

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 7, 2024

Abacus Life, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

001-39403
(Commission
File Number)

85-1210472
(I.R.S. Employer
Identification Number)

2101 Park Center Drive, Suite 200
Orlando, Florida 32835
(800) 561-4148

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

(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 to 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 Symbols	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	ABL	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	ABLLW	The NASDAQ Stock Market LLC
9.875% Fixed Rate Senior Notes due 2028	ABLLL	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 7.01 Regulation FD Disclosure

On August 7, 2024, Abacus Life, Inc. ("Abacus") issued a press release announcing the execution of a definitive agreement to acquire FCF Advisors, LLC ("FCF"). A copy of the press release is being furnished as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

The information contained in Item 7.01, including Exhibits 99.1, is being furnished and shall not be deemed “filed” with the U.S. Securities and Exchange Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Description
99.1	Press Release, dated August 7, 2024, announcing the execution of definitive agreement to acquire FCF.
104	Cover Page Interactive Data File (formatted as inline XBRL).

Forward Looking Statements

This Current Report on Form 8-K and certain of the materials furnished or filed herewith contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding Abacus’ public offering. The words “may,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements, are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements. These and other risks and uncertainties are described in greater detail in the section entitled “Risk Factors” in Abacus’ most recent annual report on Form 10-K, as amended, and quarterly report on Form 10-Q filed with the SEC, as well as discussions of potential risks, uncertainties, and other important factors in Abacus’ other filings with the SEC, including those contained in the final prospectus and accompanying prospectus related to the public offering filed with the SEC. Any forward-looking statements represent Abacus’ views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. Abacus explicitly disclaims any obligation to update any forward-looking statements, except as required by law.

SIGNATURES

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.

Abacus Life, Inc.

(Registrant)

Date: August 7, 2024

By: /s/ Jay Jackson
Name: Jay Jackson
Title: Chief Executive Officer

Abacus Life Announces Agreement to Acquire FCF Advisors

Acquisition accelerates expansion of ABL Wealth with a diverse suite of products

Deal will add up to \$600 million in AUM to Abacus

ORLANDO, Fla., August 7, 2024 (GLOBE NEWSWIRE) -- Abacus Life, Inc. ("Abacus" or the "Company") (NASDAQ: ABL), a pioneering alternative asset manager specializing in longevity and actuarial technology, today announced a definitive agreement to acquire FCF Advisors ("FCF"), a New York-based asset manager and index provider specializing in free cash flow-focused investment strategies. The acquisition of FCF, which has approximately \$600 million in assets under management, is firmly aligned with Abacus' ongoing expansion of ABL Wealth and its suite of products.

Over the past decade, FCF has become a recognized leader in free cash flow analytics and research. The firm has pioneered the free cash flow quality model which serves as the foundation for the firm's quantitative investment process. FCF Advisors has a suite of core and thematic free cash flow equity strategies and offers over 50 customizable free cash flow index strategies covering 8 global equities allocation categories available in separately managed accounts ("SMA")/white label SMA and model delivery.

"We are excited to welcome FCF Advisors into the Abacus Life family," said Jay Jackson, CEO of Abacus Life. "The addition of FCF Advisors will significantly expand our offerings within ABL Wealth, bringing us closer to our goal of delivering comprehensive, lifespan-based financial advisory services and products. This acquisition aligns perfectly with our vision of providing clients with holistic and tailored financial solutions throughout their lives."

Transaction Details

Transaction is subject to customary closing conditions. The transaction is expected to close in the fourth quarter of 2024.

Advisors

Burr & Forman is acting as legal counsel to Abacus Life. Dynasty Investment Bank is acting as exclusive financial advisor to FCF Advisors, and DLA Piper, Stradley Ronon Stevens & Young and Rivkin Radler are acting as legal counsel to FCF Advisors.

About Abacus Life, Inc.

Abacus is a leading global alternative asset manager and market maker that specializes in the use of advanced longevity and actuarial technology to purchase life insurance policies from consumers seeking liquidity, while creating a high-returning asset class of insurance products, uncorrelated to market fluctuations, for institutional investors. With more than \$2 billion in assets under management, Abacus is the only publicly traded licensed life policy origination company and asset manager.

The company's pioneering experience in the life planning space has created growth into new verticals. The longevity-based wealth management service and investment offerings, called ABL Wealth, uses Abacus' decades of data and proprietary algorithms to help financial advisors create more customized plans for clients and access to

uncorrelated investment funds. The ground-breaking technology service, called ABL Tech, provides advanced real-time data tracking and analysis for pensions funds, governments, insurance companies, retirement associations and more. With each new channel, Abacus is revolutionizing the future of life insurance.

www.abaculife.com

Forward Looking Statements

All statements in this press release (and oral statements made regarding the subjects of this press release) other than historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors that could cause actual results to differ materially from such statements, many of which are outside the control of Abacus. Forward-looking information includes but is not limited to statements regarding: Abacus's financial and operational outlook; Abacus's operational and financial strategies, including planned growth initiatives and the benefits thereof, Abacus's ability to successfully effect those strategies, and the expected results therefrom. These forward-looking statements generally are identified by the words "believe," "project," "estimate," "expect," "intend," "anticipate," "goals," "prospects," "will," "would," "will continue," "will likely result," and similar expressions (including the negative versions of such words or expressions).

While Abacus believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. The factors that could cause results to differ materially from those indicated by such forward-looking statements include, but are not limited to: the fact that Abacus's loss reserves are based on estimates and may be inadequate to cover its actual losses; the failure to properly price Abacus's insurance policies; the geographic concentration of Abacus's business; the cyclical nature of Abacus's industry; the impact of regulation on Abacus's business; the effects of competition on Abacus's business; the failure of Abacus's relationships with independent agencies; the failure to meet Abacus's investment objectives; the inability to raise capital on favorable terms or at all; the effects of acts of terrorism; and the effectiveness of Abacus's control environment, including the identification of control deficiencies.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties set forth in documents filed by Abacus with the U.S. Securities and Exchange Commission from time to time, including the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and subsequent periodic reports. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Abacus cautions you not to place undue reliance on the forward-looking statements contained in this press release. Forward-looking statements

speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Abacus assumes no obligation and, except as required by law, does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Abacus does not give any assurance that it will achieve its expectations.

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