

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1  
to

**FORM S-1**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**WESTROCK COFFEE COMPANY**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**2080**  
(Primary Standard Industrial  
Classification Code Number)

**80-0977200**  
(I.R.S. Employer  
Identification No.)

**4009 N. Rodney Parham Rd.  
3rd Floor  
Little Rock, AR 72212  
Telephone: (501) 320-4880**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Robert P. McKinney  
4009 N. Rodney Parham Rd.  
3rd Floor  
Little Rock, AR 72212  
Telephone: (501) 320-4880**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copy to:*

**Brandon C. Price, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-1 of Westrock Coffee Company (File No. 333-267509), initially filed on September 19, 2022 and declared effective by the U.S. Securities and Exchange Commission on December 21, 2022 (the “Registration Statement”), is being filed as an exhibit-only filing solely to file certain exhibits. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, and the signature pages to the Registration Statement.

The prospectus and the balance of Part II of the Registration Statement are unchanged hereby and have been omitted.

## PART II

### Information Not Required in Prospectus

#### Item 16. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>2.1*</u>	<u>Transaction Agreement, dated as of April 4, 2022, by and among Riverview Acquisition Corp., Westrock Coffee Holdings, LLC, Origin Merger Sub I, Inc. and Origin Merger Sub II, LLC (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u>
<u>3.1</u>	<u>Certificate of Incorporation of Westrock Coffee Company (incorporated by reference to Exhibit 3.1 to Westrock Coffee Company’s Quarterly Report on Form 10-Q, filed on August 29, 2022)</u>
<u>3.2</u>	<u>Bylaws of Westrock Coffee Company (incorporated by reference to Exhibit 3.2 to Westrock Coffee Company’s Quarterly Report on Form 10-Q, filed on August 29, 2022)</u>
<u>4.1</u>	<u>Amended and Restated Warrant Agreement, dated August 26, 2022, by and among Westrock Coffee Company, Computershare Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to Westrock Coffee Company’s Quarterly Report on Form 10-Q, filed on August 29, 2022)</u>
<u>4.2</u>	<u>Investor Rights Agreement, dated as of April 4, 2022, by and among Westrock Coffee Holdings, LLC, Westrock Group, LLC, The Stephens Group, LLC, Sowell Westrock, L.P., BBH Capital Partners V, L.P., BBH Capital Partners V-A, L.P., BBH CPV WCC Co-Investment LLC and Riverview Sponsor Partners, LLC (incorporated by reference to Exhibit 4.8 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u>
<u>4.3</u>	<u>Specimen Common Stock Certificate of Westrock Coffee Company (incorporated by reference to Exhibit 4.5 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u>
<u>4.4</u>	<u>Specimen Warrant Certificate of Westrock Coffee Company (incorporated by reference to Exhibit 4.6 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u>
<u>5.1***</u>	<u>Opinion of Wachtell, Lipton, Rosen &amp; Katz</u>
<u>10.1</u>	<u>Registration Rights Agreement, dated as of April 4, 2022, by and among Westrock Coffee Company and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u>
<u>10.2</u>	<u>Credit Agreement, dated as of August 29, 2022, among Westrock Beverage Solutions, LLC, as the borrower, Westrock Coffee Company, Wells Fargo Bank, N.A., as administrative agent, collateral agent, and swingline lender, Wells Fargo Securities, LLC, as sustainability structuring agent, and each issuing bank and lender party thereto (incorporated by reference to Exhibit 10.3 to Westrock Coffee Company’s Quarterly Report on Form 10-Q, filed on August 29, 2022)</u>

