

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): April 29, 2019

CONCRETE PUMPING HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38166
(Commission
File Number)

83-1779605
(IRS Employer
Identification No.)

6461 Downing Street
Denver, Colorado 80229

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(303) 289-7497**

N/A

(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))

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 disclosed, Concrete Pumping Holdings, Inc., a Delaware corporation (the “Company”), offered each holder of (x) its publicly traded warrants (“public warrants”) to purchase shares of common stock, par value \$0.0001 per share, of the Company (“common stock”) and (y) its warrants to purchase common stock issued in a private placement concurrently with the closing of Industrea Acquisition Corp.’s initial public offering (the “private placement warrants” and together with the public warrants, the “warrants”) the opportunity to receive 0.2105 shares of common stock in exchange for each outstanding public warrant tendered and 0.1538 shares of common stock in exchange for each outstanding private placement warrant tendered pursuant to such offer (the “Offer”). In connection with the Offer, the Company solicited consents (the “Consent Solicitation”) from holders of the public warrants to approve an amendment (the “Warrant Amendment”) to the warrant agreement, dated as of July 26, 2017 (the “Warrant Agreement”), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent, providing the Company with the right to require the holders of the warrants to exchange their warrants for shares of common stock at an exchange ratio of 0.1895 shares of common stock for each warrant.

The Offer and Consent Solicitation expired at 11:59 p.m. Eastern Daylight Time on April 26, 2019. A total of 9,983,563 public warrants, or approximately 43.4% of the 23,000,000 outstanding public warrants, were validly tendered and not withdrawn in the Offer, including 9,440 public warrants that were tendered through a notice of guaranteed delivery, and were therefore deemed to have consented to the Warrant Amendment. A total of 11,100,000 private placement warrants, or 100% of the outstanding private placement public warrants, were validly tendered and not withdrawn in the Offer. Because consents were not received from holders of more than 65% of the public warrants, the Warrant Amendment was not approved and the Warrant Agreement will remain unchanged.

The Company expects to issue 2,101,540 and 1,707,180 shares of common stock in exchange for the public warrants and the private placement warrants tendered in the Offer, respectively, resulting in a total of 40,214,385 shares of common stock outstanding following such issuance.

Item 8.01 Other Events.

On April 29, 2019, the Company issued a press release announcing the closing of the Offer. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated April 29, 2019.

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.

CONCRETE PUMPING HOLDINGS, INC.

By: /s/ Iain Humphries

Name: Iain Humphries

Title: Chief Financial Officer and Secretary

Dated: April 29, 2019

Concrete Pumping Holdings Announces Completion of Exchange Offer

DENVER, CO, April 29, 2019 — Concrete Pumping Holdings, Inc. (Nasdaq: BBCP) (“CPH” or the “Company”) today announced the completion of its previously announced exchange offer (the “Offer”) relating to its publicly traded warrants and private placement warrants (together, the “warrants”) to purchase shares of its common stock. The Offer expired at 11:59 p.m., Eastern Daylight Time, on April 26, 2019 (the “Expiration Time”).

Based on the information provided by Continental Stock Transfer & Trust Company, the exchange agent for the Offer, a total of 9,983,563 public warrants were validly tendered and not withdrawn prior to the Expiration Time, representing approximately 43.4% of the total public warrants outstanding, including 9,440 public warrants that were tendered through notice of guaranteed delivery, and a total of 11,100,000 private placement warrants were validly tendered and not withdrawn prior to the Expiration Time, representing 100% of the total private placement warrants outstanding. On April 29, 2019, CPH accepted all such warrants and expects to issue an aggregate of 3,808,720 shares of common stock in exchange for the warrants tendered. Delivery of the shares to be issued in exchange for the warrants will be made promptly.

This press release is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, the securities described herein, and is also not a solicitation of the related consents. The Offer was made only pursuant to the terms and conditions of the Prospectus/Offer to Exchange and related letter of transmittal.

About Concrete Pumping Holdings, Inc.

CPH is the leading provider of concrete pumping services and concrete waste management services in the U.S. and the U.K., operating under the only established, national brands in both geographies (Brundage-Bone for concrete pumping and Eco-Pan for waste management services in the U.S. and Camfaud in the U.K.). The Company’s large fleet of specialized pumping equipment and trained operators position it to deliver concrete placement solutions that facilitate substantial labor cost savings to customers, shorten concrete placement times, enhance worksite safety and improve construction quality. CPH is also the leading provider of concrete waste management services in the U.S., operating under the only established, national brand – Eco-Pan. Highly complementary to its core concrete pumping service, Eco-Pan provides a full-service, cost-effective, regulatory-compliant solution to manage environmental issues caused by concrete washout. As of January 31, 2019, CPH provides concrete pumping services in the U.S. from a footprint of 80 locations across 22 states, concrete pumping services in the U.K. from 28 locations, and route-based concrete waste management services from 14 locations in the U.S.

Forward-Looking Statements

This press release contains “forward-looking statements,” as defined by federal securities laws. Forward-looking statements reflect CPH’s current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “plan,” “estimate,” “intend,” “predict,” “potential,” “continue,” and the negatives of these words and other similar expressions generally identify forward looking statements. Such forward-looking statements are subject to various risks and uncertainties, including those described under the section entitled “Risk Factors” in CPH’s Registration Statement on Form S-4, filed April 1, 2019, as such factors may be updated from time to time in CPH’s periodic filings with the SEC, which are accessible on the SEC’s website at www.sec.gov. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in CPH’s filings with the SEC. While forward-looking statements reflect CPH’s good faith beliefs, they are not guarantees of future performance. CPH disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes after the date of this press release, except as required by applicable law. You should not place undue reliance on any forward-looking statements, which are based only on information currently available to CPH (or to third parties making the forward-looking statements).

Contact:

Liolios, Investor Relations
Cody Slach
1-949-574-3860
BBCP@liolios.com