

**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): November 2, 2020

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

(Address of principal executive offices)

90291

(Zip Code)

(833) 478-2253

(Registrant's telephone number, including area code)

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 8.01 Other Events.

On October 7, 2020, Stable Road Acquisitions Corp. (the “Parent”) announced a proposed business combination (the “Mergers”) between Parent and Momentus Inc. (the “Company”). On November 2, 2020, Parent issued a press release regarding the independent directors who will join the board of the company following the Mergers, contingent upon approval by Parent’s stockholders and the expected completion of the Mergers. Such press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 8.01 by reference. A copy of the Merger Agreement (as it may be amended, supplemented or otherwise modified from time to time, the “Merger Agreement”), by and among Parent, Project Marvel First Merger Sub, Inc., Project Marvel Second Merger Sub, LLC and the Company, related to the Mergers was attached as Exhibit 2.1 to Parent’s Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on October 7, 2020.

Forward-Looking Statements

This Current Report on Form 8-K may contain a number of “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about the expected timing of the completion of this transaction, information concerning Parent or the Company’s possible or assumed future results of operations, business strategies, the expected development, capabilities and timing of the operation or offering of the Company’s transport vehicles and services, the expected timing of the Company’s first mission in December 2020, potential revenue from customer contracts, debt levels, competitive position, industry environment, potential growth opportunities and the effects of regulation, including whether this transaction will generate returns for stockholders. These forward-looking statements are based on Parent’s or the Company’s management’s current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements.

These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside Parent’s or the Company’s management’s control, that could cause actual results to differ materially from the results discussed in the forward-looking statements. These risks, uncertainties, assumptions and other important factors include, but are not limited to: changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination or that the approval of the stockholders of Parent or the Company is not obtained; failure to realize the anticipated benefits of the proposed business combination; risks relating to the uncertainty of the projected financial information with respect to the Company; risks related to the ability of customers to cancel contracts for convenience; risks related to the rollout of the Company’s business and the timing of expected business milestones; the effects of competition on the Company’s future business; level of product service or product or launch failures that could lead customers to use competitors’ services; developments and changes in laws and regulations, including increased regulation of the space transportation industry; the impact of significant investigative, regulatory or legal proceedings; the amount of redemption requests made by Parent’s public stockholders; the ability of Parent or the combined company to issue equity or equity-linked securities in connection with the proposed business combination or in the future; and other risks and uncertainties indicated from time to time in the definitive proxy statement/consent solicitation statement/prospectus relating to the proposed business combination, including those under “Risk Factors” therein, and other documents filed or to be filed with the SEC by Parent. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made.

Forward-looking statements included in this press release speak only as of the date of this press release. Except as required by law, neither Parent nor the Company undertakes any obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this release. Additional risks and uncertainties are identified and discussed in the Parent's reports filed with the SEC and available at the SEC's website at www.sec.gov.

Disclaimer

This Current Report on Form 8-K is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933

INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE PROPOSED TRANSACTIONS OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Additional Information About the Transactions

In connection with the proposed transaction contemplated by the merger agreement (the "Proposed Transaction"), Parent has filed with the SEC a Registration Statement that includes a proxy statement of Parent, a consent solicitation statement of the Company and prospectus of Parent, and each party will file other documents with the SEC regarding the Proposed Transaction. A definitive proxy statement/consent solicitation statement/prospectus and other relevant documents will be sent to the stockholders of Parent and the Company, seeking any required stockholder approval, and is not intended to provide the basis for any investment decision or any other decision in respect of such matters. **PARENT'S STOCKHOLDERS AND OTHER INTERESTED PERSONS ARE ADVISED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/CONSENT SOLICITATION STATEMENT/PROSPECTUS WHICH FORMS A PART OF THE REGISTRATION STATEMENT, AS WELL AS ANY AMENDMENTS THERETO, AND THE EFFECTIVE REGISTRATION STATEMENT AND DEFINITIVE PROXY STATEMENT/CONSENT SOLICITATION/PROSPECTUS IN CONNECTION WITH PARENT'S SOLICITATION OF PROXIES FOR PARENT'S SPECIAL MEETING OF STOCKHOLDERS TO APPROVE THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT (THE "SPECIAL MEETING"), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** When available, the definitive proxy statement/consent solicitation statement/prospectus will be mailed to Parent's stockholders as of a record date to be established for voting on the Proposed Transaction and the other matters to be voted upon at the Special Meeting. Parent's stockholders will also be able to obtain copies of the proxy statement/consent solicitation statement/prospectus, and all other relevant documents filed or that will be filed with the SEC in connection with the Proposed Transaction, without charge, once available, at the SEC's website at www.sec.gov or by directing a request to: Stable Road Capital LLC, James Norris, CPA, Chief Financial Officer, 1345 Abbot Kinney Blvd, Venice, CA 90291, Tel: 310-956-4919, james@stableroadcapital.com.

