

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## American Acquisition Opportunity Inc.

**Form: 8-K**

**Date Filed: 2021-04-06**

Corporate Issuer CIK: 1843656

**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**

**April 1, 2021**

Date of Report (Date of earliest event reported)

**American Acquisition Opportunity Inc.**  
(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-40233</b> (Commission File Number)	<b>86-1599759</b> (I.R.S. Employer Identification No.)
<b>12115 Visionary Way Fishers, Indiana</b> (Address of Principal Executive Offices)	<b>46038</b> (Zip Code)	

Registrant's telephone number, including area code: **(317) 855-9926**

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Units, each consisting of one share of Common Stock and one-half of one Redeemable Warrant	AMAOU	The Nasdaq Capital Market LLC
Common Stock, par value \$0.0001 per share	AMAO	The Nasdaq Capital Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50	AMAOW	The Nasdaq Capital 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) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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**

The information included in Item 8.01 is incorporated into this Item by reference.

**Item 8.01. Other Events.**

As previously disclosed in a Current Report on Form 8-K dated March 22, 2021 (the "**Form 8-K**"), American Acquisition Opportunity Inc., a Delaware corporation (the "**Company**"), consummated its initial public offering (the "**IPO**") of 10,000,000 units (the "**Units**"). Each Unit consists of one share of Class A common stock of the Company, par value \$0.0001 per share ("**Class A Common Stock**"), and one-half of one redeemable warrant of the Company ("**Warrant**"), with each whole Warrant entitling the holder thereof to purchase one share of Class A Common Stock for \$11.50 per share. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$100,000,000. The Company granted the underwriters in the IPO a 45-day option to purchase up to 1,500,000 additional Units solely to cover over-allotments, if any.

As previously disclosed in the Form 8-K, on March 22, 2021, simultaneously with the closing of the IPO, the Company completed the

private sale (the “**Private Placement**”) of 3,600,000 warrants (the “**Private Placement Warrants**”) to American Opportunity Ventures LLC at a purchase price of \$1.00 per Private Placement Warrant, generating gross proceeds to the Company of \$3,600,000.

Subsequently, on March 30, 2021, the underwriters partially exercised their over-allotment option, and the closing and sale of an additional 506,002 Units (the “**Over-Allotment Units**”) occurred on April 1, 2021. The issuance by the Company of the Over-Allotments Units at a price of \$10.00 per Unit resulted in total gross proceeds of \$5,060,020. On April 1, 2021, simultaneously with the sale and issuance of the Over-Allotment Units, the Company consummated the sale of an additional 101,621 Private Placement Warrants (the “**Over-Allotment Private Placement Warrants**”) and, together with the Private Placement Warrants, the “**Private Placements**”, generating gross proceeds of \$101,621. The Over-Allotment Private Placement Warrants were issued pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, as the transaction did not involve a public offering.

As of April 1, 2021, a total of \$106,110,620.80 of the net proceeds from the sale of the Units in the IPO (including the Over-Allotment Units) and the Private Placements were deposited in a U.S.-based trust account established for the benefit of the Company’s public stockholders maintained by Continental Stock Transfer & Trust Company, acting as trustee. Included with this report as Exhibit 99.1 is a pro forma balance sheet reflecting the partial exercise of the over-allotment option and the Over-Allotment Private Placement.

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

<u>Exhibit No.</u>	<u>Description</u>
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<a href="#"><u>99.1</u></a>	Pro Forma Balance Sheet as of March 22, 2021
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**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.

Dated: April 6, 2021

AMERICAN ACQUISITION OPPORTUNITY INC.

