

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): **December 26, 2019 (December 23, 2019)**

Stable Road Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39128

(Commission File Number)

84-1905538

(IRS Employer
Identification No.)

1345 Abbot Kinney Blvd.

Venice, California 90291

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(833) 478-2253**

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 Class A Common Stock and one-half of one Redeemable Warrant	SRACU	The Nasdaq Stock Market LLC
Class A Common Stock, par value \$0.0001 per share	SRAC	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	SRACW	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 (§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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On December 23, 2019, the board of directors (the “**Board**”) of Stable Road Acquisition Corp. (the “**Company**”) increased the size of the Board from five members to six members and appointed Ann Kono to fill the resulting vacancy. Ms. Kono was designated a Class I member of the Board and will serve and hold office until her successor is duly elected and qualified.

Ms. Kono, age 44, has more than 20 years of experience in the financial services industry. Ms. Kono is currently the Chief Executive Officer of the Leda Advisory Group, a strategy consulting firm focusing on growth-stage startups that she founded in January 2019. From April 2007 to December 2018, Ms. Kono was a senior executive and most recently a partner and Chief Information and Risk Officer of Ares Management LLC (NYSE: ARES). Ms. Kono currently serves on the board of directors of Treehouse Real Estate Investment Trust, a private real estate investment trust. Ms. Kono earned a bachelor’s degree in business administration from Boston University and a master’s degree in business administration from the University of Southern California.

There are no transactions or series of transactions, since the beginning of the Company’s last fiscal year, or any currently proposed transaction or series of transactions to which the Company was or is to be a party, in which the amount involved exceeds \$120,000 and in which Ms. Kono had, or will have, a direct or indirect material interest.

Item 8.01. Other Events.

Separate Trading of Units, Class A Common Stock and Warrants

On December 26, 2019, the Company announced that, commencing on December 30, 2019, the holders of units issued in its initial public offering (the “**Units**”), each consisting of one share of Class A common stock of the Company, par value \$0.0001 per share (the “**Class A Common Stock**”), and one-half of one 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, may elect to separately trade the shares of Class A Common Stock and Warrants included in the Units. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. The Units not separated will continue to trade on the Nasdaq Capital Market under the symbol “SRACU.” The shares of Class A Common Stock and the Warrants are expected to trade on the Nasdaq Capital Market under the symbols “SRAC” and “SRACW,” respectively. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the Units into shares of Class A Common Stock and Warrants.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated December 26, 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.

Stable Road Acquisition Corp.

By: /s/ Brian Kabot
Name: Brian Kabot
Title: Chief Executive Officer

Dated: December 26, 2019

Stable Road Acquisition Corp. Announces the Separate Trading of its Class A Common Stock and Warrants, Commencing December 30, 2019

NEW YORK, NY, December 26, 2019 – Stable Road Acquisition Corp. (the “Company”) announced that, commencing December 30, 2019, holders of the units sold in the Company’s initial public offering may elect to separately trade shares of the Company’s Class A common stock (“Class A Common Stock”) and warrants included in the units. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. The shares of Class A common stock and warrants that are separated will trade on the Nasdaq Capital Market under the symbols “SRAC” and “SRACW,” respectively. Those units not separated will continue to trade on the Nasdaq Capital Market under the symbol “SRACU.” Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into shares of Class A Common Stock and Warrants.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company, 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.

About Stable Road Acquisition Corp.

Stable Road Acquisition Corp. is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. While the Company may pursue an initial business combination target in any business or industry, it intends to focus its search on companies in the cannabis industry which are compliant with all applicable laws and regulations within the jurisdictions in which they are located or operate.

Forward-Looking Statements

This press release may include, and oral statements made from time to time by representatives of the Company may include, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions, as they relate to the Company or its management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the Securities and Exchange Commission (“SEC”). All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are qualified in their entirety by this paragraph. 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 for the Company’s initial public offering filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Company Contact:

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