

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): **October 13, 2023**

PSQ Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40457
(Commission File Number)

86-2062844
(I.R.S. Employer
Identification Number)

250 S. Australian Avenue, Suite 1300
West Palm Beach, Florida 33401
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(877) 776-2402**

(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 |
|---|-------------------|---|
| Class A common stock, par value \$0.0001 per share | PSQH | New York Stock Exchange |
| Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share | PSQH WS | New York Stock Exchange |

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 October 13, 2023, PSQ Holdings, Inc. (the "Company") issued a press release (i) providing selected preliminary financial and operating results for the quarter ended September 30, 2023 and (ii) announcing that it will report financial results for the quarter ended September 30, 2023 on Tuesday, November 14, 2023. Management will discuss the results via webcast at 4:30 PM ET on the same day. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in Item 2.02 of this Current Report on Form 8-K and the press release furnished as Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure.

On October 13, 2023, the Company issued the press release described above in Item 2.02 of this Current Report on Form 8-K. The press release is attached as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

All statements in the press release, other than historical financial information, may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. See the Company's other filings with the SEC for a discussion of other risks and uncertainties. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The information in this Current Report on Form 8-K under Item 7.01 is being “furnished” and not “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under such section. Furthermore, such information shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, unless specifically identified as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release, dated October 13, 2023 |
| 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.

PSQ Holdings, Inc.

Date: October 13, 2023

By: /s/ Michael Seifert

Name: Michael Seifert

Title: Founder, Chairman and Chief Executive Officer

2



PublicSq. Preliminary 3Q23 Revenue up Approximately 300% Sequentially from 2Q23

DTC Brand EveryLife Reaches Estimated Annualized Subscription Revenue of Over \$3.5 Million in First Two Months of Operations

Ended 3Q23 with Over \$25 million of Cash on Balance Sheet

Management Reiterates Expectation of First Profitable Quarter in 2024

3Q23 Earnings Date is November 14, 2023

WEST PALM BEACH, Fla, October 13, 2023 — PSQ Holdings, Inc. (NYSE: PSQH) (“PublicSq.,” “the Company”), a leading marketplace of patriotic businesses and consumers, provided comments today from Michael Seifert, Founder, Chairman & Chief Executive Officer, on the strength of the business and the ongoing growth at EveryLife, the Company’s premium baby-care brand. He also confirmed the Company’s next quarterly reporting date.

Seifert commented, “PublicSq.’s operations are going even better than anticipated, and I am excited to highlight the growth we have experienced, the strength of our balance sheet, and the continued commitment to our goals from management and our insiders, none of whom have sold any shares of our stock.”

Additional comments include:

- Our preliminary third quarter revenue grew approximately 300% sequentially from Q2 2023, to an estimated \$2.2 million, which represents 1,600% year-over-year growth.
- Growth was led by EveryLife, our direct-to-consumer pro-life baby care brand, which has, in less than 3 months of operations, achieved over \$3.5 million of annualized subscription revenue.
- Our eCommerce shopping experience will roll out on November 1st, in time for the holiday shopping season, and we anticipate over 400,000 products ready for purchase in app.
- Our next wholly-owned subsidiary after EveryLife, PSQLink, which offers a business management tool, will launch this month.

Seifert said, in closing, “These preliminary results speak not just to our rapid early adoption, but to our conviction that patriotic consumers and businesses alike seek a mission-aligned commerce ecosystem. We ended the third quarter with over \$25 million of cash on our balance sheet and we reiterate our previous statement that we intend to achieve our first profitable quarter in 2024. We are continuing to build this business for the long-term and we are just getting started.”

The Company will report financial results for the third quarter of 2023 on Tuesday, November 14, 2023 after the U.S. stock market closes.



Third Quarter 2023 Conference Call & Webcast

Management will discuss its third quarter 2023 results via webcast at 4:30 PM ET on Tuesday, November 14, 2023. The live webcast and replay can be accessed on the Public Square Investor Relations website <https://investors.publicsq.com>.

