

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): August 4, 2020

QUEST RESOURCE HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction
of Incorporation)

001-36451

(Commission
File Number)

51-0665952

(IRS Employer
Identification No.)

3481 Plano Parkway, The Colony, Texas

(Address of Principal Executive Offices)

75056

(Zip Code)

Registrant's Telephone Number, Including Area Code: (972) 464-0004

(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 (*see* General Instruction A.2. below):

- 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 \$0.001 per share	QRHC	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 (§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 2.02 Results of Operations and Financial Condition.

On August 4, 2020, Quest Resource Holding Corporation (the “Company”), issued a press release announcing certain preliminary financial results for the quarter ended June 30, 2020. A copy of the press release is being furnished as Exhibit 99.1 hereto and is incorporated by reference to this Item 2.02.

The information contained in this Item 2.02 is furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

We do not have, and expressly disclaim, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

Item 8.01 Other Events.

On August 4, 2020, the Company issued a press release announcing a proposed registered direct offering of its common stock. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 8.01.

The shares of common stock will be issued pursuant to a shelf registration statement that was previously filed with, and declared effective by, the Securities and Exchange Commission (the “SEC”) on April 8, 2019. A preliminary prospectus supplement related to the offering will be filed with the SEC and will be available on the SEC’s website located at www.sec.gov.

This Form 8-K 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 jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release issued by the Company, dated August 4, 2020.](#)

99.2 [Press Release issued by the Company, dated August 4, 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.

August 4, 2020

QUEST RESOURCE HOLDING CORPORATION

By: /s/ Laurie L. Latham

Name: Laurie L. Latham

Title: Senior Vice President and Chief Financial Officer



Quest Resource Holding Corporation Reports Preliminary Second Quarter Results

Full Q2 2020 Financial Results to be Issued on August 13, 2020

THE COLONY, TX – August 4, 2020 – Quest Resource Holding Corporation (NASDAQ: QRHC) ("Quest" or the "Company"), a national leader in environmental reuse, recycling, and waste disposal services, today reported the following preliminary financial results for the second quarter ended June 30, 2020.

Preliminary Second Quarter Financial Results:

- Revenue is expected to range between \$21.4 million and \$21.9 million compared to \$25.4 million reported in Q2 2019 and \$25.3 million in Q1 2020.
- Gross profit is expected to range between \$4.2 million and \$4.3 million compared to \$4.8 million reported in Q2 2019 and \$4.5 million in Q1 2020.

"We saw a steady recovery in our business across industries and regions from the low point in early April. We were able to work with our customers to help them adjust to this difficult environment." said S. Ray Hatch, President and Chief Executive Officer.

Mr. Hatch added, "I would like to reiterate my appreciation and thank our employees, customers and subcontractors for their unhesitating and ongoing collaboration as we navigate these challenging times."

Second Quarter 2020 Earnings Conference Call and Webcast:

The Company plans to issue release full financial results for its second quarter ended June 30, 2020, on Thursday, August 13, 2020, after market close. Ray Hatch, President and Chief Executive Officer, and Laurie Latham, Chief Financial Officer, will host a conference call that same day at 5:00 PM ET, to review the Company's financial results and business outlook. Investors interested in participating on the live call can dial 1-800-263-0877 within the U.S. or 1-646-828-8143 from abroad, referencing conference ID: 8602356. Investors can also access the call online through a listen-only webcast on the investor relations section of Quest's website at <http://investors.qrhc.com/>.

The webcast, which may include forward-looking information, will be archived on Quest's investor relations website for at least 90 days and a telephonic playback of the conference call will be available by calling 1-844-512-2921 within the U.S. and 1-412-317-6671 from abroad. The replay passcode is 8602356. The telephonic playback will be available beginning at 8:00 PM ET on Thursday, August 13, 2020, and continuing through 11:59 PM ET on Thursday, August 27, 2020. For more information on Quest Resource Holding Corporation, visit www.qrhc.com.

About Quest Resource Holding Corporation

Quest is a national provider of reuse, recycling, and disposal services that enable customers to achieve and satisfy their environmental and sustainability goals and responsibilities. Quest provides businesses across multiple industry sectors with single source, customer specific solutions to address a wide variety of waste streams and recyclables generated by their operations. Quest also provides information and data that tracks and reports the environmental results of Quest's services, provides actionable data to improve business operations, and enables Quest's customers to achieve and satisfy their environmental and sustainability goals and responsibilities.

For more information, visit www.qrhc.com.