Participants in the Solicitation

Parent, the Company and certain of their respective directors, executive officers and other members of management and employees may be deemed participants in the solicitation of proxies of Parent's stockholders in connection with the Proposed Transaction. **PARENT'S STOCKHOLDERS AND OTHER INTERESTED PERSONS MAY OBTAIN, WITHOUT CHARGE, MORE DETAILED INFORMATION REGARDING THE DIRECTORS AND OFFICERS OF PARENT IN ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019, WHICH WAS FILED WITH THE SEC ON MARCH 26, 2020. INFORMATION REGARDING THE PERSONS WHO MAY, UNDER SEC RULES, BE DEEMED PARTICIPANTS IN THE SOLICITATION OF PROXIES TO PARENT'S STOCKHOLDERS IN CONNECTION WITH THE PROPOSED TRANSACTION AND OTHER MATTERS TO BE VOTED AT THE SPECIAL MEETING WILL BE SET FORTH IN THE REGISTRATION STATEMENT FOR THE PROPOSED TRANSACTION WHEN AVAILABLE.** Additional information regarding the interests of participants in the solicitation of proxies in connection with the Proposed Transaction are included in the Registration Statement that Parent has filed with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibits listed in the following Exhibit Index are filed as part of this Current Report.

| Exhibit No. | Description |
|--------------------|-------------------------------------------------------|
| 99.1 | Press Release dated November 2, 2020. |

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, thereunto duly authorized.

STABLE ROAD ACQUISITION CORP.

By: /s/ Brian Kabot

Name: Brian Kabot

Title: Chief Executive Officer

November 2, 2020



STABLE ROAD ACQUISITION CORP. AND MOMENTUS INC. ANNOUNCE THREE INDEPENDENT DIRECTORS TO JOIN POST-COMBINATION COMPANY

– Board to include Chris Hadfield, Veteran Astronaut and Former Commander of the International Space Station –

LOS ANGELES & SANTA CLARA, CA -- November 2, 2020 – Stable Road Acquisition Corp. (Nasdaq: SRAC, SRACU, SRACW) (“Stable Road”) and Momentus Inc. (“Momentus”), a commercial space company offering in-space infrastructure services, today announced that Chris Hadfield, David Siminoff, and Vince Deno will join the Board of Directors of the combined company that will result from the previously announced combination of Stable Road, a special purpose acquisition company, and Momentus. The appointments are contingent upon approval by Stable Road’s stockholders and the expected completion of the pending business combination that would result in Momentus becoming the first publicly listed space infrastructure company.

“We are very excited about the prospect of welcoming Chris Hadfield, David Siminoff, and Vince Deno to the Board of Directors,” said Mikhail Kokorich, Founder and Chief Executive Officer of Momentus. “Chris is among the most knowledgeable and well-known figures in space exploration, a decorated astronaut with a career that spans NASA, the Canadian Space Agency, and the International Space Station. We know he will make an excellent addition to our Board, and we look forward to benefiting from his counsel and support. His enormous technical and practical experience in space robotics, orbital stations and human operations in space will be great assets as we position Momentus to offer transfer and service vehicles as well as in-orbit logistics nodes and propellant depots.”

