

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 16, 2020**

LF CAPITAL ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-38545
(Commission File Number)

82-2196021
(IRS Employer Identification No.)

600 Madison Avenue
New York, NY 10022
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 688-1005**

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:

- 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	LFAC	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 1.01. Entry into a Material Definitive Agreement.

The disclosure contained in Item 2.03 is incorporated by reference in this Item 1.01

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed in LF Capital Acquisition Corp.'s (the "Company") Form 10-K filed on March 5, 2019, the Company issued a convertible note ("Convertible Note") to the Sponsor, pursuant to which the Sponsor agreed to provide a working capital loan to the Company of up to \$1.5 million. The Convertible Note will either be repaid upon consummation of a business combination, without interest, or, at the lender's discretion, up to \$1,500,000 of the Convertible Note may be convertible into warrants of the post business combination entity at a price of \$1.00 per warrant. The warrants would be identical to the Company's warrants previously issued in a private placement contemporaneous with the Company's initial public offering.

On June 16, 2020, the Company was provided an advance of \$320,000 in additional loan proceeds pursuant to the Convertible Note which increased the principal balance of the Note to \$1,500,000. As previously disclosed in prior SEC filings, the Company was provided \$400,000, \$350,000, \$130,000 and 300,000, in loan proceeds on March 4, 2019, August 19, 2019, January 10, 2020 and March 16, respectively.

On June 16, 2020 the board of directors of the Company (the "Board") approved an amendment to the Convertible Note (the "Note Amendment") pursuant to which the maturity date of the note was extended to the earlier of (i) December 31, 2020 and (ii) the effective date of a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination, involving the Company and one or more businesses. The foregoing description of the Note Amendment is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

On June 18, 2020, the “Company” filed with the Secretary of State of the State of Delaware an amendment (the “Extension Amendment”) to the Company’s amended and restated certificate of incorporation to extend the date by which the Company has to consummate a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses from June 22, 2020 to September 22, 2020 (the “Extension”). The Company’s stockholders approved the Extension Amendment at a special meeting of stockholders of the Company (the “Special Meeting”) on June 16, 2020. The foregoing description of the Extension Amendment is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

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

On June 16, 2020, at the Special Meeting, a total of 15,482,652 (or 79.78%) of the Company’s issued and outstanding shares of Class A common stock and Class B common stock held of record as of May 8, 2020, the record date for the Special Meeting, were present either in person or by proxy, which constituted a quorum. The Company’s stockholders voted on the following proposals at the Special Meeting, each of which were approved. The final vote tabulation for each proposal is set forth below.

Proposal 1. To approve and adopt the Extension Amendment.

For	Against	Abstained
15,482,652	0	0

Proposal 2. To approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Extension Amendment proposal.

15,482,652	0	0
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Although this proposal would have received sufficient votes to be approved, no motion to adjourn was made because the adjournment of the Special Meeting was determined not to be necessary or appropriate.

Item 7.01 Regulation FD Disclosure.

In connection with the Extension, 2,089,939 of the Company’s public shares were redeemed. As a result, approximately \$141.7 million remains in the trust account.

The information in this Item 7.01 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, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1	Amendment to Amended and Restated Certificate of Incorporation of LF Capital Acquisition Corp.
10.1	Amendment to Convertible Promissory Note, dated June 16, 2020

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.

LF CAPITAL ACQUISITION CORP.

By: /s/ Philippe De Backer
Name: Philippe De Backer
Title: Chief Executive Officer

Dated: June 18, 2020

AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LF CAPITAL ACQUISITION CORP.

Pursuant to Section 245 of the
Delaware General Corporation Law

The undersigned, being a duly authorized officer of LF CAPITAL ACQUISITION CORP. (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 LF Capital Acquisition Corp.
2. The Corporation's original certificate of incorporation was filed with the Secretary of State of the State of Delaware (the "*Secretary of State*") on June 29, 2017. An amended and restated certificate of incorporation was filed with the Secretary on June 19, 2018 (the "*Amended and Restated Certificate*").
3. This Amendment to the Amended and Restated Certificate (this "*Amendment*") amends the Amended and Restated Certificate.
4. This Amendment 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 the provisions of Sections 242 and 245 the General Corporation Law of the State of Delaware (the "*DGCL*").
5. The text of Article IX, Section 9.1(b) is hereby amended and restated to read in full as follows:

(b) Immediately after the Offering, a certain amount of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the underwriter's over-allotment option) and certain other amounts specified in the Corporation's registration statement on Form S-1, as initially filed with the Securities and Exchange Commission on November 2, 2017, as amended (the "*Registration Statement*"), shall be deposited in a trust account (the "*Trust Account*"), established for the benefit of the Public Stockholders (as defined below) pursuant to a trust agreement described in the Registration Statement. Except for the withdrawal of interest to pay franchise and income taxes, none of the funds held in the Trust Account (including the interest earned on the funds held in the Trust Account) will be released from the Trust Account until the earlier of (i) the completion of the initial Business Combination, (ii) the redemption of 100% of the Offering Shares (as defined below) if the Corporation is unable to complete its initial Business Combination by September 22, 2020; and (iii) the redemption of shares in connection with a vote seeking to amend any provisions of the Amended and Restated Certificate relating to stockholders' rights or pre-initial Business Combination activity (as described in Section 9.7). Holders of shares of Common Stock included as part of the units sold in the Offering (the "*Offering Shares*") (whether such Offering Shares were purchased in the Offering or in the secondary market following the Offering and whether or not such holders are affiliates of Level Field Capital, LLC (the "*Sponsor*") or officers or directors of the Corporation) are referred to herein as "*Public Stockholders*."