By: /s/ Mark C. Jensen

Name: Mark C. Jensen

Title: Chief Executive Officer

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**AMERICAN ACQUISITION OPPORTUNITY INC.**  
**BALANCE SHEET**  
**MARCH 22, 2021**

<b>ASSETS</b>	<b>March 22, 2021</b>	<b>Pro Forma Adjustments</b> (unaudited)	<b>Pro Forma As Adjusted</b> (unaudited)
<b>CURRENT ASSETS</b>			
Cash	\$ 2,235,000	101,621	b 2,235,000
		(101,621)	b
Prepaid Insurance	410,154		410,154
Total Current Assets	2,645,154		2,645,154
Cash Held in Trust account	<u>101,000,000</u>	<u>5,060,020</u>	a <u>106,060,020</u>
<b>TOTAL ASSETS</b>	<u>\$103,645,154</u>	<u>5,060,020</u>	<u>108,705,174</u>
<b>LIABILITIES AND SHAREHOLDER'S EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Promissory note - related party	\$ 485,900		485,900
Advances from related party	760,000		760,000
Total Current Liabilities	<u>\$ 1,245,900</u>		<u>1,245,900</u>
Deferred Underwriter commissions	<u>3,500,000</u>	<u>177,101</u>	c <u>3,677,101</u>
<b>TOTAL LIABILITIES</b>	<u>4,745,900</u>	<u>177,101</u>	<u>4,923,001</u>
<b>COMMITMENTS AND CONTINGENCIES</b>			
Class A Common Stock at \$10.10 per shares, 9,296,955 shares and 9,802,957 shares as adjusted at redemption value :	\$ 93,899,253	4,882,919	a 98,782,172
<b>SHAREHOLDER'S EQUITY</b>			
Class A Common Stock: \$0.0001 par value; 100,000,000 shares authorized, 703,045 shares issued and outstanding for the period end (excluding 9,296,955 shares subject to possible redemption)	70		70
Class B Common Stock: \$0.0001 par value; 10,000,000 shares authorized, 2,975,000 shares issued and outstanding for the period end (including 100,000 representative shares). <sup>(1)</sup>	298		298
Additional paid-in capital	<u>5,015,083</u>	<u>101,621</u>	b <u>5,015,083</u>
		(101,621)	b
		(177,101)	c
		177,101	d
Accumulated Deficit	<u>(15,450)</u>		<u>(15,450)</u>
Total Shareholder's Equity	<u>5,000,001</u>	<u>5,060,020</u>	<u>108,705,174</u>
<b>TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY</b>	<u>\$103,645,154</u>		<u>108,756,195</u>

The accompanying footnotes are integral to the consolidated financial statement.

**AMERICAN ACQUISITION OPPORTUNITY INC.**

**NOTE TO PRO FORMA BALANCE SHEET**

(dollars rounded to thousands)

(unaudited)

**NOTE 1 - CLOSING OF OVERALLOTMENT OPTION, ADDITIONAL PRIVATE PLACEMENT AND FORFEITABLE SHARES**

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of the Company as of March 22, 2020, adjusted for the closing of the underwriters' over-allotment option and related transactions which occurred on April 1, 2021 as described below.

On April 1, 2021 the Company closed on the underwriters' over-allotment option of 506,002 units (the partial amount), increasing the total dollar offering amount by approximately \$5,060,020 to approximately \$106,110,620. Additionally, on April 1, 2021, the Company closed on the sale of 101,621 additional private placement warrants in the amount of approximately \$101,621. Since the underwriters' over-allotment option has not expired, there is no forfeiture of any Founder Shares. Pro forma adjustments to reflect the exercise of the underwriters' over-allotment option are as follows:

Pro forma entries	<u>Debit.</u>	<u>Credit,</u>
a. Cash held in Trust Account	5,060,020	
Common stock subject to possible redemption		5,060,020
To record sale of 506,002 Units at \$10.00		
b. Cash	101,621	
Additional paid in capital	101,621	
Additional paid in capital		101,621
Cash		101,621
To record the sale of 101,621 private placement warrants and payment of 2.0% cash underwriting fee on over-allotment option		
c. Additional paid in capital	177,101	
Deferred underwriting compensation		177,101
To record the liability for deferred underwriting compensation on over-allotment option		
d. Common stock subject to possible redemption	177,101	
Additional paid in capital		177,101
To restore total equity above \$5,000,000 as required by charter		

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