

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): June 15, 2021

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:

- 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 | Name of each exchange on which registered |
|---------------------------------|----------------|---|
| Common Stock, \$0.001 par value | 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 8.01. Other Events.

On June 15, 2021, the Company issued a press release relating to the signing of a definitive agreement in connection with the acquisition of the assets of an Atlanta-based independent environmental services company. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1, and is incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No. Description

99.1 [Press Release, dated June 15, 2021](#)

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.

QUEST RESOURCE HOLDING CORPORATION

Dated: June 15, 2021

By: /s/ Laurie L. Latham

Name: Laurie L. Latham

Title: Senior Vice President and Chief Financial Officer



Exhibit 99.1

Quest Resource Holding Corporation Announces Definitive Agreement to Acquire Asset-Light Waste Services Provider

The Colony, TX, June 15, 2021 - Quest Resource Holding Corporation (Nasdaq: QRHC) ("Quest"), a national leader in environmental waste and recycling services, announced today that it has signed a definitive agreement to acquire the assets of an Atlanta-based independent environmental services company.

The total consideration of the acquisition at close is \$2.5 million, which will be paid in a combination of cash and an earn-out. During the Trailing Twelve Month (TTM) period ending on March 31, 2021, the acquired assets, which mainly consist of customer contracts, are estimated to have produced Adjusted EBITDA of approximately \$0.5 million. The acquisition is expected to be completed in the next 30 to 60 days, subject to customary closing conditions.

"We continue to find attractive businesses, like this one, that provide exceptional service and have high client loyalty. This asset purchase will add incremental volume to our existing presence in the multi-family housing market," said Quest President and Chief Executive Officer S. Ray Hatch. "The key to the success of our M&A strategy is our ability to maintain or increase the value proposition to acquired customers by leveraging the scale and scope of our services platform. We continue to use this customer-first approach in evaluating a growing list of acquisition opportunities in multiple end markets."

Use of Non-GAAP Financial Measure

This press release includes Adjusted EBITDA which is a non-GAAP financial measure. EBITDA is calculated as earnings before interest, taxes, depreciation, and amortization. The Company believes this non-GAAP measure provides useful information to shareholders regarding the target business.

About Quest Resource Holding Corporation

Quest is a national provider of waste and recycling services that enable our 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.

Safe Harbor 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 in our ability maintain, or increase, the value proposition to acquired customers by leveraging the scale and scope of our services platform. These statements are based on our current expectations, estimates, projections,

beliefs, and assumptions. Such statements involve significant risks and uncertainties, and actual events or results could differ materially from those discussed in the forward-looking statements as a result of various factors, including those discussed in greater detail in our filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K for the year ended December 31, 2020. 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.

Investor Relations Contact:

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