
**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): January 7, 2015

HENNESSY CAPITAL ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36267
(Commission
File Number)

46-3891989
(IRS Employer
Identification No.)

700 Louisiana Street, Suite 900
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 300-8242

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 (*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))
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Item 8.01 Other Events

On January 7, 2015, Hennessy Capital Acquisition Corp. (the “Company”) issued a press release announcing that it had commenced an offer (the “Offer”) to all holders of the Company’s outstanding warrants exercisable for shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”), at an exercise price of \$5.75 per half share (\$11.50 per whole share), subject to adjustment (the “Warrants”), to exchange 0.1 of a Share for every Warrant tendered by the holders thereof (approximately one Share for every ten Warrants tendered), up to a maximum of 5,750,000 Warrants, subject to proration, as described in the Company’s Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on January 7, 2015 (the “Schedule TO”). The Offer will expire at 12:00 midnight, New York City time, at the end of the day on February 6, 2015, or such later date to which the Company may extend the Offer. The terms and conditions of the Offer are described in the Offer to Exchange dated January 7, 2015 and the related Letter of Transmittal, each of which was filed as an exhibit to the Schedule TO.

As previously announced, on September 21, 2014, the Company entered into a definitive purchase agreement by and between the Company and The Traxis Group B.V., a limited liability company existing under the laws of the Netherlands and an entity that is majority owned by funds affiliated with Cerberus Capital Management, L.P. (“Seller”), providing for the acquisition of all of the outstanding shares of capital stock of School Bus Holdings Inc. (“SBH”), which, through its subsidiaries, conducts its business under the “Blue Bird” name, from Seller (the “Business Combination”). The purpose of the Offer is to provide holders of Warrants that may not wish to retain their Warrants following the Business Combination the possibility of receiving a more liquid security and to reduce the potential market overhang on the trading of the Shares created by the significant number of outstanding Warrants.

A copy of the press release issued by the Company is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Important Information about the Offer

The Offer by the Company described in this Current Report on Form 8-K (“this Form 8-K”) is being made by the Company only by means of the Offer to Exchange dated January 7, 2015, the related letter of transmittal and other Offer materials included as exhibits to the Schedule TO that the Company filed today with the SEC. The description of the Offer in this Form 8-K is neither an offer to exchange nor a solicitation of an offer to sell any securities. The Schedule TO and related documentation for the Offer contain important information that should be read carefully and considered before any decision is made with respect to the Offer. These materials are being distributed free of charge to all Warrant holders of the Company. In addition, all of these materials (and all other materials filed by the Company with the SEC) will be available at no charge from the SEC through its website at www.sec.gov. Warrant holders may also obtain free copies of the documents filed with the SEC by the Company by directing a request to Morrow & Co., LLC, the Company’s information agent, at 470 West Avenue, 3rd Floor, Stamford, CT 06902, or by phone at (800) 662-5200 or email at hennessy.info@morrowco.com. **Warrant holders of the Company are urged to read the documents for the Offer to Exchange and the other relevant materials before making any investment decision with respect to the Offer because they contain important information about the Offer.**

Additional Information

The Company has filed with the SEC a preliminary proxy statement in connection with the Business Combination and other matters and will mail a definitive proxy statement and other relevant documents to its stockholders. The Company's stockholders and other interested persons are advised to read the preliminary proxy statement and any amendments thereto and, once available, the definitive proxy statement in connection with the Company's solicitation of proxies for its stockholders' meeting to be held to approve, among other things, the Business Combination because these documents will contain important information about the Company, SBH and the Business Combination. The definitive proxy statement will be mailed to stockholders of the Company as of the record date established for voting on the Business Combination. Stockholders may also obtain a free copy of the proxy statement, as well as other documents filed with the SEC that will be incorporated by reference in the proxy statement, without charge, at the SEC's website located at www.sec.gov or by directing a request to Daniel J. Hennessy, Chairman and Chief Executive Officer, 700 Louisiana Street, Suite 900, Houston, Texas, 77002, (312) 876-1956.

Participants in the Solicitation

The Company and its directors and executive officers and other persons may be deemed to be participants in the solicitations of proxies from the Company's stockholders in respect of the proposed Business Combination and the other matters set forth in the proxy statement. Information regarding the Company's directors and executive officers and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the Company's preliminary proxy statement for the Business Combination, which has been filed with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated January 7, 2015

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.

Dated: January 7, 2015

HENNESSY CAPITAL ACQUISITION CORP.

By: /s/ Daniel J. Hennessy

Name: Daniel J. Hennessy

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated January 7, 2015



**HENNESSY CAPITAL ACQUISITION CORP. COMMENCES OFFER TO EXCHANGE
COMMON STOCK FOR UP TO 5,750,000 OF ITS OUTSTANDING WARRANTS**

HOUSTON, TEXAS – January 7, 2015 - Hennessy Capital Acquisition Corp. (NASDAQ: HCAC, HCACU, HCACW) (“HCAC” or the “Company”) today announced that it has commenced an offer to exchange (the “Offer”) 0.1 of a share of HCAC common stock (the “Shares”) for each outstanding HCAC warrant exercisable for Shares at an exercise price of \$5.75 per half share (\$11.50 per whole Share), subject to adjustment (the “Warrants”) (approximately one Share for every ten Warrants tendered), up to a maximum of 5,750,000 Warrants.

