

**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): May 7, 2021**

**Advantage Solutions Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-38990**  
(Commission  
File Number)

**83-4629508**  
(I.R.S. Employer  
Identification No.)

**18100 Von Karman Avenue, Suite 1000**  
**Irvine, CA**  
(Address of principal executive offices)

**92612**  
(Zip Code)

**Registrant's telephone number, including area code: (949) 797-2900**

**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 (see General Instruction A.2. below):

- 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))

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, \$0.0001 par value per share	ADV	The NASDAQ Stock Market LLC
Warrants to purchase Class A common stock	ADVWW	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 2.02 – Results of Operations and Financial Condition

On May 7, 2021, Advantage Solutions Inc. (the “Company”) announced that as a result of recent guidance provided by the U.S. Securities and Exchange Commission on April 12, 2021 relating to the accounting treatment of warrants issued by special purpose acquisition companies, it will revise its consolidated financial statements previously issued in its Annual Report on Form 10-K for the year ended December 31, 2020 to make certain immaterial adjustments related to the accounting treatment for certain private placement warrants. The revisions are expected to result in non-cash, non-operating financial statement adjustments and have no impact on the Company’s current or previously reported revenues, cash position, operating expenses or total operating, investing or financing cash flows. Additionally, there is no anticipated impact on the Company’s non-GAAP operating metrics, including Adjusted EBITDA, Adjusted Net Income and Net Debt. The Company is evaluating the impact of this revision on our internal control over financial reporting related to accounting for certain private placement warrants.

The information and expected impact to the Company’s historical financial results contained in this Item 2.02 are preliminary, do not present all information necessary for an understanding of the Company’s revised financial condition as of and for the year ended December 31, 2020 and its revised results of operations for the year ended December 31, 2020 and are subject to change as management completes the revision of its financial statements.

### Item 7.01 Regulation FD Disclosure

The information set forth under Item 2.02 is incorporated by reference into this Item 7.01.

On May 7, 2021, the Company issued a press release related to the matters described in Item 2.02. A copy of the press release is included as Exhibit 99.1 and incorporated herein by reference.

The information being furnished pursuant to Item 2.02 and Item 7.01 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release issued by Advantage Solutions Inc., dated May 7, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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: May 7, 2021

ADVANTAGE SOLUTIONS INC.

By: /s/Brian Stevens

Brian Stevens  
Chief Financial Officer and  
Chief Operating Officer

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## **FOR IMMEDIATE RELEASE**

### **Advantage Solutions Announces Response to SEC Guidance Issued on April 12, 2021 Applicable to Warrants Issued by Special Purpose Acquisition Companies**

**Irvine, Calif., May 7, 2021** – Advantage Solutions Inc. (NASDAQ: ADV) (“Advantage,” the “Company,” “we” or “our”), the leading provider of outsourced sales and marketing services to consumer goods manufacturers and retailers, today announced that as a result of recent guidance provided by the U.S. Securities and Exchange Commission on April 12, 2021 relating to the accounting treatment of warrants issued by special purpose acquisition companies (the “SEC Statement”), it will revise its consolidated financial statements previously issued in its Annual Report on Form 10-K for the year ended December 31, 2020 (the “Financial Statements”).

The revision pertains to the accounting treatment for certain of our warrants issued in a private placement (the “private placement warrants”) that were outstanding at the time of the merger with Conyers Park II Acquisition Corp. on October 28, 2020. The private placement warrants had been accounted for as equity under a fixed accounting model. As a result of the SEC Statement, we determined that the Financial Statements should be revised to reflect the private placement warrants as a liability, with subsequent changes in their estimated fair value recorded as non-cash income or expense in the applicable reporting period.

The revisions are expected to result in non-cash, non-operating financial statement adjustments and have no impact on our current or previously reported revenues, cash position, operating expenses or total operating, investing or financing cash flows. Additionally, there is no anticipated impact on our non-GAAP operating metrics, including Adjusted EBITDA, Adjusted Net Income and Net Debt.

As of the date hereof, there were 7,333,333 private placement warrants outstanding.

We expect to report our financial results for our fiscal first quarter ended March 31, 2021 following market close on May 10, 2021.

#### **About Advantage Solutions**

Advantage Solutions is a leading business solutions provider committed to driving growth for consumer goods manufacturers and retailers through winning insights and execution. Advantage’s data and technology-enabled omnichannel solutions — including sales, retail merchandising, business intelligence, digital commerce and a full suite of marketing services — help brands and retailers across a broad range of channels drive consumer demand, increase sales and achieve operating efficiencies. Headquartered in Irvine, California, Advantage has offices throughout North America and strategic investments in select markets throughout Africa, Asia, Australia and Europe through which it services the global needs of multinational, regional and local manufacturers. For more information, please visit [advantagesolutions.net](http://advantagesolutions.net).

## Forward-Looking Statements

Certain statements in this press release may be considered forward-looking statements within the meaning of the federal securities laws, including statements regarding the expected impact of the accounting for the private placement warrants and the timing of reporting of the Company's financial results for the quarter ended March 31, 2021. These forward-looking statements generally are identified by the words "may," "should," "expect," "intend," "will," "would," "estimate," "anticipate," "believe," "predict," "potential" or "continue," or the negatives of these terms or variations of them or similar terminology. Such 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 subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward looking statements, including but not limited to the risks and uncertainties set forth in the section titled "Risk Factors" in the Annual Report on Form 10-K filed by the Company with the Securities and Exchange Commission (the "SEC") on March 16, 2021 and in its other filings made 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 are cautioned not to put undue reliance on forward-looking statements, and Advantage assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

### Contacts:

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