

**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): June 23, 2023

EXELA TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36788

(Commission
File Number)

47-1347291

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

**2701 East Grauwylar Road
Irving, Texas**

(Address of principal executive offices)

75061

(Zip Code)

(844) 935-2832

(Registrant's telephone number, including area code)

N/A

(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	Name of Each Exchange on Which Registered
Common stock, par value \$0.0001 per share	XELA	The Nasdaq Stock Market LLC
6.00% Series B Cumulative Convertible Perpetual Preferred Stock, par value \$0.0001 per share	XELAP	The Nasdaq Stock Market LLC

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 June 23, 2023, Exela Technologies, Inc. (“**Exela**” or the “**Company**”) issued a press release announcing the extension of the early tender time from 5:00 p.m., New York City time, on June 22, 2023 until 5:00 p.m., New York City time on June 29, 2023 (the “**Extended Early Tender Time**”) with respect to their previously announced offer to exchange (the “**Exchange Offer**”) new 11.500% First-Priority Senior Secured Notes due 2026 of Exela Intermediate LLC (the “**Issuer**”), a wholly-owned subsidiary of Exela, and Exela Finance Inc., a wholly-owned subsidiary of Exela (the “**Co-Issuer**” and, together with the Issuer, the “**Issuers**”), for the Issuers’ outstanding 11.500% First-Priority Senior Secured Notes due 2026 (the “**Old Notes**”) and a solicitation of consents to proposed amendments with respect to the Old Notes (the “**Consent Solicitation**”). The deadline to validly withdraw tenders of the Old Notes was not extended and expired at 5:00 p.m., New York City time, on June 22, 2023.

The terms and conditions of the Exchange Offer and the Consent Solicitation are set forth in the Issuers’ confidential offering memorandum and consent solicitation statement, dated June 8, 2023, as supplemented on June 16, 2023. A copy of the press release announcing the extension of the early tender time with respect to the Exchange Offer and the Consent Solicitation is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and is not deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
No.**

Description

[99.1](#)

[Press release, dated June 23, 2023.](#)

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Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

EXELA TECHNOLOGIES, INC.

By: /s/ Erik L. Mengwall
Name: Erik Mengwall
Title: Secretary

Date: June 23, 2023

Exela Technologies, Inc. Announces Satisfaction of the Requisite Consents Condition and Extension of Early Tender Time

IRVING, Texas, June 23, 2023 (GLOBE NEWSWIRE) – Exela Technologies, Inc. (“Exela” or the “Company”) (NASDAQ: XELA) today announced that it has extended the early tender time from 5:00 p.m., New York City time, on June 22, 2023 (the “Original Early Tender Time”) until 5:00 p.m., New York City time, on June 29, 2023 (the “Extended Early Tender Time”), with respect to the previously announced exchange offer (the “Exchange Offer”) by certain of its subsidiaries for Old Notes as described in the Offering Memorandum (as defined below).

As of the Original Early Tender Time, approximately \$955.5 million of outstanding Old Notes were tendered for exchange pursuant to the Exchange Offer and the Requisite Consents condition had been satisfied.

The Company expects the Initial Settlement Date for the Exchange Offer to occur promptly after the Extended Early Tender Time. Upon settlement, Old Notes validly tendered at or prior to the Extended Early Tender Time and not validly withdrawn in accordance with the terms of the Exchange Offer will be exchanged into the Issuers’ new 11.500% First-Priority Senior Secured Notes due 2026 (the “New Notes”) on the basis of \$800 principal amount of the New Notes for each \$1,000 principal amount of outstanding Old Notes.

The deadline to validly withdraw tenders of the Old Notes was not extended and expired at 5:00 p.m., New York City time, on June 22, 2023 (the “Withdrawal Deadline”). The Exchange Offer and the Consent Solicitation will expire at 11:59 p.m. New York City Time on July 7, 2023, unless extended or terminated.

The Exchange Offer and the Consent Solicitation are being made upon the terms and conditions set forth in the confidential offering memorandum and consent solicitation statement, dated June 8, 2023 (as supplemented on June 16, 2023, the “Offering Memorandum”). Capitalized terms used but not defined in this press release have the respective meanings ascribed to such terms in the Offering Memorandum.

Available Documents and Other Details

Documents relating to the Exchange Offer and the Consent Solicitation are available to certain holders of the Old Notes. The Offering Memorandum will only be distributed to eligible holders of the Old Notes who complete and return an eligibility form confirming that they are either a “qualified institutional buyer” under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) or not a “U.S. person” under Regulation S under the Securities Act for purposes of applicable securities laws. Holders of the Old Notes who desire to complete an eligibility form should either visit the website for this purpose at <http://www.dfking.com/exela> or request instructions by sending an e-mail to exela@dfking.com or calling D. F. King & Co., Inc., the information agent for the Exchange Offer and the Consent Solicitation, at (800) 290-6432 (U.S. Toll-free) or (212) 269-5550 (Collect).

The New Notes will not be registered under the Securities Act or any other applicable securities laws and, unless so registered, the New Notes may not be offered, sold, pledged or otherwise transferred within the United States or to or for the account of any U.S. person, except pursuant to an exemption from the registration requirements thereof. Accordingly, the New Notes are being offered and issued only (i) to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) and (ii) to non-U.S. persons who are outside the United States (as defined in Regulation S under the Securities Act). Non U.S.-persons may also be subject to additional eligibility criteria.

The complete terms and conditions of the Exchange Offer and the Consent Solicitation are set forth in the Offering Memorandum. This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the New Notes. The Exchange Offer is only being made pursuant to the Offering Memorandum. The Exchange Offer is not being made to holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Cautionary Note Regarding Forward-Looking Statements

Certain statements included in this press release are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “may”, “should”, “would”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “seem”, “seek”, “continue”, “future”, “will”, “expect”, “outlook” or other similar words, phrases or expressions. These forward-looking statements include statements regarding our industry, future events, estimated or anticipated future results and benefits, future opportunities for Exela, and other statements that are not historical facts. These statements are based on the current expectations of Exela management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties, including without limitation those discussed under the heading "Risk Factors" in Exela's Annual Report and other securities filings. In addition, forward-looking statements provide Exela's expectations, plans or forecasts of future events and views as of the date of this communication. Exela anticipates that subsequent events and developments will cause Exela's assessments to change. These forward-looking statements should not be relied upon as representing Exela's assessments as of any date subsequent to the date of this press release.

About Exela

Exela is a business process automation (BPA) leader, leveraging a global footprint and proprietary technology to provide digital transformation solutions enhancing quality, productivity, and end-user experience.
