

**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): June 26, 2023

East Resources Acquisition Company

(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)

**7777 NW Beacon Square Boulevard
Boca Raton, Florida 33487
(561) 826-3620**

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

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 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
Units, each consisting of one share of Class A common stock and one-half of one warrant	ERESU	The NASDAQ Stock Market LLC
Class A common stock, par value \$0.0001 per share	ERES	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	ERESW	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 8.01 Other Events

On June 14, 2023, East Resources Acquisition Company (“ERES”) filed a definitive proxy statement (the “Definitive Proxy Statement”) for the solicitation of proxies in connection with a special meeting in lieu of an annual meeting of stockholders of ERES to be held on June 29, 2023 (the “Special Meeting”) to consider and vote on, among other proposals, a business combination with Longevity Market Assets, LLC and Abacus Settlements, LLC (together, the “Companies”). Capitalized terms used but not defined in this Current Report on Form 8-K (this “Report”) have the respective meanings given to them in the Definitive Proxy Statement.

The Definitive Proxy Statement sets forth a description of the financing transactions that the Post-Combination Company anticipated entering into in connection with the Closing, consisting of (i) a Credit Agreement (the “Owl Rock Credit Facility”), by and among the Post-Combination Company, Owl Rock Capital Corporation, as administrative agent and collateral agent, and the other lenders from time to time party thereto, (ii) an Asset Purchase Agreement (the “Policy APA”) to acquire certain insurance policies from a special-purpose entity (the “SPV”) in exchange for a payable obligation owing by the Post-Combination Company to the SPV (such acquisition transaction under the Policy APA, the “SPV Purchase and Sale”), and (iii) an investment by the SPV in the Post-Combination Company through certain credit extensions (the “SPV Investment Facility”) (such financing transactions under the Owl Rock Credit Facility, the SPV Purchase and Sale and the SPV Investment facility, collectively, the “Financing Transactions”).

As a result of further discussions related to the Financing Transactions, ERES and the Companies currently expect that the Financing Transactions will consist of (i) borrowings at the Closing of \$25.0 million under the Owl Rock Credit Facility with an option for the Post-Combination Company to borrow an additional \$25.0 million under the Owl Rock Credit Facility within 180 days following the Closing, and (ii) the issuance at the Closing of a \$25.0 million promissory note to the SPV in exchange for \$15.0 million in cash and \$10.0 million in life settlement policies. It is anticipated that the Post-Combination Company will seek additional financing following the Closing as appropriate to fund ongoing operations and growth. The definitive documentation for the Financing Transactions is currently under negotiation and finalization, and there is no guarantee that any of the Financing Transactions will be entered into in connection with the Closing or on the terms described in this Report. The Closing of the Business Combination is not contingent upon any of the Financing Transactions. In the event the Post-Combination Company does not enter into the Owl Rock Credit Facility, the SPV Purchase and Sale or the SPV Investment Facility in connection with the Closing, the Post-Combination Company will continue to operate using cash on hand, cash flow from operations and investing activities and the cash proceeds of any subsequent financing activities at the Post-Combination Company following the completion of the Business Combination.

Forward-Looking Statements

This Report contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed business combination and certain related transactions (the “Transactions”), including statements regarding the anticipated benefits of the Transactions, the anticipated timing of the Transactions, the future financial condition and performance of the Companies and expected financial impacts of the Transactions (including future revenue and pro forma enterprise value) and the platform and markets and expected future growth and market opportunities of the Companies. These forward-looking statements generally are identified by the words “believe,” “predict,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “scales,” “representative of,” “valuation,” “potential,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions or the negatives of these terms or variations of them. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are inherently subject to risks and uncertainties. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are beyond ERES’s or the Companies’ control, are difficult or impossible to predict and may differ from assumptions. Many factors could cause actual future events to differ materially from the forward-looking statements in this Report, including but not limited to: (i) the risk that the Financing Transactions or the Transactions may not be completed in a timely manner or at all, which may adversely affect the price of ERES’s securities, (ii) the risk that the Transactions may not be completed by ERES’s business combination deadline and the potential failure