The Offer commenced today and will expire, unless extended, at 12:00 midnight, New York City time, at the end of the day on February 6, 2015. Tenders of Warrants must be made prior to the expiration of the Offer and may be withdrawn at any time prior to the expiration of the Offer.

As previously announced, on September 21, 2014, the Company entered into a definitive purchase agreement (the “Purchase Agreement”) to acquire all of the outstanding capital stock of School Bus Holdings Inc., which, through its subsidiaries, conducts its business under the “Blue Bird” name, from the Traxis Group B.V., which is majority owned by funds affiliated with Cerberus Capital Management, L.P. (the “Business Combination”). The purpose of the Offer is to provide holders of Warrants that may not wish to retain their Warrants following the Business Combination the possibility of receiving a more liquid security and to reduce the potential market overhang on the trading of the Shares created by the significant number of outstanding Warrants. All of the currently outstanding Warrants are eligible to be tendered pursuant to the Offer (subject to proration as described below), which consist of 11,500,000 Warrants originally sold as part of Units in the Company’s January 2014 initial public offering (the “IPO”) and 12,125,000 Warrants issued in a private placement to Hennessy Capital Partners I LLC, the Company’s sponsor (the “Sponsor”), in connection with the IPO. However, the Sponsor, directors and officers of HCAC have agreed not to participate in the Offer. The Offer is not conditioned on any minimum number of Warrants being tendered. The Offer is, however, subject to certain conditions as specified in the Offer to Exchange (as defined below), including the Purchase Agreement not being terminated.

HCAC will exchange all Warrants properly tendered and not properly withdrawn prior to the expiration of the Offer, subject to proration, as specified in the Offer to Exchange that was filed today with the U.S. Securities and Exchange Commission (the “SEC”) and is being distributed to Warrant holders.

If more than 5,750,000 Warrants are properly tendered and not withdrawn prior to the expiration of the Offer, then HCAC will exchange Warrants from tendering Warrant holders on a pro rata basis (disregarding fractions), in accordance with the number of Warrants properly tendered by or on behalf of each Warrant holder (and not properly withdrawn).

Morrow & Co., LLC is acting as the information agent for the Offer, and the depositary for the Offer is Continental Stock Transfer & Trust Company. The Offer to Exchange, form of letter of transmittal and related documents are being distributed to Warrant holders. For questions and information, please call the information agent toll free at (800) 662-5200 (banks and brokers call collect at (203) 658-9400).

None of HCAC, its board of directors or officers, the Sponsor, the depositary or the information agent makes any recommendations to Warrant holders as to whether to tender or refrain from tendering their Warrants in the Offer. Each Warrant holder must make his, her or its own decision as to whether to tender some or all of his, her or its Warrants in the Offer.

This press release is neither an offer to exchange nor a solicitation of an offer to sell any Warrants. The offer to exchange and the solicitation of offers to exchange are being made solely pursuant to the Offer to Exchange dated January 7, 2015 (the "Offer to Exchange"), the related letter of transmittal and other Offer materials included as exhibits to the tender offer statement on Schedule TO that HCAC filed today with the SEC. The tender offer statement on Schedule TO (including the Offer to Exchange, the related letter of transmittal and other Offer materials) contains important information that should be read carefully and considered before any decision is made with respect to the Offer. These materials are being distributed free of charge to all Warrant holders. In addition, these materials (and all other materials filed by HCAC with the SEC) will be available at no charge from the SEC through its website at www.sec.gov. Warrant holders may also obtain free copies of the documents filed with the SEC by HCAC by directing a request to the information agent at Morrow & Co., LLC, 470 West Avenue, 3rd Floor, Stamford, CT 06902, or by phone at (800) 662-5200 or email at hennessy.info@morrowco.com. Warrant holders are urged to read the Offer to Exchange and the other relevant materials before making any investment decision with respect to the Offer because they contain important information about the Offer.

About Hennessy Capital Acquisition Corp.

Hennessy Capital Acquisition Corp. is a special purpose acquisition company (SPAC) founded by Daniel J. Hennessy and 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. The Company's acquisition and value creation strategy will be to identify, acquire and, after its initial business combination, to build, a diversified industrial manufacturing or distribution business.

Forward-Looking Statements

This news release may include forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this news release that address activities, events or developments that HCAC expects or anticipates will or may occur in the future are forward-looking statements and are identified with, but not limited to, words such as "believe" and "expect". These statements are based on certain assumptions and analyses made by HCAC in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are

appropriate in the circumstances. Actual results may differ materially from those expressed herein due to many factors such as, but not limited to, the ability to satisfy closing conditions for the Business Combination, including stockholder and other approvals, the performances of HCAC and Blue Bird, the ability of the combined company to meet the Nasdaq Capital Market's listing standards, including having the requisite number of stockholders, and the risks identified in HCAC's prior and future filings with the SEC (available at www.sec.gov), including HCAC's preliminary proxy statement filed in connection with the proposed Business Combination, the Offer to Exchange and HCAC's final prospectus dated January 16, 2014. These statements speak only as of the date they are made and HCAC undertakes no obligation to update any forward-looking statements contained herein to reflect events or circumstances which arise after the date of this news release.

Contact:

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Source: Hennessy Capital Acquisition Corp.