
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): February 7 , 2019

RumbleOn

RumbleOn, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-38248

(Commission
File Number)

46-3951329

(I.R.S. Employer
Identification No.)

1350 Lakeshore Drive, Suite 160
Coppell, Texas

(Address of Principal Executive Offices)

75019

(Zip Code)

(469) 250-1185

(Registrant's Telephone Number, Including Area Code)

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 February 7, 2019, RumbleOn, Inc. (the “Company”) announced the pricing of its previously announced underwritten public offering of its Class B Common Stock. The offering is expected to close on February 11, 2019, subject to customary closing conditions. A copy of the press release announcing the pricing of the offering is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K, including the press release, contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of the press release and speak only as of the date of the press release and are advised to consider the factors listed above together with the additional factors under the heading “Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q and other filings with the SEC, including the preliminary prospectus supplement. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01. Financial Statements and Exhibits .

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated February 7 , 2019 .

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.

RUMBLEON, INC.

Date: February 7 , 2019

By: /s/ Steven R. Berrard
Steven R. Berrard
Chief Financial Officer



**RumbleOn, Inc. Announces Pricing of Public Offering
of its Class B Common Stock**

Dallas, Texas, February 7, 2019 – RumbleOn, Inc. (NASDAQ: RMBL) (the “Company”), an innovative e-commerce company whose mission is to simplify how dealers and customers buy, sell, trade, or finance pre-owned vehicles through one online location, today announced the pricing of its previously announced underwritten public offering. The Company is offering 1,110,000 shares of its Class B Common Stock, par value \$0.001 per share, at a price to the public of \$5.55 per share. In connection with the offering, the Company has also granted the underwriters a 30-day option to purchase up to an additional 166,500 shares of Class B Common Stock offered in the public offering to cover over-allotments, if any.

National Securities Corporation, a wholly owned subsidiary of National Holdings Corporation (NasdaqCM:NHLD), is acting as lead book-running manager for the offering. Craig-Hallum Capital Group LLC is acting as joint book-running manager for the offering.

RumbleOn intends to use the net proceeds from the offering for working capital and general corporate purposes, which may include purchases of additional inventory held for sale, increased spending on marketing and advertising and capital expenditures necessary to grow the business.

The offering is expected to close on February 11, 2019, subject to customary closing conditions.

A shelf registration statement relating to the shares of Class B Common Stock being offered was filed with the U.S. Securities and Exchange Commission (SEC) on Form S-3 (Reg. No. 333-225217) and was declared effective by the SEC on June 6, 2018. Any offer will be made only by means of a prospectus supplement and accompanying base prospectus forming a part of the effective registration statement. Copies of the preliminary prospectus supplement and the accompanying base prospectus relating to the offering may be obtained by request to the offices of National Securities Corporation, Attn: Marguerite Rogers, Sr. Vice President, 200 Vesey St, 25 th Floor, New York, NY 10281, Telephone: (212)-417-8227; Email: prospectusrequest@nationalsecurities.com; or on the SEC’s website at <http://www.sec.gov>.

A final prospectus supplement describing the terms of the offering will be filed with the SEC. **This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale is not permitted.**

About RumbleOn, Inc.

RumbleOn (NASDAQ: RMBL) is an innovative e-commerce company whose mission is to simplify how dealers and customers buy, sell, trade, or finance pre-owned vehicles through one online location. Leveraging its capital-light network of 16 regional partnerships and innovative technological solutions, RumbleOn is disrupting the old-school pre-owned vehicle supply chain by providing users with the most efficient, timely and transparent transaction experience. For additional information, please visit RumbleOn’s website at www.RumbleOn.com. Also visit the Company on Facebook, LinkedIn, Twitter, Instagram, YouTube and Pinterest.

Cautionary Note on Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the proposed offering and the intended use of proceeds from the offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release and are advised to consider the factors listed above together with the additional factors under the heading “Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q and other filings with the SEC, including the preliminary prospectus supplement. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Investor Relations:

The Blueshirt Group:
Whitney Kukulka
Investors@rumbleon.com

Source: RumbleOn, Inc.
