

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 2, 2021**

GRAF ACQUISITION CORP. IV
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-40427
(Commission File Number)

86-2191918
(IRS Employer Identification No.)

1790 Hughes Landing Blvd., Suite 400
The Woodlands, Texas, 77380
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(346) 442-0819**

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
Units, each consisting of one share of common stock and one-fifth of one redeemable warrant	GFOR.U	The New York Stock Exchange
Common stock, par value \$0.0001 per share	GFOR	The New York Stock Exchange
Warrants, each whole warrant exercisable for one share of common stock, each at an exercise price of \$11.50 per share	GFOR WS	The New York Stock Exchange

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 8.01. Other Events.

As previously reported on a Current Report on Form 8-K of Graf Acquisition Corp. IV. (the "Company"), on May 25, 2021, the Company consummated its initial public offering ("IPO") of 15,000,000 units (the "Units"). Each Unit consists of one share of common stock of the Company, par value \$0.0001 per share (the "common stock"), and one-fifth of one redeemable warrant of the Company ("Warrant"), with each whole Warrant entitling the holder thereof to purchase one share of common stock for \$11.50 per share, subject to adjustment. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$150,000,000. In addition, simultaneously with the closing of the IPO, as previously reported on a Current Report on Form 8-K of the Company, the Company consummated the private sale of an aggregate of 4,433,333 warrants (the "Private Placement Warrants") at a purchase price of \$1.50 per Private Placement Warrant to the Company's sponsor, Graf Acquisition Partners IV LLC (the "Sponsor"). In addition, the underwriters of the IPO (the "Underwriters") were granted a 45-day option to purchase up to 2,250,000 additional Units to cover over-allotments, if any.

On June 2, 2021, the Underwriters partially exercised the over-allotment option and purchased an additional 2,161,500 Units (the "Over-Allotment Units"), generating gross proceeds of \$21,615,000.

A total of \$171,615,000 of the net proceeds from the sale of the Units, the Over-Allotment Units and the Private Placement Warrants was placed in a U.S.-based trust account at J.P. Morgan Chase Bank, N.A. maintained by Continental Stock Transfer & Trust Company, acting as trustee, established for the benefit of the Company's public stockholders. An audited balance sheet as of May 25, 2021 reflecting receipt of the net proceeds from the IPO and the sale of the Private Placement Warrants on May 25, 2021,

but not the proceeds from the sale of the Over-Allotment Units on June 2, 2021 had been prepared by the Company and previously filed on a Current Report on Form 8-K. The Company's unaudited pro forma balance sheet as of June 2, 2021, reflecting receipt of the proceeds from the sale of the Over-Allotment Units on the same day is included as Exhibit 99.1 to this Current Report on Form 8-K.

A copy of the Press Release issued by the Company announcing the consummation of the sale of the Over-Allotment Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
<u>99.1</u>	<u>Pro Forma Balance Sheet as of June 2, 2021.</u>
<u>99.2</u>	<u>Press Release, dated June 2, 2021.</u>

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.

