

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): January 19, 2017

QUINPARIO ACQUISITION CORP. 2

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-36788

(Commission
File Number)

47-1347291

(IRS Employer
Identification No.)

12935 N. Forty Drive, Suite 201, St. Louis, MO

(Address of Principal Executive Offices)

63141

(Zip Code)

(314) 548-6200

(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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information contained in item 5.07 is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On January 19, 2017, Quinpario Acquisition Corp. 2 (the “Company”) held a special meeting of stockholders (the “Meeting”). At the Meeting, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) to extend the date by which the Company has to consummate a business combination (the “Extension”) to July 24, 2017 (the “Extension Amendment”). The affirmative vote of holders of 65% of the issued and outstanding shares of the Company was required to approve the proposal. The purpose of the Extension is to allow the Company more time to complete an initial business combination.

A final tabulation of votes cast for and against the proposal, as well as the number of abstentions and broker non-votes with respect to the proposal, is set forth below:

For	Against	Abstentions	Broker Non-Votes
39,287,331	4,270,050	84,100	0

Based on the foregoing, the proposal was approved. In addition, the Company had net tangible assets of more than \$5,000,001 following the approval of the proposal, after taking into account payments to the holders of public shares who duly exercised their conversion rights as described below. Accordingly, the Company was authorized to proceed with the Extension Amendment. As a result, promptly after completion of the Meeting, on January 19, 2017, the Company filed with the Secretary of State of the State of Delaware an amendment to the Charter (the “Charter Amendment”) setting forth the Extension Amendment, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

In connection with the Extension, holders of approximately 14.9 public shares exercised their right to convert such public shares into a pro rata portion of the Company’s trust account established in connection with the Company’s initial public offering. As a result, approximately \$202 million remains in the Company’s trust account.

The foregoing summary of the Charter Amendment is qualified in its entirety by reference to the text of the Charter Amendment.

Item 7.01 Regulation FD Disclosure.

On January 19, 2017, the Company issued a press release announcing the Extension. A copy of the press release is attached to this report as Exhibit 99.1.

The information under this Item 7.01, including the exhibit attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (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 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.

(d) Exhibits:

Exhibit	Description
3.1	Amendment to Amended and Restated Certificate of Incorporation.
99.1	Press release dated January 19, 2017.

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.

Dated: January 20, 2017

QUINPARIO ACQUISITION CORP. 2

By: /s/ D. John Srivisal
D. John Srivisal
President and Chief Executive Officer

**AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
QUINPARIO ACQUISITION CORP. 2**

**Pursuant to Section 242 of the
Delaware General Corporation Law**

The undersigned, being a duly authorized officer of **QUINPARIO ACQUISITION CORP. 2** (the "Corporation"), a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Quinpario Acquisition Corp. 2.
2. The Corporation's Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on July 15, 2014, and an Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on January 15, 2015.
3. This Amendment to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate of Incorporation of the Corporation.
4. This Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the affirmative vote of the holders of at least 65% of the stock entitled to vote at a meeting of stockholders in accordance with ARTICLE SIXTH of the Amended and Restated Certificate of Incorporation and the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "GCL").
5. The text of the introductory paragraph of ARTICLE SIXTH is hereby amended and restated to read in full as follows:

The introduction and the following provisions (A) through (H) of this Article Sixth shall apply during the period commencing upon the filing of this Certificate of Incorporation and terminating upon the consummation of any "Business Combination" and may not be amended prior to the consummation of a Business Combination unless holders of at least 65% of the then outstanding Common Stock approve such amendment. If the Corporation seeks to amend such provisions prior to the consummation of a Business Combination, the Corporation will provide holders of IPO Shares (defined below) who do not approve of such amendment the opportunity to convert their IPO Shares into cash at the Conversion/Redemption Price (defined below); provided, however, that the calculation of such price shall be made as of the date which is two days prior to the record date for the meeting called in connection with any such vote. A "Business Combination" shall mean any merger, capital stock exchange, asset, stock purchase, reorganization or other similar business combination involving the Corporation and one or more businesses or entities ("Target Business"). The "Target Business Acquisition Period" shall mean the period from the effectiveness of the registration statement on Form S-1 ("Registration Statement") filed with the Securities and Exchange Commission ("Commission") in connection with the Corporation's initial public offering ("IPO") up to and including the first to occur of (a) a Business Combination or (b) July 24, 2017 (the "Termination Date").

IN WITNESS WHEREOF, I have signed this Amendment to the Amended and Restated Certificate of Incorporation this 19th day of January, 2017.

