

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Vantage Energy Acquisition Corp.

Form: 8-K

Date Filed: 2019-03-29

Corporate Issuer CIK: 1698209

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): **March 29, 2019**

Vantage Energy Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38057
(Commission
File Number)

81-5277998
(IRS Employer
Identification No.)

5221 N. O'Connor Boulevard, 11th Floor, Irving, TX 75039

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(972) 432-1440**

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))

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 8.01. Other Events.

On March 29, 2019, Vantage Energy Acquisition Corp. (the “Company”) issued a press release announcing that the Company will redeem all of its outstanding shares of Class A common stock, effective as of the close of business on April 18, 2019, because the Company will not consummate an initial business combination within the time period required by its amended and restated certificate of incorporation. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Number	Description
99.1	Press Release dated March 29, 2019.

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.

VANTAGE ENERGY ACQUISITION CORP.

By: /s/ David D. Wolf
Name: David D. Wolf
Title: Chief Financial Officer

Dated: March 29, 2019

Vantage Energy Acquisition Corp. Announces Redemption of Public Shares and Subsequent Dissolution

Denver, Colorado, March 29, 2019 - Vantage Energy Acquisition Corp. (the "Company") (NASDAQ: VEAC, VEACU, VEACW), an energy-focused special purpose acquisition company, today announced that it will redeem all of its outstanding shares of Class A common stock (the "public shares"), effective as of the close of business on April 18, 2019, because the Company will not consummate an initial business combination within the time period required by its amended and restated certificate of incorporation (the "Charter").

Pursuant to the Charter, if the Company does not consummate an initial business combination by April 17, 2019, the Company will: (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account including interest earned on the funds held in the trust account and not previously released to the Company to pay its franchise and income taxes (less up to \$100,000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining stockholders and the board of directors, dissolve and liquidate, subject in each case to the Company's obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law.

The per-share redemption price for the public shares will be approximately \$10.22 (the "Redemption Amount").

The Company anticipates that the public shares will cease trading as of the open of business on April 16, 2019 in order to allow time for the settlement of trades. As of the close of business on April 18, 2019, the public shares will be deemed cancelled and will represent only the right to receive the Redemption Amount.

The Redemption Amount will be payable to the holders of the public shares upon presentation of their respective stock or unit certificates or other delivery of their shares or units to the Company's transfer agent, Continental Stock Transfer & Trust Company. Beneficial owners of public shares held in "street name," however, will not need to take any action in order to receive the Redemption Amount.

There will be no redemption rights or liquidating distributions with respect to the Company's warrants, which will expire worthless. The Company's initial stockholders have waived their redemption rights with respect to the outstanding common stock issued prior to the Company's initial public offering. After April 18, 2019, the Company shall cease all operations except for those required to wind up the Company's business.

The Company expects that NASDAQ will file a Form 25 with the United States Securities and Exchange Commission (the "Commission") to delist its securities. The Company thereafter expects to file a Form 15 with the Commission to terminate the registration of its securities under the Securities Exchange Act of 1934, as amended.

About Vantage Energy Acquisition Corp.

Vantage Energy Acquisition Corp. is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this press release, the words "could," "should," "will," "may," "believe," "anticipate," "intend," "estimate," "expect," "project," the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Such forward-looking statements are based on current information and expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing the Company's views as of any subsequent date, and the Company does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. You should not place undue reliance on these forward-looking statements. As a result of a number of known and unknown risks and uncertainties, actual results or performance may be materially different from those expressed or implied by these forward-looking statements.