GRAF ACQUISITION CORP. IV

By: /s/ James A. Graf
Name: James A. Graf
Title: Chief Executive Officer

Dated: June 4, 2021

GRAF ACQUISITION CORP. IV
BALANCE SHEET

	<u>May 25, 2021</u>	<u>Pro Forma Adjustments (Unaudited)</u>		<u>As Adjusted (Unaudited)</u>
Assets:				
Current assets:				
Cash	\$ 3,650,299	\$ 432,300 (b)		\$ 3,650,299
		(432,300) (c)		
Prepaid expenses	24,400	-		24,400
Total current assets	<u>3,674,699</u>	<u>-</u>		<u>3,674,699</u>
Cash held in Trust Account	150,000,000	21,615,000 (a)		171,615,000
Total assets	<u>\$ 153,674,699</u>	<u>\$ 21,615,000</u>		<u>\$ 175,289,699</u>
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	\$ 355,110	\$ -		\$ 355,110
Accrued expenses	102,674	-		102,674
Franchise tax payable	63,611	-		63,611
Note payable - related party	69,809	-		69,809
Total current liabilities	<u>591,204</u>	<u>-</u>		<u>591,204</u>
Derivative warrant liability	10,551,330	685,920 (b)		11,237,250
Deferred underwriting commissions in connection with the initial public offering	5,250,000	756,525 (d)		6,006,525
Total Liabilities	<u>16,392,534</u>	<u>1,442,445</u>		<u>17,834,979</u>
Commitments and Contingencies				
Common stock; 13,228,216 and 15,245,471 shares subject to possible redemption at \$10.00 per share, actual and as adjusted, respectively	132,282,160	20,172,550 (f)		152,454,710
Stockholders' Equity:				
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; no shares issued and outstanding	-	-		-
Common stock, \$0.0001 par value; 400,000,000 shares authorized; 6,084,284 and 6,207,404 shares issued and outstanding (excluding 13,228,216 and 15,245,471 shares subject to possible redemption), actual and as adjusted, respectively (1)	608	216 (a)		620
		(2) (e)		
		(202) (f)		
Additional paid-in capital	9,001,994	21,614,784 (a)		9,255,607
		(432,300) (c)		
		(756,525) (d)		
		2 (e)		
		(20,172,348) (f)		
Accumulated deficit	(4,002,597)	(253,620) (b)		(4,256,217)
Total stockholders' equity	<u>5,000,005</u>	<u>5</u>		<u>5,000,010</u>
Total Liabilities and Stockholders' Equity	<u>\$ 153,674,699</u>	<u>\$ 21,615,000</u>		<u>\$ 175,289,699</u>

(1) This number included up to 562,500 shares of common stock subject to forfeiture if the over-allotment option was not exercised in full or in part by the underwriters. On June 2, 2021, the underwriters partially exercised their over-allotment option to purchase additional 2,161,500 Units and forfeited the remaining option; thus, an aggregate of 22,125 shares of common stock was forfeited accordingly.

NOTE 1 - CLOSING OF OVER-ALLOTMENT OPTION AND ADDITIONAL PRIVATE PLACEMENT

The accompanying unaudited Pro Forma Balance Sheet presents the unaudited Balance Sheet of Graf Acquisition Corp. IV (the "Company") as of May 25, 2021, adjusted for the closing of the underwriter's over-allotment option and related transactions which occurred on June 2, 2021 as described below.

The Company consummated its initial public offering (the "IPO") of 15,000,000 units (the "Units" and, with respect to the Class A ordinary shares included in the Units being offered, the "Public Shares"), at \$10.00 per Unit, generating gross proceeds of \$150.0 million. Each Unit consists of one share of common stock, and one-fifth of one redeemable warrant ("Public Warrant"). Each whole Warrant entitles the holder to purchase one share of common stock at a price of \$11.50 per share, subject to adjustment.

The Company granted the underwriters in the IPO a 45-day option to purchase up to 2,250,000 Units to cover over-allotments, if any. On June 2, 2021, the underwriters partially exercised the over-allotment option and purchased 2,161,500 additional Units (the "Additional Units"), generating gross proceeds of approximately \$21.6 million (the "Over-Allotment"). The Company incurred additional offering costs of approximately \$1.2 million in connection with the Over-Allotment (of which approximately \$757,000 was for deferred underwriting fees).

Simultaneously with the closing of the IPO on May 25, 2021, the Company completed a private placement (the "Private Placement") of an aggregate of 14,433,333 warrants (each, a "Private Placement Warrant" and collectively, the "Private Placement Warrants") at a price of \$1.50 per Private Placement Warrant to Graf Acquisition Partners IV LLC, a Delaware limited liability company (the "Sponsor"), generating gross proceeds of approximately \$6.7 million. Simultaneously with the closing of the Over-Allotment on June 2, 2021, the Company consummated the second closing of the Private Placement, resulting in the purchase of an aggregate of an additional 288,200 Private Placement Warrants at \$1.50 per Private Placement Warrant (the "Additional Private Placement Warrants"), generating additional gross proceeds of approximately \$432,000.