/s/ D. John Srivisal

Name: D. John Srivisal

Title: President and Chief Executive Officer

FOR IMMEDIATE RELEASE

**Quinpario Acquisition Corp. 2 Shareholders Approve Extension
To Consummate Initial Business Combination**

NEW YORK, NY Jan. 19, 2017 – (GLOBE NEWSWIRE) -- Quinpario Acquisition Corp. 2 (Nasdaq: QPAC, QPACW and QPACU) (“Quinpario”) today announced that it has received stockholder approval to extend the date by which it must complete an initial business combination to July 24, 2017 (the “Extension”).

While the Extension allows Quinpario until July 24, 2017 to complete an initial business combination, Quinpario has indicated that if it is unable to enter into a definitive agreement for an initial business combination by March 31, 2017, it will promptly file the necessary proxy materials with the SEC to seek shareholder approval to dissolve and liquidate.

At the special meeting held to approve the Extension, holders of approximately 14.9 million public shares exercised their right to convert their shares into a pro rata portion of the cash held in Quinpario’s trust account in connection with the Extension. As a result, a total of approximately \$202 million remains in Quinpario’s trust account.

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About Quinpario

Quinpario is a special purpose acquisition company that completed its initial public offering in January 2015. Quinpario was formed for the purpose of acquiring one or more businesses through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination. Quinpario is sponsored by Quinpario Partners 2, LLC, which was formed for the expressed purpose of acting as the sponsor for Quinpario. Quinpario Partners 2, LLC is an affiliate of Quinpario Partners LLC, an investment and operating company founded by Mr. Jeffrey N. Quinn, former chairman, president and chief executive officer of Solutia Inc. For more information, please visit www.quinpario.com.

Forward-Looking Statements

Certain statements made herein are “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements include timing of the proposed mergers; the business plans, objectives, expectations and intentions of the parties once the transaction is complete, and Quinpario’s estimated and future results of operations, business strategies, competitive position, industry environment and potential growth opportunities. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, our actual results may differ materially from our expectations or projections.

The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: the occurrence of any event, change or other circumstances that could give rise to the terms of the previously announced letter of intent (“LOI”) not hereafter being memorialized in a definitive agreement; the outcome of any legal proceedings that have been, or will be, instituted against Quinpario or other parties to the LOI following announcement of the LOI and transactions contemplated therein; the ability of Quinpario to meet NASDAQ listing standards following the mergers and in connection with the consummation thereof; the inability to complete the transactions contemplated by the LOI due to the failure to obtain approval of the stockholders of Quinpario or other conditions to closing in the LOI; the failure to obtain the necessary financing arrangements set forth in the highly confident indication letters from debt sources delivered in conjunction with the LOI; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the announcement of the LOI and consummation of the transaction described therein; costs related to the proposed mergers and the impact of the substantial indebtedness to be incurred to finance the consummation of the mergers; changes in applicable laws or regulations; the ability of the combined company to meet its financial and strategic goals, due to, among other things, competition, the ability of the combined company to grow and manage growth profitability, maintain relationships with customers and retain its key employees; the possibility that the combined company may be adversely affected by other economic, business, and/or competitive factors; and other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in other reports and other public filings with the Securities and Exchange Commission (the “SEC”) by Quinpario.

Additional information concerning these and other factors that may impact our expectations and projections can be found in Quinpario's periodic filings with the SEC, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and in the proxy statement to be filed by Quinpario regarding the transaction memorialized in the LOI with the SEC when available. Quinpario's SEC filings are available publicly on the SEC's website at www.sec.gov. Quinpario disclaims any obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise.

Disclaimer

This communication shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Additional Information about the Transaction and Where to Find It

In connection with the proposed mergers, Quinpario will file a preliminary proxy statement with the SEC and will mail a definitive proxy statement and other relevant documents to its stockholders. **Investors and security holders of Quinpario are advised to read, when available, the preliminary proxy statement, and amendments thereto, and the definitive proxy statement in connection with Quinpario's solicitation of proxies for its stockholders' meeting to be held to approve the mergers because the proxy statement will contain important information about the mergers and the parties to the mergers. The definitive proxy statement will be mailed to stockholders of Quinpario as of a record date to be established for voting on the mergers. Stockholders will also be able to obtain copies of the proxy statement, without charge, once available, at the SEC's website at www.sec.gov or by directing a request to: Quinpario Acquisition Corp. 2, 12935 N. Forty Drive, Suite 201, St. Louis, MO 63141, e-mail: mhzona@quinpario.com.**

Participants in Solicitation

Quinpario and the target companies and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Quinpario stockholders in connection with the proposed mergers. **Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Quinpario's stockholders in connection with the proposed mergers will be set forth in the proxy statement for the proposed mergers when available.** Information concerning the interests of Quinpario's and the target companies' participants in the solicitation, which may, in some cases, be different than those of Quinpario's and the target companies' stockholders generally, will be set forth in the proxy statement relating to the mergers when it becomes available.

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