Forward Looking Statement

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which provides a "safe harbor" for such statements in certain circumstances. The forward-looking statements include, but are not limited to, our belief we have operations in place to sustainably support profitability while consistently providing excellent customer service; our belief that our asset-light business model and the essential nature of our services positions us to weather the challenging COVID-19 environment; and our belief that the financial measures contained in this press release facilitate operating performance comparisons from period to period. These statements are based on our current expectations, estimates, projections, beliefs, and assumptions. Such statements involve significant risks and uncertainties. You are cautioned not to place undue reliance on such statements and to consult our SEC filings for additional risks and uncertainties that may apply to our business and the ownership of our securities. Our forward-looking statements are presented as of the date made, and we disclaim any duty to update such statements unless required by law to do so.

The financial data presented above is preliminary and unaudited, based upon our estimates, and subject to further internal review by our management and compilation of actual results. We have provided ranges for this data primarily because our closing procedures for the quarter ended June 30, 2020 are not yet complete and we have not generated data for the full quarter. Our management's estimates are based upon monthly information currently available and extrapolation from that information. While we expect that our results will be within these ranges, our actual results may differ materially from these preliminary estimates. In addition, these preliminary estimates are not necessarily indicative of the results to be achieved for the remainder of 2020 or in any future period. There can be no assurance that these estimates will be realized, and estimates are subject to risks and uncertainties, many of which are not within our control.

All of the financial data presented above has been prepared by and is the responsibility of our management. Our independent registered public accounting firm has not audited, reviewed, compiled, or performed any procedures with respect to our accompanying preliminary financial data. Accordingly, our independent registered public accounting firm does not express an opinion or any other form of assurance with respect to this data.

As a result of the foregoing considerations, investors are cautioned not to place undue reliance on this preliminary financial information.

Investor Relations Contact:

Three Part Advisors, LLC - Joe Noyons • 817.778.8424

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Quest Resource Holding Corporation Announces Proposed Registered Direct Offering of Its Common Stock

THE COLONY, TX – August 4, 2020 – Quest Resource Holding Corporation (NASDAQ: QRHC) ("**Quest**" or the "**Company**"), a national leader in environmental reuse, recycling, and waste disposal services, today announced that it intends to offer shares of its common stock in a registered direct offering to finance potential future acquisitions and for general corporate purposes.

The proposed registered direct offering is specifically intended to support the Company's acquisition strategy. The Company has executed letters of intent to acquire two separate businesses with complementary service offerings. Each of these potential transactions are subject to a number of contingencies, including the negotiation and execution of definitive transaction agreements, the completion of due diligence to the satisfaction of Quest, and financing. Each of the letters of intent are non-binding and provide no guarantee that a transaction will be completed. Accordingly, there can be no assurance that Quest's efforts to consummate the transactions contemplated by the letters of intent will be successful.

Quest anticipates participation in the offering from among existing stockholders, including its largest stockholder, an affiliate of Hampstead Park Capital Management, which is controlled by Quest's Chairman of the Board.

The shares of common stock will be issued pursuant to a shelf registration statement that was previously filed with, and declared effective by, the Securities and Exchange Commission (the "SEC") on April 8, 2019. A preliminary prospectus supplement related to the offering will be filed with the SEC and will be available on the SEC's website located at www.sec.gov.

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 jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Quest Resource Holding Corporation

Quest is a national provider of reuse, recycling, and disposal services that enable customers to achieve and satisfy their environmental and sustainability goals and responsibilities. Quest provides businesses across multiple industry sectors with single source, customer specific solutions to address a wide variety of waste streams and recyclables generated by their operations. Quest also provides information and data that tracks and reports the environmental results of Quest's services, provides actionable data to improve business operations, and enables Quest's customers to achieve and satisfy their environmental and sustainability goals and responsibilities.

Forward Looking Statement

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which provides a "safe harbor" for such statements in certain circumstances. The forward-looking statements include, but are not limited to, our belief we have operations in place to sustainably support profitability while consistently providing excellent customer service; our belief that our asset-light business model and the essential nature of our services positions us to weather the challenging COVID-19 environment; and our belief that the financial measures contained in this press release facilitate operating performance comparisons from period to period. These statements are based on our current expectations, estimates, projections, beliefs, and assumptions. Such statements involve significant risks and uncertainties. You are cautioned not to place undue reliance on such statements and to consult our SEC filings for additional risks and uncertainties that may apply to our business and the ownership of our securities. Our forward-looking statements are presented as of the date made, and we disclaim any duty to update such statements unless required by law to do so.

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