Upon the closing of the IPO, the Over-Allotment and the Private Placement, approximately \$171.6 million (\$10.00 per Unit) of the net proceeds of the sale of Units were placed in a trust account ("Trust Account") located in the United States, and invested only in U.S. government treasury bills, notes and bonds with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act and which invest solely in U.S. Treasuries, as determined by the Company, until the earlier of: (i) the completion of a business combination and (ii) the distribution of the Trust Account.

In addition, the Sponsor agreed to forfeit up to 562,500 shares of common stock (the “Founder Shares”) to the extent that the over-allotment option was not exercised in full by the underwriters. The underwriters partially exercised their over-allotment option on June 2, 2021 and forfeited the remaining option; thus, an aggregate of 22,125 shares of common stock was forfeited accordingly.

Unaudited Pro forma adjustments to reflect the exercise of the underwriters’ over-allotment option and the sale of the Private Placement Shares described above are as follows:

Pro Forma Entries		Debit	Credit
(a)	Trust Account	\$ 21,615,000	
	Common stock		\$ 216
	Additional paid-in capital		\$ 21,614,784
	<i>To record sale of 2,161,500 Additional Units at \$10.00 per Unit</i>		
(b)	Cash	\$ 432,300	
	Loss upon issuance of private placement warrants	\$ 253,620	
	Derivative warrant liability		\$ 685,920
	<i>To record sale of 288,200 Private Placement Warrants at \$1.50 per additional Private Placement Warrant</i>		
(c)	Additional paid-in capital	\$ 432,300	
	Cash		\$ 432,300
	<i>To record payment of 2% of cash underwriting fee on over-allotment option</i>		
(d)	Additional paid-in capital	\$ 756,525	
	Deferred underwriting commissions		\$ 756,525
	<i>To record additional deferred underwriting fee on over-allotment option</i>		
(e)	Common stock	\$ 2	
	Additional paid-in capital		\$ 2
	<i>To record forfeiture of 22,125 shares of common stock</i>		
(f)	Common stock	\$ 202	
	Additional paid-in capital	\$ 20,172,348	
	Common stock subject to possible redemption		\$ 20,172,550
	<i>To reclassify common stock out of permanent equity into mezzanine redeemable stock</i>		

Graf Acquisition Corp. IV Announces Closing of Underwriters' Over-Allotment Option in Connection with its Initial Public Offering

The Woodlands, Texas – June 2, 2021 – Graf Acquisition Corp. IV (NYSE: GFOR) (the “Company”) today announced the closing of the issuance of an additional 2,161,500 units pursuant to the partial exercise of the underwriters’ over-allotment option in connection with the Company’s initial public offering, representing 96.1% of the total over-allotment option. The additional units were sold at the initial offering price of \$10.00 per unit, generating additional gross proceeds of \$21,615,000 to the Company and bringing the total gross proceeds of the initial public offering to \$171,615,000.

Led by James Graf, Gus Garcia, Lewis Silberman, Anantha Ramamurti, Anthony Kuznik and Sabrina McKee, the Company expects to focus on all industries that meet its business combination criteria and that leverages the management team’s relationships, experience and insight, including without limitation, targets in industries such as mobility, technology, transportation, new energy, software, infrastructure, consumer, defense and cybersecurity, business and real estate services, financial and data services, healthcare, diversified industrial manufacturing, technology, distribution and services, as well as companies that help to address evolving environmental, social and governance (“ESG”) related issues.

J.P. Morgan and Oppenheimer & Co. acted as book-running managers for the offering.

The offering was made only by means of a prospectus. Copies of the prospectus relating to this offering may be obtained from J.P. Morgan Securities LLC, Attn: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 (telephone: 1-866-803-9204), or by email at prospectus-efi@jpmchase.com and Oppenheimer & Co. Inc., Attn: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, NY 10004, or by calling (212) 667-8055, or by emailing EquityProspectus@opco.com.

A registration statement relating to these securities was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on May 20, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Forward Looking-Statements

This press release contains statements that constitute “forward-looking statements,” including with respect to the initial public offering and search for an initial business combination. No assurance can be given that the proceeds of the offering will be used as indicated. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the initial public offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact

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