

Section 1: 8-K (CURRENT REPORT)

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): **December 4, 2020**

HALL OF FAME RESORT & ENTERTAINMENT COMPANY
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38363

(Commission
File Number)

84-3235695

(IRS Employer
Identification No.)

2626 Fulton Drive NW
Canton, OH 44718

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(330) 458-9176**

(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(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	HOFV	Nasdaq Capital Market
Warrants to purchase 1.421333 shares of Common Stock	HOFVW	Nasdaq Capital Market

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 December 4, 2020, Hall of Fame Resort & Entertainment Company (the “Company”) closed the sale of an additional 2,678,571 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), to Maxim Group, LLC (the “Underwriter”) as a result of the Underwriter’s exercise in full of its over-allotment option (the “Over-Allotment Option”) in connection with the Company’s previously disclosed public offering that initially closed on November 18, 2020 (the “Offering”). The Company sold the Common Stock to the Underwriters at a price of \$1.39 per share, resulting in gross proceeds to the Company, before underwriting discounts and commissions and estimated offering expenses, of approximately \$3,723,214 and bringing the total gross proceeds of the Offering to approximately \$28,749,998.

The Offering was conducted pursuant to the Company’s registration statements on Form S-1 (File Nos. 333- 249133 and 333-250119), as amended, that were previously filed with the Securities and Exchange Commission and are effective.

A copy of the press release announcing the closing of the Over-Allotment Option is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release dated December 4, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

1

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.

HALL OF FAME RESORT & ENTERTAINMENT COMPANY

By: /s/ Michael Crawford
Name: Michael Crawford
Title: President and Chief Executive Officer

Dated: December 4, 2020

2

[\(Back To Top\)](#)

Section 2: EX-99.1 (PRESS RELEASE DATED DECEMBER 4, 2020)

Exhibit 99.1

Hall of Fame Resort & Entertainment Company Announces Closing of Underwriters’ Option to Purchase Additional Shares of Common Stock in Connection with its Underwritten Public Offering

CANTON, Ohio, December 4, 2020 -- Hall of Fame Resort & Entertainment Company (“HOFV” or the “Company”) (NASDAQ: HOFV, HOFVW), the only resort, entertainment and media company centered around the power of professional football and owner of the Hall of Fame Village powered by Johnson Controls, announced today the closing of the sale of an additional 2,678,571 shares of common stock at \$1.39 per share pursuant to the exercise of the underwriters’ over-allotment option in connection with its public offering that closed on November 18, 2020, resulting in gross proceeds of approximately \$3,723,214 and bringing the total gross proceeds of the public offering to approximately \$28,749,998.

Maxim Group LLC acted as sole book-running manager for the offering.

The offering was conducted pursuant to the Company's registration statements on Form S-1 (File Nos. 333- 249133 and 333-250119), as amended, previously filed with the Securities and Exchange Commission (“SEC”) that are effective. A final prospectus relating to the offering has been filed

with the SEC and is available on the SEC's website at <http://www.sec.gov>. Electronic copies of the prospectus relating to this offering may be obtained from Maxim Group LLC, 405 Lexington Avenue, 2nd Floor, New York, NY 10174, at (212) 895-3745.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About the Hall of Fame Resort & Entertainment Company

The Hall of Fame Resort & Entertainment Company (NASDAQ: HOFV, HOFVW) is a resort and entertainment company leveraging the power and popularity of professional football and its legendary players in partnership with the Pro Football Hall of Fame. Headquartered in Canton, Ohio, the Hall of Fame Resort & Entertainment Company is the owner of the Hall of Fame Village powered by Johnson Controls, a multi-use sports, entertainment and media destination centered around the Pro Football Hall of Fame's campus. Additional information on the Company can be found at www.HOFREco.com.

Forward-Looking Statements Disclaimer Statement

This communication contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 about us that involve substantial risks and uncertainties. In some cases, you can identify forward-looking statements because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "forecast," "going to," "intend," "may," "outlook," "plan," "potential," "predict," "project," "propose", "should," "target," "will," or "would" or the negative of these words or other similar terms or expressions. Forward-looking statements in this communication include, but are not limited to, statements about: the benefits of the business combination; the future financial performance of the Company's following the business combination; changes in the market in which the Company competes; expansion and other plans and opportunities; the effect of the COVID-19 pandemic on the Company's business; the Company's ability to raise financing in the future; the possibility of sports betting becoming legal in Ohio; and the Company's ability to maintain the listing of its common stock on Nasdaq following the business combination. These statements are based on the current expectations of the Company's management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties and the Company's business and actual results may differ materially. These risks and uncertainties include, but are not limited to the inability to recognize the anticipated benefits of the business combination; costs related to the business combination; the Company's ability to manage growth; the Company's ability to execute its business plan and meet its projections; potential litigation involving the Company; changes in applicable laws or regulations; the potential adverse effect of the COVID-19 pandemic on capital markets, general economic conditions, unemployment and the Company's liquidity, operations and personnel. Additional information and "Risk Factors" are available in other filings that we make from time to time with the SEC, included in the Registration Statement. In addition, the forward-looking statements in this communication relate only to events as of the date on which the statements are made and are based on information available to us as of the date of this communication. We undertake no obligation to update any forward-looking statements made in this communication to reflect events or circumstances after the date of this communication.

Media/Investor Contacts:

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[\(Back To Top\)](#)