

**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 22, 2024

PetIQ, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38163
(Commission
File Number)

35-2554312
(IRS Employer
Identification No.)

230 E. Riverside Dr.
Eagle, Idaho
(Address of Principal Executive Offices)

83616
(Zip Code)

Registrant's Telephone Number, Including Area Code: (208) 939-8900

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 Instructions 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))

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 \$0.001 per share	PETQ	The Nasdaq Global Select Market

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

As previously announced, on August 7, 2024, PetIQ, Inc. (the “Company” or “PetIQ”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Gula Buyer Inc. (“Parent”), a Delaware corporation, and Gula Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”). Pursuant to the terms of the Merger Agreement, Parent, Merger Sub and the Company will effect a merger of Merger Sub with and into the Company (the “Merger”), with the Company continuing as the surviving corporation of the Merger as a wholly owned subsidiary of Parent. Parent and Merger Sub are affiliates of Bansk Group LP.

On October 22, 2024, PetIQ held a virtual special meeting of its stockholders (the “Special Meeting”) to vote on the proposals identified in PetIQ’s definitive proxy statement filed with the Securities and Exchange Commission on September 16, 2024 and mailed to the PetIQ stockholders starting on September 17, 2024.

As of the close of business on September 13, 2024, the record date for the Special Meeting, there were 29,901,331 shares of Common Stock (as defined below) outstanding, comprised of 29,669,791 shares of PetIQ’s Class A common stock, par value \$0.001 per share (“Class A Common Stock”) and 231,540 shares of PetIQ’s Class B common stock, par value \$0.001 per share (“Class B Common Stock,” and together with the Class A Common Stock, the “Common Stock”), each of which was entitled to one vote for each proposal at the Special Meeting. 24,098,637 shares of Common Stock, representing approximately 81% of all of the issued and outstanding Common Stock entitled to vote, were represented at the Special Meeting.

At the Special Meeting the following proposals were considered:

- (1) the proposal to adopt the Merger Agreement (the “Merger Agreement Proposal”);
- (2) the proposal to approve, on a non-binding, advisory basis, the compensation that will or may become payable by PetIQ to its named executive officers in connection with the Merger (the “Advisory Compensation Proposal”); and
- (3) the proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting (the “Adjournment Proposal”).

The tables below detail the final voting results for each proposal presented at the Special Meeting:

1. The results of the Merger Agreement Proposal are as follows:

Votes For	Votes Against	Votes Abstained
23,998,652	10,014	89,971

2. The results of the Advisory Compensation Proposal are as follows:

Votes For	Votes Against	Votes Abstained
8,022,630	15,938,600	137,407

As the Merger Agreement Proposal was approved, the Adjournment Proposal was unnecessary.

Pursuant to the terms of the Merger Agreement, the completion of the Merger remains subject to customary closing conditions.

Item 7.01. Regulation FD Disclosure

On October 22, 2024, PetIQ issued a press release announcing the results of the Special Meeting and the anticipated date of completion of the Merger. The information contained in Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
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99.1	Press Release, dated October 22, 2024
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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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.

PetIQ, Inc.

Dated: October 22, 2024

By: /s/ McCord Christensen
McCord Christensen
Chief Executive Officer



PetIQ, Inc. Announces Results of Special Meeting of Stockholders

Reports Merger Agreement with Bansk Group Approved by Stockholders and Anticipates a Closing Date of October 25, 2024

EAGLE, Idaho – October 22, 2024 (GLOBE NEWSWIRE) - PetIQ, Inc. (“PetIQ” or the “Company”) (Nasdaq: PETQ), a leading pet medication, health and wellness company, announced today that at its virtual Special Meeting of Stockholders approximately 80% of its outstanding shares of common stock voted to approve the adoption of the definitive merger agreement (the “Agreement”) pursuant to which Bansk Group will acquire all of the outstanding shares of PetIQ’s common stock for \$31.00 per share, in an all-cash transaction valued at approximately \$1.5 billion.

“On behalf of PetIQ’s Board of Directors, we are excited to announce stockholders’ approval of our proposed transaction with Bansk Group, representing an important milestone for our anticipated closing on October 25, 2024,” commented Cord Christensen, Founder, Chairman and CEO of PetIQ. “We look forward to partnering with the team at Bansk Group as we continue to execute on PetIQ’s mission of providing pet parents convenient access to affordable pet healthcare to support the Company’s continued success.”

Upon completion of the proposed transaction, PetIQ’s common stock will no longer be listed on the NASDAQ Stock Market, and PetIQ will be privately held and continue to be operated independently by the Company’s executive team.

For further information regarding PetIQ’s final vote results, as certified by the independent inspector of elections, please see PetIQ’s Current Report on Form 8-K, which will be filed in connection with this announcement.

About PetIQ

PetIQ is a leading pet medication, health and wellness company delivering a smarter way for pet parents to help their pets live their best lives through convenient access to affordable products and veterinary services. The Company's product business engages with pet parents through retail and e-commerce sales channels with its branded and distributed pet medications as well as health and wellness items. PetIQ manufactures and distributes pet products from its world-class facilities in Omaha, Nebraska, Springville, Utah and Daytona Beach, Florida. The Company’s veterinarian services offering operates in over 2,600 mobile community clinic locations and wellness centers hosted at retail partners in 39 states. PetIQ believes that pets are an important part of the family and deserve the best products and care we can provide them.

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Notice Regarding Forward-Looking Statements

This communication includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “believe,” “intend,” “may,” “will,” “should,” “could” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the benefits of and timeline for closing the proposed transaction with Bansk Group. These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of Company management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from assumptions. Many actual events and circumstances are beyond the control of the Company. These forward-looking statements are subject to a number of risks and uncertainties, including the risk of the occurrence of any event, change or other circumstances that could give rise to the termination of the Agreement; and the risk that the parties to the Agreement may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all; .

Further information on factors that could cause actual results to differ materially from the results anticipated by the forward-looking statements is included in the definitive proxy statement filed by the Company with the Securities and Exchange Commission on September 16, 2024, in connection with the Agreement, the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings made by the Company from time to time with the Securities and Exchange Commission. These filings, when available, are available on the investor relations section of the Company’s website at <https://ir.peti.com/> or on the SEC’s website at <https://www.sec.gov>. If any of these risks materialize or any of these assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that the Company presently does not know of or that the Company currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. The forward-looking statements included in this communication are made only as of the date hereof. The Company assumes no obligation and does not intend to update these forward-looking statements, except as required by law.
