

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): July 1, 2021

**Colombier Acquisition Corp.**

(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 No.)

**214 Brazilian Avenue, Suite 200-A**  
**Palm Beach, FL**  
(Address of principal executive offices)

**33480**  
(Zip Code)

**(561) 805-3588**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions *see* General Instruction A.2 below):

- Written communication 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
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-third of one warrant	CLBR.U	New York Stock Exchange
Shares of Class A common stock	CLBR	New York Stock Exchange
Warrants included as part of the units	CLBR 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 8.01 Other Events.**

(a) Exercise of Over-Allotment

As previously reported on a Current Report on Form 8-K of Colombier Acquisition Corp. (the "Company"), on June 11, 2021, Colombier Acquisition Corp. (the "Company") consummated its initial public offering (the "IPO") of 15,000,000 units (the "Units"). Each Unit consists of one share of the Company's Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), and one-third of one warrant of the Company (the "Warrants"), each whole warrant entitling the holder thereof to purchase one whole share of Class A Common Stock at a price of \$11.50 per share, subject to adjustment as provided in the Company's registration statement on Form S-1. The Units were sold at a price of \$10.00 per unit, generating gross proceeds to the Company of \$150,000,000. In addition, simultaneously with the closing of the IPO, as previously reported on a Current Report on Form 8-K of the Company, the Company completed the private sale (the "Private Placement") of an aggregate of 5,250,000 warrants (the "Private Placement Warrants") at a purchase price of \$1.00 per Private Placement Warrant, to the Company's sponsor, Colombier Sponsor LLC (the "Sponsor"), generating

gross proceeds to the Company of \$5,250,000. In addition, the underwriters of the IPO (the “Underwriters”) were granted a 45-day option to purchase up to 2,250,000 additional Units to cover over-allotments, if any.

On July 1, 2021, the Underwriters exercised the over-allotment option in full and purchased an additional 2,250,000 Units (the “Over-Allotment Units”), generating gross proceeds of \$22,500,000.

A total of \$172,500,000 of the net proceeds from the sale of the Units, the Over-Allotment Units and the Private Placement Warrants was placed in a U.S.-based trust account maintained by Continental Stock Transfer & Trust Company, acting as trustee, established for the benefit of the Company’s public stockholders. An audited balance sheet as of June 11, 2021 reflecting receipt of the net proceeds from the IPO and the sale of the Private Placement Warrants on June 11, 2021, but not the proceeds from the sale of the Over-Allotment Units on July 1, 2021, had been prepared by the Company and previously filed on a Current Report on Form 8-K. The Company’s unaudited pro forma balance sheet as of June 11, 2021, reflecting receipt of the proceeds from the sale of the Over-Allotment Units is included as Exhibit 99.1 to this Current Report on Form 8-K.

A copy of the press release issued by the Company on July 1, 2021 announcing the consummation of the sale of the Over-Allotment Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

(b) Separation of Units

On July 2, 2021, the Company issued a press release, a copy of which is attached as Exhibit 99.3 to this Current Report on Form 8-K, announcing that the holders of the Company’s units may elect to separately trade the shares of Class A common stock and warrants comprising the Units commencing on July 6, 2021. Those Units not separated will continue to trade on the New York Stock Exchange under the symbol “CLBR.U,” and each of the Class A common stock and warrants that are separated will trade on the New York Stock Exchange under the symbols “CLBR” and “CLBR WS,” respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed with this Form 8-K:

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
<a href="#">99.1</a>	<a href="#">Pro Forma Balance Sheet as of June 11, 2021</a>
<a href="#">99.2</a>	<a href="#">Over-Allotment Press Release, dated July 1, 2021</a>
<a href="#">99.3</a>	<a href="#">Separation of Units Press Release, dated July 2, 2021</a>

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**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.

Colombier Acquisition Corp.

Date: July 2, 2021

By: /s/ Joe Voboril  
Name: Joe Voboril  
Title: Chief Financial Officer, Treasurer and Secretary

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**COLOMBIER ACQUISITION CORP.**  
**BALANCE SHEET**  
**JUNE 11, 2021**

