
**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): March 8, 2021

ARKO Corp.

(Exact Name of registrant as specified in its charter)

Delaware
(State of other jurisdiction
of incorporation)

001-39828
(Commission
File Number)

85-2784337
(IRS Employer
Identification Number)

**8565 Magellan Parkway
Suite 400
Richmond, Virginia 23227-1150**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (804) 730-1568

(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
Common stock, par value \$0.0001 per share	ARKO	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one share of Common Stock at an exercise price of \$11.50	ARKOW	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 7.01. Regulation FD Disclosure

On March 8, 2021, ARKO Corp., a Delaware corporation (the “Company”), issued a press release announcing that the Company’s wholly owned subsidiary, GPM Investments, LLC, entered into an agreement to acquire 61 convenience stores with gas stations in Michigan and Ohio, operating under the ExpressStop banner. The aggregate purchase price to be paid to the seller is approximately \$102.0 million plus the value of inventory and cash at the acquired locations. Of the aggregate purchase price, approximately \$92.0 million will be paid to the seller by two unrelated real estate funds that have agreed with the Company to acquire directly from the seller the real estate related to most of the acquired convenience store locations. These real estate funds have agreed to lease such locations to the Company under customary leases, including the grant of an option to the Company to purchase the real estate with respect to 26 locations following an initial four-year period. Consummation of the foregoing transactions is subject to customary closing conditions. A copy of such release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 7.01.

The information contained in this Item 7.01, including Exhibit 99.1 furnished herewith, is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference in another filing by the Company under the Exchange Act or the Securities Act of 1933, as amended, except to the extent such other filing specifically incorporates such information by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Description

99.1 [Press Release issued by Arko Corp. on March 8, 2021.](#)

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.

ARKO CORP.

By: /s/ Arie Kotler

Name: Arie Kotler

Title: Chairman, President and Chief Executive Officer

Date: March 8, 2021



ARKO Corp.'s GPM Investments to Acquire ExpressStop Stores in Michigan and Ohio

Marks first acquisition since ARKO completed its transaction to trade on NASDAQ in December 2020

RICHMOND, Va., March 8, 2021 — GPM Investments, LLC, a wholly owned subsidiary of ARKO Corp. (Nasdaq: ARKO), signed an agreement to acquire 61 convenience stores with stations gas in Michigan and Ohio operating under the ExpressStop banner. This acquisition will complement GPM's existing 165 stores in Michigan and nine stores in Ohio.

"Our model of growing through acquisition while keeping the local banners in place has delivered significant value for all of ARKO's stakeholders," said Arie Kotler, Chairman, President and Chief Executive Officer of ARKO. "Michigan and Ohio are important geographies for us, and we believe that ExpressStop is a highly regarded brand there. We look forward to welcoming those associates to the GPM family while providing ExpressStop customers with the same great quality products and services they're used to."

As part of the deal, Fifth Third Securities acted as the exclusive financial advisor to ExpressStop. This acquisition will expand upon GPM's existing network of 1,350 company-operated stores. The closing of the transaction is subject to fulfillment of customary closing conditions precedent, including obtaining all required permits and licenses. Subject to such conditions being fulfilled, the closing is planned to take place during the first half of 2021.

To learn more about GPM stores, visit: www.gpminvestments.com. To learn more about ARKO, visit: www.arkocorp.com.

About ARKO Corp.:

Arko Corp. (Nasdaq: ARKO) owns 100% of GPM Investments, LLC ("GPM"). Based in Richmond, VA, GPM was founded in 2003 with 169 stores and has grown through acquisitions to become the 7th largest convenience store chain in the United States, with approximately 2,950 locations comprised of approximately 1,350 company-operated stores and approximately 1,600 dealer sites to which it supplies fuel in 33 states and Washington D.C. GPM operates in three segments: retail, which consists of fuel and merchandise sales to retail consumers; wholesale, which supplies fuel to third-party dealers and consignment agents; and GPM Petroleum, which supplies fuel to GPM and its subsidiaries selling fuel (both in the retail and wholesale segments) as well as sub-wholesalers and bulk purchasers. Its stores offer its fasREWARDS® high value loyalty program, a large selection of beverages, coffee, fountain drinks, candy, salty snacks, and many other products to meet the needs of the everyday customer. One feature, setting many of its convenience stores apart is a wide array of proprietary food offerings ranging from fresh chicken, fresh-made salads, and sandwiches to healthy, grab-and-go meals.



Forward-Looking Statements:

This document includes certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may address, among other things, our expected financial and operational results and the related assumptions underlying our expected results. These forward-looking statements are distinguished by use of words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “will,” “would” the negative of these terms, and similar references to future periods. These statements are based on management’s current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations due to, among other things, changes in economic, business and market conditions; our ability to maintain the listing of our common stock and warrants on the Nasdaq Stock Market; changes in our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects and plans; expansion plans and opportunities; changes in the markets in which we compete; changes in applicable laws or regulations, including those relating to environmental matters; market conditions and global and economic factors beyond our control, including the potential adverse effects of the ongoing global coronavirus (COVID-19) pandemic on capital markets, general economic conditions, unemployment and our liquidity, operations and personnel; and the outcome of any known or unknown litigation and regulatory proceedings. Detailed information about these factors and additional important factors can be found in the documents that ARKO files with the Securities and Exchange Commission, such as Form 10-K, Form 10-Q and Form 8-K. Forward-looking statements speak only as of the date the statements were made. ARKO assumes no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except as required by applicable law.

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