Mr. Kokorich continued, “We are also extremely pleased with the opportunity to welcome David Siminoff and Vince Deno to our Board of Directors. David has a distinguished career as an entrepreneur, investor, and board member with numerous high profile technology companies, and we look forward to having his vast experience and industry expertise on our side. Vince is a technology entrepreneur and venture capitalist, and has extensive experience in the aerospace and defense industry, including more than a decade at Millennium Space Systems where he held various positions including President, Chief Operating Officer and Chief Innovation Officer. We view his experience with small satellite or ‘smallsat’ development as highly relevant to Momentus’ mission and we look forward to leveraging his extensive industry knowledge and counsel.”

Mr. Hadfield commented, “I am very pleased to join Momentus – I believe the company will be a leader in enabling both public and private space services in the coming years. Momentus will capitalize on the unprecedented expansion in satellite launches and space activity, enabling new technologies, and building and operating vehicles that will drive demand and provide equitable access to space. With unique water plasma propulsion technology, Momentus is well-positioned to be a first mover in building out the infrastructure required to make humanity a truly spacefaring civilization.”

Chris Hadfield is a retired astronaut, engineer, and Royal Canadian Air Force pilot, from which he retired as a Colonel. Chris's military career includes roles as a fighter pilot for North American Aerospace Defense Command (NORAD), and a test pilot with the U.S. Air Force and U.S. Navy. He has served on three space flights, becoming the first Canadian to walk in space in 2001 and serving as Commander of the International Space Station in 2013. In his career as an astronaut, Mr. Hadfield has served in numerous senior roles related to advanced research and technology development and worked closely with Canadian, U.S., and Russian space agencies. He received a BSc in Mechanical Engineering from the Royal Military College in Kingston, Ontario, and an MSc in Aviation Systems from the University of Tennessee.

David E. Siminoff currently runs Thompson Peak Capital, his family office investment vehicle and sits on several charitable boards, including the AstroPhysics Department at Princeton University, and the Wyoming Wind Coalition. He served as Audit Chair for Coupons.com/Quotient for several years before and then after its successful public offering. For almost a decade, he served as the Chief Creative Officer of Shmoop University Inc., an educational technology website, which he founded in 2008. Mr. Siminoff spent a decade from 1993 to 2003 as an analyst and portfolio manager at Capital Group Companies, making early investments in Yahoo!, AOL, Amazon, eBay, Netflix, and many other formative media companies. He was named Best of the Buyside by Institutional Investor. He later co-founded 4INFO, Inc., a leading mobile search service. From 2003 to 2007, he served as Chairman, President and Chief Executive Officer of Spark Networks SE, parent company of Spark Networks USA, LLC, known as "JDate", an online dating company. Mr. Siminoff received both BA and MBA degrees from Stanford University and a Master of Fine Arts from the University of Southern California School of Cinematic Arts.

Vince Deno currently serves as the Chief Executive Officer of Newton Mobility Inc., an automotive technology company, which he founded, and Founder of International Whiskey, a bespoke consulting firm for the spirit industry, and as a Mentor at Techstars, a venture capital and private equity company. Previously, Mr. Deno joined Millennium Space Systems, Inc. in 2006 prior to the company's acquisition by The Boeing Company, and served as a Director of Engineering and in various positions of increasing responsibility, including President, Chief Operating Officer and Chief Innovation Officer. Mr. Deno is a veteran of the United States Air Force and holds a BS in Electrical Engineering from the University of Cincinnati and a graduate degree in Space Studies from the International Space University, Illkirch-Graffenstaden, France, and is an MBA Candidate at the University of California, Berkeley, Haas School of Business.

The other individuals who will comprise the post-combination Board of Directors of the company, subject to approval by Stable Road's stockholders, include Mikhail Kokorich, Founder and Chief Executive Officer of Momentus; Brian Kabot, Chairman and Chief Executive Officer of Stable Road; and Dawn Harms, Chief Revenue Officer of Momentus.