	<u>June 11, 2021</u>	<u>Pro Forma Adjustments (unaudited)</u>	<u>As Adjusted (unaudited)</u>
<b>ASSETS</b>			
Current assets- Cash	\$ 1,016,180	\$ 1,240,000	\$ 2,256,180
Cash held in trust account	151,240,000	21,260,000	172,500,000
<b>Total Assets</b>	<b>\$ 152,256,180</b>	<b>\$ 22,500,000</b>	<b>\$ 174,756,180</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>Current Liabilities</b>			
Accrued expenses	\$ 1,000	\$ —	\$ 1,000
Accrued offering costs	394,504	—	394,504
Promissory note – related party	46,975	—	46,975
<b>Total Current Liabilities</b>	<b>442,479</b>	<b>—</b>	<b>442,479</b>
Deferred underwriting payable	5,250,000	787,500	6,037,500
Warrant liabilities	9,842,500	1,149,000	10,991,500
<b>Total Liabilities</b>	<b>15,534,979</b>	<b>1,936,500</b>	<b>17,471,479</b>
<b>Commitments</b>			
Common stock subject to possible redemption, 13,172,120 and 15,228,470 shares at redemption value, respectively	131,721,200	20,563,500	152,284,700
<b>Stockholders' Equity</b>			
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued and outstanding	—	—	—
Class A common stock, \$0.0001 par value; 80,000,000 shares authorized; 1,827,880 and 2,021,530 shares issued and outstanding, respectively (excluding 13,172,120 and 15,228,470 shares subject to possible redemption, respectively)	183	19	202
Class B common stock, \$0.0001 par value; 20,000,000 shares authorized; 4,312,500 shares issued and outstanding	431	—	431
Additional paid-in capital	5,290,819	39,168	5,329,987
Accumulated deficit	(291,432)	(39,187)	(329,619)
<b>Total Stockholders' Equity</b>	<b>5,000,001</b>	<b>—</b>	<b>5,000,001</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 152,256,180</b>	<b>\$ 22,500,000</b>	<b>\$ 174,756,180</b>

**Colombier Acquisition Corp. Announces Closing of Underwriters' Over-Allotment Option in Connection with its Initial Public Offering**

NEW YORK, July 1, 2021 - Colombier Acquisition Corp. (NYSE: CLBR) (the "Company") today announced the closing of the issuance of an additional 2,250,000 units pursuant to the full exercise of the underwriters' over-allotment option in connection with the Company's initial public offering. The additional units were sold at the initial offering price of \$10.00 per unit, generating additional gross proceeds of \$22,500,000 to the Company and bringing the total gross proceeds of the initial public offering to \$172,500,000.

The Company's sponsor team is a consortium of SuRo Capital Corp. and principals of Farvahar Partners and Torch Capital, who have come together to leverage their combined expertise and differentiated relationship network to identify and execute attractive business combination opportunities. The team is led by our Chief Executive Officer and Chairman, Omeed Malik and Chief Financial Officer, Joe Voboril. The Company's board of directors includes: Omeed Malik, Founder and CEO of Farvahar Partners; Joe Voboril, Co-Founder and Managing Director of Farvahar Partners; Ryan Kavanaugh, Co-Founder of Triller; Eddie Kim, Founder and CEO of Memo; Jonathan Keidan, Founder and Managing Partner of Torch Capital; Keri Findley, Senior Managing Director of SuRo Capital Corp.; and Claire Councill, an investor at SuRo Capital Corp.

B. Riley Securities, Inc. acted as sole bookrunning manager. The offering was made only by means of a prospectus. Copies of the prospectus relating to the offering may be obtained from B. Riley Securities, Inc. at 1300 17th Street N., Suite 1300, Attn: Syndicate Prospectus Department, Arlington, Virginia 22209, by telephone at (703) 312-9580 or by email at prospectuses@brileyfn.com.

A registration statement relating to the securities was declared effective by the U.S. Securities and Exchange Commission (the "SEC") on June 8, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Colombier Acquisition Corp.**

Colombier Acquisition Corp. was 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. It may pursue an initial business combination target in any business or industry.

**Forward-Looking Statements**

This press release may include, and oral statements made from time to time by representatives of the Company may include, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements regarding possible business combinations and the financing thereof, and related matters, as well as all other statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company's filings with the Securities and Exchange Commission (the "SEC"). All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's registration statement and prospectus for the Company's initial public offering filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

**Company Contact:**

Colombier Acquisition Corp.  
Email: [ir@colombierspac.com](mailto:ir@colombierspac.com)

**Media Contact:**

Bill Douglass  
Gotham Communications, LLC  
[bill@gothamcomm.com](mailto:bill@gothamcomm.com)

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**Colombier Acquisition Corp. Announces the Separate Trading of its Class A Common Stock and Warrants, Commencing July 6, 2021**

NEW YORK, July 2, 2021 - Colombier Acquisition Corp. (the "Company") announced that commencing July 6, 2021, holders of the units sold in the Company's initial public offering of 17,250,000 units (which includes the full exercise of the Underwriters' option to purchase an additional 2,250,000 units on July 1, 2021) may elect to separately trade the Class A common stock and warrants included in the units. Class A common stock and warrants that are separated will trade on the New York Stock Exchange under the symbols "CLBR" and "CLBR WS," respectively. Those units not separated will continue to trade on the New York Stock Exchange under the symbol "CLBR.U". No fractional warrants will be issued upon separation of the units and only whole warrants will trade.

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

**About Colombier Acquisition Corp.**

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