement (together with B. Riley FBR, the “**Underwriters**”). Capitalized terms used but not otherwise defined in this amendment to the Underwriting Agreement (this “**Amendment No. 1**”) shall have the meanings ascribed to such terms in the Underwriting Agreement.

In consideration of the mutual promises and agreements contained in this Amendment No. 1, and for other good and valuable consideration, the sufficiency and adequacy of which is hereby acknowledged, the undersigned hereby agree as follows:

1. The second paragraph of Section 2 of the Underwriting Agreement is deleted and replaced in its entirety with the following:

“On the basis of the representations and warranties contained in this Agreement, and subject to its terms and conditions, the Company agrees to sell to the Underwriters the Additional Shares, and the Underwriters shall have the right to purchase, severally and not jointly, up to 630,000 Additional Shares at the Purchase Price, provided, however, that the amount paid by the Underwriters for any Additional Shares shall be reduced by an amount per share equal to any dividends declared by the Company and payable on the Firm Shares but not payable on such Additional Shares. B. Riley FBR may exercise this right on behalf of the Underwriters in whole or from time to time in part by giving written notice not later than 35 days after the date of this Agreement. Any exercise notice shall specify the number of Additional Shares to be purchased by the Underwriters and the date on which such shares are to be purchased. Each purchase date must be at least one business day after the written notice is given and may not be earlier than the closing date for the Firm Shares or later than ten business days after the date of such notice. Additional Shares may be purchased as provided in Section 4 hereof solely for the purpose of covering sales of shares in excess of the number of the Firm Shares. On each day, if any, that Additional Shares are to be purchased (an “**Option Closing Date**”), each Underwriter agrees, severally and not jointly, to purchase the number of Additional Shares (subject to such adjustments to eliminate fractional shares as B. Riley FBR may determine) that bears the same proportion to the total number of Additional Shares to be purchased on such Option Closing Date as the number of Firm Shares set forth in Schedule I hereto opposite the name of such Underwriter bears to the total number of Firm Shares.”

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2. Except as specifically set forth herein, all other provisions of the Underwriting Agreement shall remain in full force and effect without modification.

3. This Amendment No. 1 together with the Underwriting Agreement (including all schedules and exhibits attached hereto and thereto) constitutes the entire agreement and supersedes all other prior and contemporaneous agreements and undertakings, both written and oral, among the parties hereto with regard to the subject matter hereof. All references in the Underwriting Agreement to the "Agreement" shall mean the Underwriting Agreement as amended by this Amendment No. 1; *provided, however*, that all references to "date of this Agreement" in the Underwriting Agreement shall continue to refer to the date of the Underwriting Agreement.

4. This Amendment No. 1 shall be governed by, and construed in accordance with, the internal laws of the State of New York.

5. This Amendment No. 1 may be signed in two or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. Counterparts may be delivered via facsimile, electronic mail (including any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law, e.g., [www.docusign.com](http://www.docusign.com)) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

**[Remainder of Page Intentionally Blank]**

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If the foregoing correctly sets forth the understanding among the Company and the Underwriters, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding amendment to the Underwriting Agreement between the Company and the Underwriters.

Very truly yours,

**FRANCHISE GROUP, INC.**

By: /s/ Andrew F. Kaminsky  
Name: Andrew F. Kaminsky  
Title: Executive Vice President and Chief Administrative Officer

ACCEPTED as of the date first-above written:

**B. RILEY FBR, INC.**

For themselves and as Representative of the several underwriters named on Schedule I of the Underwriting Agreement

By: /s/ Patrice McNicoll  
Name: Patrice McNicoll  
Title: Co-Head of Investment Banking

*[Signature page to Amendment No. 1 to Underwriting Agreement]*

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## Franchise Group, Inc. Announces Full Exercise of Underwriters' Option in Public Offering of Common Stock

ORLANDO, Fla., July 30, 2020 (GLOBE NEWSWIRE) -- Franchise Group, Inc. (NASDAQ: FRG) ("Franchise Group" or the "Company") announced today the underwriters of its previously announced underwritten public offering have exercised in full their option to purchase an additional 630,000 shares of common stock at the public offering price of \$23.25 per share, resulting in approximately \$13.8 million of additional net proceeds, after underwriting discounts and offering expenses. The exercise of the option is expected to close on August 3, 2020, subject to customary closing conditions.

After giving effect to the full exercise of the option, the total number of shares of common stock sold by the Company in the offering increased to 4,830,000 shares and the estimated net proceeds after underwriting discounts and offering expenses are approximately \$106 million. The Company intends to use the net proceeds from the offering for working capital and general corporate purposes.

B. Riley FBR, Inc. served as the lead book-running manager in the offering. Stephens Inc. also served as a book-running manager in the offering. Barrington Research Associates, Inc., CJS Securities, Inc. and National Securities Corporation served as co-managers in the offering.

The offering of these securities is being made pursuant to an effective shelf registration statement on Form S-3, which was initially filed with the Securities and Exchange Commission (the "SEC") on January 31, 2020, and declared effective by the SEC on June 22, 2020. The offering may be made only by means of a prospectus and prospectus supplement. A final prospectus supplement and the accompanying base prospectus relating to the offering have been filed with the SEC and are available on the website of the SEC at <http://www.sec.gov> or by contacting: B. Riley FBR, Inc., 1300 17th Street North, Suite 1300, Arlington, Virginia 22209, Attn: Prospectus Department, Email: [prospectuses@brileyfbr.com](mailto:prospectuses@brileyfbr.com), Telephone: (703) 312-9580.

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.

### About Franchise Group, Inc.

Franchise Group, Inc. (NASDAQ: FRG) is an operator of franchised and franchisable businesses and uses its operating expertise to drive cost efficiencies and grow its brands. Franchise Group's business lines include Liberty Tax Service, Buddy's Home Furnishings, American Freight and The Vitamin Shoppe. On a combined basis, Franchise Group currently operates over 4,100 locations predominantly located in the U.S. and Canada that are either Company-run or operated pursuant to franchising agreements.

### 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, including statements regarding the closing of the public offering and the net proceeds to be received by the Company. These statements are based upon current expectations, beliefs and assumptions of Company management, and there can be no assurance that such expectations will prove to be correct. 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 Transition Report on Form 10-K/T for the transition period ended December 28, 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](http://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:**

Andrew F. Kaminsky

EVP & Chief Administrative Officer

Franchise Group, Inc.

[akaminsky@franchisegrp.com](mailto:akaminsky@franchisegrp.com)

(914) 939-5161