Forward Looking Statements

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These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside Stable Road’s or Momentus’ management’s control, that could cause actual results to differ materially from the results discussed in the forward-looking statements. These risks, uncertainties, assumptions and other important factors include, but are not limited to: changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination or that the approval of the stockholders of Stable Road or Momentus is not obtained; failure to realize the anticipated benefits of the proposed business combination; risks relating to the uncertainty of the projected financial information with respect to Momentus; risks related to the ability of customers to cancel contracts for convenience; risks related to the rollout of Momentus’ business and the timing of expected business milestones; the effects of competition on Momentus’ future business; level of product service or product or launch failures that could lead customers to use competitors’ services; developments and changes in laws and regulations, including increased regulation of the space transportation industry; the impact of significant investigative, regulatory or legal proceedings; the amount of redemption requests made by Stable Road’s public stockholders; the ability of Stable Road or the combined company to issue equity or equity-linked securities in connection with the proposed business combination or in the future; and other risks and uncertainties indicated from time to time in the definitive proxy statement/consent solicitation statement/prospectus relating to the proposed business combination, including those under “Risk Factors” therein, and other documents filed or to be filed with the SEC by Stable Road. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made.

Forward-looking statements included in this press release speak only as of the date of this press release. Except as required by law, neither Stable Road nor Momentus undertakes any obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this release. Additional risks and uncertainties are identified and discussed in the Stable Road's reports filed with the SEC and available at the SEC's website at <http://www.sec.gov>.

Additional Information and Where to Find It

In connection with the proposed transaction contemplated by the merger agreement (the "Proposed Transaction"), Stable Road has filed with the SEC a registration statement on Form S-4 (the "Registration Statement") that includes a proxy statement of Stable Road, a consent solicitation statement of Momentus and prospectus of Stable Road, and each party will file other documents with the SEC regarding the Proposed Transaction. A definitive proxy statement/consent solicitation statement/prospectus and other relevant documents will be sent to the stockholders of Stable Road and Momentus, seeking any required stockholder approval, and is not intended to provide the basis for any investment decision or any other decision in respect of such matters. STABLE ROAD'S STOCKHOLDERS AND OTHER INTERESTED PERSONS ARE ADVISED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/CONSENT SOLICITATION STATEMENT/PROSPECTUS WHICH FORMS A PART OF THE REGISTRATION STATEMENT, AS WELL AS ANY AMENDMENTS THERETO, AND THE EFFECTIVE REGISTRATION STATEMENT AND DEFINITIVE PROXY STATEMENT/CONSENT SOLICITATION/PROSPECTUS IN CONNECTION WITH STABLE ROAD'S SOLICITATION OF PROXIES FOR STABLE ROAD'S SPECIAL MEETING OF STOCKHOLDERS TO APPROVE THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT (THE "SPECIAL MEETING"), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. When available, the definitive proxy statement/consent solicitation statement/prospectus will be mailed to Stable Road's stockholders as of a record date to be established for voting on the Proposed Transaction and the other matters to be voted upon at the Special Meeting. Stable Road's stockholders will also be able to obtain copies of the proxy statement/consent solicitation statement/prospectus, and all other relevant documents filed or that will be filed with the SEC in connection with the Proposed Transaction, without charge, once available, at the SEC's website at <http://www.sec.gov> or by directing a request to: Stable Road Capital LLC, James Norris, CPA, Chief Financial Officer, 1345 Abbot Kinney Blvd., Venice, CA 90291; Tel: 310-956-4919; james@stableroadcapital.com.

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No Offer or Solicitation

This press release is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the Proposed Transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

About Momentus

As a first mover in building in-space infrastructure services, Momentus is at the forefront of the commercialization of space. With an experienced team of aerospace, propulsion, and robotics engineers, Momentus has developed a cost-effective and energy efficient in-space transport system based on water plasma propulsion technology. Momentus has in-place service agreements with private satellite companies, government agencies, and research organizations, and its first Vigoride™ transport and service vehicle launch is scheduled for December 2020.

About Stable Road

Stable Road Acquisition Corp. (Nasdaq: SRAC, SRACW, SRACU) is a special purpose acquisition company formed by SRC-NI Holdings, LLC, an affiliate of Stable Road Capital, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination.

Contacts

For investor inquiries please contact:

Tom Cook
investors@momentus.space

For media inquiries please contact:

Phil Denning
press@momentus.space