During prepared remarks, management will respond to inbound, submitted questions received ahead of the call. Questions may be submitted through the Say Technologies platform. A link will be provided two weeks before the call via press release and on the Public Square Investor Relations website.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, and for purposes of the “safe harbor” provisions under the United States Private Securities Litigation Reform Act of 1995. Any statements other than statements of historical fact contained herein are forward-looking statements. Such forward-looking statements include, but are not limited to, expectations, hopes, beliefs, intentions, plans, prospects, financial results or strategies regarding PublicSq., anticipated product launches, our products and markets, future financial condition, expected future performance and market opportunities of PublicSq. Forward-looking statements generally are identified by the words “anticipate,” “believe,” “could,” “expect,” “estimate,” “future,” “intend,” “may,” “might,” “strategy,” “opportunity,” “plan,” “project,” “possible,” “potential,” “project,” “predict,” “scales,” “representative of,” “valuation,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions and in this press release includes our expectation of our first profitable quarter in 2024 and the number of products expected to be on our app; however, the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this communication, including, without limitation: (i) the outcome of any legal proceedings that may be instituted against PublicSq. related to the business combination with Colombier, (ii) changes in the competitive industries and markets in which PublicSq. operates, variations in performance across competitors, changes in laws and regulations affecting PublicSq.’s business and changes in the combined capital structure, (iii) the ability to implement business plans, growth, marketplace and other expectations, and identify and realize additional opportunities, (iv) risks related to PublicSq.’s limited operating history, the rollout and/or expansion of its business and the timing of expected business milestones, (v) risks related to PublicSq.’s potential inability to achieve or maintain profitability and generate significant revenue, (vi) the ability to raise capital on reasonable terms as necessary to develop its products in the timeframe contemplated by PublicSq.’s business plan, (vii) the ability to execute PublicSq.’s anticipated business plans and strategy, (viii) the ability of PublicSq. to enforce its current or future intellectual property, including patents and trademarks, along with potential claims of infringement by PublicSq. of the intellectual property rights of others, (ix) actual or potential loss of key influencers, media outlets and promoters of PublicSq.’s business or a loss of reputation of PublicSq. or reduced interest in the mission and values of PublicSq. and the segment of the consumer marketplace it intends to serve, and (x) the risk of economic downturn, increased competition, a changing regulatory

landscape and related impacts that could occur in the highly competitive consumer marketplace, both online and through “bricks and mortar” operations. The foregoing list of factors is not exhaustive. Recipients should carefully consider such factors and the other risks and uncertainties described and to be described in PublicSq.’s public filings with the Securities and Exchange Commission. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Recipients are cautioned not to put undue reliance on forward-looking statements, and PublicSq. does not assume any obligation to, nor intends to, update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law. PublicSq. gives no assurance that PublicSq. will achieve its expectations.



About PublicSq.

PublicSq. is an app and website that connects patriotic Americans to high-quality businesses that share their values, both online and in their local communities. The primary mission of the platform is to help consumers “shop their values” and put purpose behind their purchases. In just over one year since its nationwide launch, PublicSq. has seen tremendous growth and proven to the nation that the parallel, “patriotic” economy can be a major force in commerce. The platform has over 70,000 businesses from a variety of different industries and roughly 1.6 million consumer members. Additionally, PublicSq. leverages data and insights from the platform to assess its members’ needs and provide quality wholly-owned products, such as EveryLife diapers and wipes, to fill those needs. PublicSq. is free to join for both consumers and business owners alike, and to learn more, download the app on the App Store or Google Play, or visit PublicSq.com.

About EveryLife Inc.

EveryLife Inc. began with a simple mission: to provide premium products for every baby, because every baby is a miracle from God who deserves to be loved, protected, and supported. At EveryLife, we believe in providing for — and protecting — the next generation. EveryLife Inc. launched on July 13, 2023 as a baby-care brand selling diapers and wipes as a wholly owned subsidiary of PSQ Holdings Inc. To learn more, please visit everylife.com.

Contact:

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