

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): July 25, 2023 (July 24, 2023)

**Westrock Coffee Company**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-41485  
(Commission  
File Number)

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

4009 N. Rodney Parham Rd.  
3rd Floor  
Little Rock, AR 72212  
(Address of Principal Executive Offices, and  
Zip Code)

(501) 320-4880  
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 communication 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 |
|--|-------------------|---|
| Shares of common stock, par value \$0.01 per share   | WEST              | The Nasdaq Stock Market LLC               |
| Warrants, each whole warrant exercisable for one share of common stock, par value \$0.01 per share | WESTW             | 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 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 3.02. Unregistered Sales of Equity Securities.**

As previously announced, (i) Westrock Coffee Company, a Delaware corporation (the “Company”), has entered into subscription agreements with each of HF Direct Investments Pool, LLC, an affiliate of the Herbert Hunt family, and the Arkansas Teacher Retirement System, pursuant to which Westrock has agreed to issue and sell an aggregate of 10 million shares of common stock, par value \$0.01 per share (the “Common Shares”), of the Company at a purchase price per share of \$10.00, subject to customary closing conditions (the “Investments”) and (ii) the Investments are subject to the potential exercise of preemptive rights (the “BBH Preemptive Rights”) by affiliates of Brown Brothers Harriman & Co. (the “BBH Stockholders”) to subscribe up to their pro-rata ownership of the capital stock of the Company (generally on a fully diluted basis), under the terms of that certain Investor Rights Agreement, dated April 4, 2022 (the “Investor Rights Agreement”), by and among the Company, the BBH Stockholders, and the other parties thereto.

On July 24, 2023, the BBH Stockholders exercised the BBH Preemptive Rights by each entering into a separate subscription agreement per BBH Stockholder with the Company to subscribe for an aggregate of approximately 1.88 million Common Shares at a purchase price per share of \$10.00 for aggregate gross proceeds to the Company of approximately \$18.8 million (such transaction, the “BBH Investment”). The BBH Investment is subject to customary closing conditions.

The issuance of the Common Shares in the BBH Investment is intended to be exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), by virtue of the exemption provided by Rule 506(b) of Regulation D promulgated under the Securities Act.

The foregoing description of the BBH Preemptive Rights is not complete and is qualified in its entirety by reference to the full text of the Investor Rights Agreement and the amended and restated Investor Rights Agreement, which are included in this current report as Exhibits 4.1 and 4.2, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b>  | <b>Description of Exhibit</b>   |
|---------------------|---|
| <a href="#">4.1</a> | <a href="#">Investor Rights Agreement, dated as of April 4, 2022, by and among Westrock Coffee Company, 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)</a> |
| <a href="#">4.2</a> | <a href="#">Amended and Restated Investor Rights Agreement, dated as of June 29, 2023, by and among Westrock Coffee Company, Westrock Group, LLC, BBH Capital Partners V, L.P., BBH Capital Partners V-A, L.P., BBH CPV WCC Co-Investment LLC, Riverview Sponsor Partners, LLC and HF Direct Investments Pool, LLC (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on June 29, 2023 by Westrock Coffee Company)</a>                                    |
| 104                 | Cover Page Interactive Data File (embedded within the Inline XBRL document)   |

---

**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.

**WESTROCK COFFEE COMPANY**

By: /s/ Robert P. McKinney  
Name: Robert P. McKinney  
Title: Chief Legal Officer

Dated: July 25, 2023

---