to obtain an extension of the business combination deadline if sought by ERES, (iii) the failure to satisfy the conditions to the consummation of the Transactions, including the requisite approvals of ERES's stockholders and the Companies' owners, the satisfaction of the minimum aggregate transaction proceeds amount following any redemptions by ERES's public stockholders and the receipt of certain governmental and regulatory approvals, (iv) the lack of a third party valuation in determining whether or not to pursue the Transactions, (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the agreement and plan of merger (as amended, the "Merger Agreement") relating to the Transactions, (vi) the effect of the announcement or pendency of the Transactions on the Companies' business or employee relationships, operating results and business generally, (vii) the risk that the Transactions disrupt current plans and operations of the Companies, (viii) the risk of difficulties in retaining employees of the Companies as a result of the Transactions, (ix) the outcome of any legal proceedings that may be instituted against the Companies or against ERES related to the Merger Agreement or the Transactions, (x) the ability to maintain the listing of ERES's securities on a national securities exchange, (xi) changes in the competitive industries in which the Companies operate, variations in operating performance across competitors, changes in laws and regulations affecting the Companies' business and changes in the combined capital structure, (xii) the ability to implement business plans, forecasts, and other expectations after the completion of the Transactions, and the ability to identify and realize additional opportunities, (xiii) risks related to the uncertainty of the Companies' projected financial information, (xiv) current and future conditions in the global economy, including as a result of the impact of the COVID-19 pandemic, (xv) the risk that demand for the Companies' life settlement and related offerings does not grow as expected, (xvi) the ability of the Companies to retain existing customers and attract new customers, (xvii) the potential inability of the Companies to manage growth effectively, (xviii) the potential inability of the Companies to grow their market share of the life settlement industry or to achieve efficiencies regarding their operating models or other costs, (xix) negative trends in the life settlement industry impacting the value of life settlements, including increases to the premium costs of life insurance policies, increased longevity of insureds, and errors in the methodology and assumptions of life expectancy reports, (xx) legal challenges by insurers relating to the validity of the origination or assignment of certain life settlements, (xxi) the enforceability of the Companies' intellectual property rights, including their trademarks and trade secrets, and the potential infringement on the intellectual property rights of others, (xxii) the Companies' dependence on senior management and other key employees, (xxiii) the risk of downturns and a changing regulatory landscape in the industry in which the Companies operate, and (xxiv) costs related to the Transactions and the failure to realize anticipated benefits of the Transactions or to realize estimated pro forma results and underlying assumptions, including with respect to estimated stockholder redemptions. The foregoing list of factors is not exhaustive.

Nothing in this Report should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should carefully consider the foregoing factors and the other risks and uncertainties which are more fully described in the "Risk Factors" section of the Definitive Proxy Statement and in other documents filed by ERES from time to time with the SEC. 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. Forward-looking statements speak only as of the date they are made. Readers of this Report are cautioned not to put undue reliance on forward-looking statements, and the Companies and ERES assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither the Companies nor ERES gives any assurance that any of the Companies or ERES, or the combined company, will achieve expectations.

Additional Information About the Proposed Transactions and Where to Find It

This Report relates to the proposed Transactions. ERES filed the Definitive Proxy Statement relating to the Transactions with the SEC. The Definitive Proxy Statement was mailed on or about June 15, 2023 to all ERES stockholders of record as of June 13, 2023, the record date established for voting on the Transactions and the other matters to be approved at the special meeting. ERES will also file other documents regarding the Transactions with the SEC. Before making any voting decision, investors, security holders and other interested persons of ERES and the Companies are urged to read the Proxy Statement and all other relevant documents filed or that will be filed with the SEC in connection with the Transactions as they become available because they will contain important information about the Transactions. Investors, security holders and other interested persons will be able to obtain free copies of the Proxy Statement and all other relevant documents filed or that will be filed with the SEC by ERES through the website maintained by the SEC at www.sec.gov. The documents filed by ERES with the SEC also may be obtained free of charge upon written request to ERES at 7777 NW Beacon Square Boulevard, Boca Raton, Florida.

Participants in the Solicitation

ERES, the Companies and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from ERES stockholders in connection with the Transactions. A list of the names of such directors and executive officers and information regarding their interests in the Transactions is included in the Proxy Statement. You can find more information about ERES's directors and executive officers in ERES's Annual Report on Form 10-K for the year ended December 31, 2022, which ERES filed with the SEC on April 17, 2023. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This Report shall not constitute an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities, or a solicitation of any vote or approval, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

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.

Dated: June 26, 2023

EAST RESOURCES ACQUISITION COMPANY

By: /s/ Gary L. Hagerman, Jr.

Name: Gary L. Hagerman, Jr.

Title: Chief Financial Officer and Treasurer