
**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): **May 11, 2023**

POST HOLDINGS PARTNERING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40441
(Commission
File Number)

86-1759669
(I.R.S. Employer
Identification No.)

2503 S. Hanley Road
St. Louis, Missouri
(Address of principal executive offices)

63144
(Zip Code)

Registrant's telephone number, including area code: **(314) 644-7600**

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
Units, each consisting of one share of Series A Common Stock and one-third of one redeemable warrant	PSPC.U	New York Stock Exchange
Series A Common Stock, par value \$0.0001 per share	PSPC	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Series A Common Stock at an exercise price of \$11.50 per share	PSPC WS	New York Stock Exchange

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 May 11, 2023, Post Holdings Partnering Corporation (the “Company”) issued a press release announcing that it will redeem all of its outstanding shares of Series A common stock, par value \$0.0001 per share, previously sold in its initial public offering effective as of May 30, 2023, because the Company will not consummate a partnering transaction within the time period required by its amended and restated certificate of incorporation. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K may include “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. All statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements, including, without limitation, those statements relating to the redemption of the Company’s shares of Series A common stock. When used in this Current Report on Form 8-K, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will” and similar expressions, as they relate to the Company or its management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company’s management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the United States Securities and Exchange Commission (the “SEC”). All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are qualified in their entirety by this paragraph. 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 latest Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this Current Report on Form 8-K, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 11, 2023
104	Cover Page Interactive Data File (the cover page iXBRL tags are embedded within the inline XBRL document).

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.

Date: May 11, 2023

POST HOLDINGS PARTNERING CORPORATION
(Registrant)

By: /s/ Bradley A. Harper
Name: Bradley A. Harper
Title: Chief Financial Officer



**POST HOLDINGS
PARTNERING CORPORATION**

Post Holdings Partnering Corporation To Redeem its Public Shares and Will Not Consummate a Partnering Transaction

St. Louis, Missouri – May 11, 2023 – Post Holdings Partnering Corporation (NYSE: PSPC) (the “Company”) today announced that its board of directors (the “Board”) has decided to redeem all of its outstanding shares of Series A common stock, par value \$0.0001 per share, previously issued in the Company’s initial public offering (the “Public Shares”), with such redemption anticipated to be effective as of May 30, 2023, because the Company will not consummate a partnering transaction within the time period required by its amended and restated certificate of incorporation (the “Charter”).

As stated in the Company’s Charter and in the Company’s registration statement on Form S-1 (Registration No. 333-252910), initially filed with the United States Securities and Exchange Commission (the “Commission”) on February 9, 2021, relating to the Company’s initial public offering (the “Form S-1”), if the Company is unable to complete a partnering transaction within 24 months of the initial public offering (or 27 months following an agreement in principle event) or during any extended time that the Company has to consummate a partnering transaction beyond 24 months (or 27 months following an agreement in principle event) as a result of a stockholder vote to amend the Charter, the Company will: (1) cease all operations except for the purpose of winding up; (2) as promptly as reasonably possible but not more than 10 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 Company’s trust account (the “Trust Account”), including interest (which interest shall be net of taxes payable, and 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) and (3) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining stockholders and the Board, dissolve and liquidate, subject in each case to its obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law.

The Company anticipates that the last day of trading in the Public Shares will be May 26, 2023. On or about May 30, 2023, the Public Shares will be deemed cancelled and will represent only the right to receive the per-share redemption price for the Public Shares to be announced at a later date (the “Redemption Amount”).

The Redemption Amount will be payable to the holders of the Public Shares upon presentation of their respective share 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. The Company’s initial stockholder has waived its redemption rights with respect to the outstanding Series F common stock of the Company issued prior to the Company’s initial public offering. After May 28, 2023, the Company shall cease all operations except for those required to wind up the Company’s business.

The Company expects that the New York Stock Exchange will file a Form 25 with 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.

Forward-Looking Statements

This press release may include “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. All statements other than statements of historical fact included in this press release are forward-looking statements, including, without limitation, those statements relating to the redemption of the Company’s Public Shares. When used in this press release, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will” and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company’s management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the

Company's filings with the Commission. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are qualified in their entirety by this paragraph. 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 latest Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q filed with the Commission. The Company undertakes no obligation to update these statements for revisions or changes after the date of this press release, except as required by law.

About Post Holdings Partnering Corporation

Post Holdings Partnering Corporation is a blank check company formed by Post Holdings, Inc. for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar partnering transaction with one or more businesses.

Contact:

Investor Relations

Daniel O'Rourke

daniel.orourke@postholdings.com

(314) 806-3959