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#"><u>10.3</u></a>	<a href="#"><u>Form of Subscription Agreement between Westrock Coffee Company and certain investors (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.4</u></a>	<a href="#"><u>Form of Subscription Agreement between Riverview Acquisition Corp. and certain investors (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.5**</u></a>	<a href="#"><u>Employment Agreement, dated August 26, 2022, by and between Westrock Coffee Company and Scott T. Ford (incorporated by reference to Exhibit 10.4 to Westrock Coffee Company's Quarterly Report on Form 10-Q, filed on August 29, 2022)</u></a>
<a href="#"><u>10.6**</u></a>	<a href="#"><u>Employment Agreement, dated August 26, 2022, by and between Westrock Coffee Company and T. Christopher Pledger (incorporated by reference to Exhibit 10.5 to Westrock Coffee Company's Quarterly Report on Form 10-Q, filed on August 29, 2022)</u></a>
<a href="#"><u>10.7**</u></a>	<a href="#"><u>Employment Agreement, dated August 26, 2022, by and between Westrock Coffee Company and William A. Ford (incorporated by reference to Exhibit 10.6 to Westrock Coffee Company's Quarterly Report on Form 10-Q, filed on August 29, 2022)</u></a>
<a href="#"><u>10.8**</u></a>	<a href="#"><u>Westrock Coffee Company 2022 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to Westrock Coffee Company's Quarterly Report on Form 10-Q, filed on August 29, 2022)</u></a>
<a href="#"><u>10.9**</u></a>	<a href="#"><u>Westrock Coffee Company Annual Cash Incentive Plan (incorporated by reference to Exhibit 10.8 to Westrock Coffee Company's Quarterly Report on Form 10-Q, filed on August 29, 2022)</u></a>
<a href="#"><u>10.10**</u></a>	<a href="#"><u>Amended and Restated Westrock Coffee Company 2020 Stock Option Incentive Plan (incorporated by reference to Exhibit 10.9 to Westrock Coffee Company's Quarterly Report on Form 10-Q, filed on August 29, 2022)</u></a>
<a href="#"><u>10.11**</u></a>	<a href="#"><u>Westrock Coffee Holdings, LLC Form of Option Award Agreement (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.12**</u></a>	<a href="#"><u>Westrock Coffee Holdings, LLC Form of Restricted Unit Award Agreement (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.13**</u></a>	<a href="#"><u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-4 (File No. 333-264464), initially filed on April 25, 2022 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.14</u></a>	<a href="#"><u>Incremental Assumption Agreement and Amendment No. 1, dated as of February 14, 2023, among Westrock Beverage Solutions, LLC, as the borrower, Westrock Coffee Company, as holdings, the other guarantors party thereto, the Amendment No. 1 delayed draw term loan lenders, the lenders party thereto and Wells Fargo Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on February 14, 2023 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.15**</u></a>	<a href="#"><u>Employment Agreement, dated August 26, 2022, by and between Westrock Coffee Company and Robert P. McKinney (incorporated by reference to Exhibit 10.9 to Westrock Coffee Company's Annual Report on Form 10-K, filed on March 21, 2023 by Westrock Coffee Company)</u></a>
<a href="#"><u>10.16**</u></a>	<a href="#"><u>Employment Agreement, dated August 26, 2022, by and between Westrock Coffee Company and John Blake Schuhmacher (incorporated by reference to Exhibit 10.10 to Westrock Coffee Company's Annual Report on Form 10-K, filed on March 21, 2023 by Westrock Coffee Company)</u></a>
<a href="#"><u>21.1***</u></a>	<a href="#"><u>List of Subsidiaries of Westrock Coffee Company</u></a>

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#"><u>23.1***</u></a>	<a href="#"><u>Consent of Marcum LLP, Independent Registered Public Accounting Firm of Riverview Acquisition Corp.</u></a>
<a href="#"><u>23.2***</u></a>	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm of Westrock Coffee Holdings, LLC</u></a>
<a href="#"><u>23.3***</u></a>	<a href="#"><u>Consent of Wachtell, Lipton, Rosen &amp; Katz (included in Exhibit 5.1)</u></a>
<a href="#"><u>24.1***</u></a>	<a href="#"><u>Power of Attorney</u></a>
104	Cover Page Interactive Data File (formatted as Inline XBRL document)
<a href="#"><u>107***</u></a>	<a href="#"><u>Calculation of Registration Fee</u></a>

\* Certain schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Westrock agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon its request.

\*\* Denotes management contract or compensatory plan or arrangement.

\*\*\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, on March 21, 2023.

**WESTROCK COFFEE COMPANY**

By: /s/ Robert P. McKinney

Name: Robert P. McKinney

Title: Chief Legal Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Scott T. Ford</u> Scott T. Ford	Chief Executive Officer and Director (principal executive officer)	March 21, 2023
<u>/s/ T. Christopher Pledger</u> T. Christopher Pledger	Chief Financial Officer (principal financial officer)	March 21, 2023
<u>/s/ Blake Schuhmacher</u> Blake Schuhmacher	Chief Accounting Officer (principal accounting officer)	March 21, 2023
<u>*</u> Joe T. Ford	Chairman of the Board, Director	March 21, 2023
<u>*</u> R. Patrick Kruczek	Director	March 21, 2023
<u>*</u> Hugh McColl, III	Director	March 21, 2023
<u>*</u> R. Brad Martin	Director	March 21, 2023
<u>*</u> Mark Edmunds	Director	March 21, 2023
<u>*</u> Josie C. Natori	Director	March 21, 2023
<u>*</u> Leslie Starr Keating	Director	March 21, 2023
<u>*</u> Oluwatoyin Umesiri	Director	March 21, 2023
<u>*</u> Jeffrey H. Fox	Director	March 21, 2023
By: <u>/s/ Robert P. McKinney</u> Robert P. McKinney As Attorney-in-Fact		