6. The text of Article IX, Section 9.2(d) is hereby amended and restated to read in full as follows:

(d) In the event that the Corporation has not consummated an initial Business Combination by September 22, 2020, the Corporation shall (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter subject to lawfully available funds therefor, redeem 100% of the Offering Shares in consideration of a per-share price, payable in cash, equal to the quotient obtained by dividing (A) the aggregate amount then on deposit in the Trust Account, including interest not previously released to the Corporation to pay its franchise and income taxes (less up to \$100,000 of such net interest to pay dissolution expenses), by (B) the total number of then outstanding Offering Shares, which redemption will completely extinguish rights of the Public Stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the Board in accordance with applicable law, dissolve and liquidate, subject in each case to the Corporation's obligations under the DGCL to provide for claims of creditors and other requirements of applicable law.

7. The text of Article IX, Section 9.7 is hereby amended and restated to read in full as follows:

Additional Redemption Rights. If, in accordance with Section 9.1(a), any amendment is made to Section 9.2(d) that would affect the substance or timing of the Corporation's obligation to redeem 100% of the Offering Shares if the Corporation has not consummated an initial Business Combination by September 22, 2020, then the Public Stockholders shall be provided with the opportunity to redeem their Offering Shares upon the approval of any such amendment, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest not previously released to the Corporation to pay its franchise and income taxes, divided by the number of then outstanding Offering Shares. The Corporation's ability to provide such opportunity is subject to the Redemption Limitation.

IN WITNESS WHEREOF, LF Capital Acquisition Corp. has caused this Amendment to be duly executed and acknowledged in its name and on its behalf by an authorized officer as of the 17th day of June, 2020.

LF CAPITAL ACQUISITION CORP.

By:

Philippe De Backer, Chief Executive Officer

AMENDMENT NO. 1 TO LF CAPITAL ACQUISITION CORP.

CONVERTIBLE PROMISSORY NOTE

This Amendment No. 1 to the Convertible Promissory Note (this "Amendment"), dated as of June 16, 2020, by and between LF Capital Acquisition Corp., a Delaware corporation, (the "Maker") and Level Field Capital, LLC (the "Payee", and together with the Maker, the "Parties", and each, a "Party").

WHEREAS, the Parties have entered into a Convertible Promissory Note, dated March 4, 2019, as amended (the "Note");

WHEREAS, the Parties hereto desire to amend the definition of "Maturity Date" in the first sentence of Section 1 of the Note, on the terms and subject to the conditions set forth herein; and

WHEREAS, pursuant to Section 13 of the Note, the Amendment contemplated by the Parties must be contained in a written agreement and approved by the Maker and the Payee.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Definitions. Capitalized terms used and not defined in this Amendment have the respective meanings assigned to them in the Note.
2. Amendment to Note: The first sentence of Section 1 of the Note shall be deleted and replaced in its entirety with the following:

"All unpaid principal under this Note shall be due and payable in full on the earlier of (i) December 31, 2020 and (ii) the effective date of a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination, involving the Company and one or more businesses (the "**Business Combination**") (such earlier date, the "**Maturity Date**"), unless accelerated upon the occurrence of an Event of Default (as defined below)."

3. Date of Effectiveness: Limited Effect: This Amendment will become effective on the date first written above. Except as expressly provided in this Amendment, all of the terms and provisions of the Note are and will remain in full force and effect and are hereby ratified and confirmed by the Parties. Without limiting the generality of the foregoing, the amendments contained herein will not be construed as an amendment to or waiver of any other provision of the Note or as a waiver of or consent to any further or future action on the part of either Party that would require the waiver or consent of the other Party. On and after the date hereof, each reference in the Note to "this Agreement," "the Agreement," "hereunder," "hereof," "herein" or words of like import will mean and be a reference to the Note as amended by this Amendment.
4. Miscellaneous.
 - a. This Amendment is governed by, and construed in accordance with, the laws of the State of Delaware, without regard to the conflict of laws provisions of such State.
 - b. This Amendment shall inure to the benefit of and be binding upon each of the Parties and each of their respective permitted successors and permitted assigns.

IN WITNESS WHEREOF, the undersigned has executed this Amendment on the date first written above.

LF CAPITAL ACQUISITION CORP.

By: _____
Name: Philippe De Backer
Title: Chief Executive Officer

Acknowledged and agreed as of the date first above written.

LEVEL FIELD CAPITAL, LLC

By: _____
Name: Elias Farhat
Title: Member