

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): June 16, 2022

Ventoux CCM Acquisition Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39830
(Commission File Number)

84-2968594
(IRS Employer
Identification No.)

1 East Putnam Avenue, Floor 4
Greenwich, CT 06830
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (646) 465-9000

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 (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))

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	VTAQ	The Nasdaq Stock Market LLC
Warrants	VTAQW	The Nasdaq Stock Market LLC
Rights	VTAQR	The Nasdaq Stock Market LLC
Units	VTAQU	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 1.01 Entry into a Material Definitive Agreement.

On June 16, 2022, in connection with its special meeting of stockholders held on June 16, 2022 (the “Special Meeting”), Ventoux CCM Acquisition Corp. (the “Company”) and Continental Stock Transfer & Trust Company (the “Trustee”) entered into Amendment No. 1 to the Investment Management Trust Agreement (the “Trust Amendment”), which amends the Investment Management Trust Agreement entered into by the Company and the Trustee on December 23, 2020 (the “Trust Agreement”), to (i) extend the date on which the Trustee must liquidate the trust account established in connection with the Company’s initial public offering that was consummated on December 30, 2020 (the “IPO”) if the Company has not completed its initial business combination from June 30, 2022 to September 30, 2022, and (ii) allow the Company, without another stockholder vote, to elect to extend such date by an additional three months, from September 30, 2022 to December 30, 2022. The foregoing description of the Trust Amendment does not purport to be complete and is qualified in its entirety by the terms and conditions of the Trust Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Special Meeting of Stockholders

On June 16, 2022, the Company held the Special Meeting, at which holders of 15,921,915 shares of common stock were present virtually or by proxy, representing 73.84% of the voting power of the 21,562,500 shares of the Company’s issued and outstanding shares of common stock entitled to vote at the Special Meeting at the close of business on April 27, 2022, which was the record date (the “Record Date”) for the Special Meeting (stockholders of record as of the close of business on the Record Date are referred to herein as “Stockholders”). A summary of the voting results at the Special Meeting for each of the proposals is set forth below.

Proposal 1

The Stockholders approved the proposal to amend the Company’s amended and restated certificate of incorporation to (i) extend the date by which the Company has to consummate a business combination for three months, from June 30, 2022 to September 30, 2022 and (ii) allow the Company, without another stockholder vote, to elect to extend the date to consummate a business combination for an additional three months after June 30, 2022, from September 30, 2022 to December 30, 2022 (the “Charter Amendment Proposal”). The voting results for such proposal were as follows:

For	Against	Abstain	Broker Non-Votes
15,895,333	24,227	2,355	N/A

On the date hereof, to effectuate the approval of the Charter Amendment Proposal, the Company filed with the Secretary of State of the State of Delaware the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Proposal 2

The Stockholders approved the proposal to amend the Trust Agreement (the “Trust Amendment”) to extend the date on which the Trustee must liquidate the trust account established in connection with the IPO if the Company has not completed its initial business combination from June 30, 2022 to September 30, 2022, or until December 30, 2022 if the Company elects to extend by an additional three months pursuant to the Amendment to the Amended and Restated Certificate of Incorporation (the “Trust Amendment Proposal”). The voting results for such proposal were as follows:

For	Against	Abstain	Broker Non-Votes
15,894,083	25,227	2,605	N/A

The information included in Item 1.01 is incorporated by reference in this item to the extent required herein.

Proposal 3

The Stockholders approved the proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Special Meeting, there are not sufficient votes to approve the Charter Amendment Proposal and/or the Trust Amendment Proposal. The voting results for such proposal were as follows:

For	Against	Abstain	Broker Non-Votes
15,891,821	28,364	1,730	N/A

Item 7.01. Regulation FD Disclosure

In connection with the Special Meeting, stockholders holding 15,994,982 shares of common stock elected to and tendered their stock for redemption. In connection thereto, the Company will pay to redeeming shareholders approximately \$10.20 per share, or \$163,148,816.40 in the aggregate. Following the redemption, the Company will have 5,567,518 shares of common stock outstanding, which consists of 1,255,018 shares sold in the Company's IPO and 4,312,500 privately placed founder shares. Following the redemption, the Company will have approximately \$12.8 million held in its trust account for the benefit of non-redeeming public shareholders.

The information in this Item 7.01 is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information contained in this Item 7.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation
10.1	Amendment No. 1 to the Investment Management Trust Agreement, dated as of June 16, 2022, between the Company and Continental Stock Transfer & Trust Company, as trustee
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Ventoux CCM Acquisition Corp. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VENTOUX CCM ACQUISITION CORP.

Date: June 17, 2022

By: /s/ Ed Scheetz
Ed Scheetz
Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
VENTOUX CCM ACQUISITION CORP.**

**Pursuant to Section 242 of the
Delaware General Corporation Law**

VENTOUX CCM ACQUISITION CORP. (the “Corporation”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Ventoux CCM Acquisition Corp. The Corporation’s Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on July 10, 2019 (the “Original Certificate”). An Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on December 23, 2020 (the “Amended and Restated Certificate of Incorporation”).
 2. This Amendment to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate of Incorporation of the Corporation.
 3. This Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the affirmative vote of the holders of a majority of the stock entitled to vote at a meeting of stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the “DGCL”).
 4. The text of Section (E) of Article SIXTH is hereby amended and restated to read in full as follows:
 - (b) In the event that the Corporation does not consummate the Business Combination by (i) 21 months from the consummation of the IPO or (ii) up to 24 months from the consummation of the IPO if the Corporation elects to extend the amount of time to complete the Business Combination by an additional 3 months in accordance with the Amended and Restated Investment Management Trust Agreement between the Corporation and Continental Stock Transfer & Trust Company (in either case, such date being referred to as the “Termination Date”), the Corporation shall (i) cease all operations except for the purposes of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter redeem 100% of the IPO Shares for cash for a redemption price per share as described below (which redemption will completely extinguish such holders’ rights as stockholders, including the right to receive further liquidation distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to approval of the Corporation’s then stockholders and subject to the requirements of the GCL, including the adoption of a resolution by the Board of Directors pursuant to Section 275(a) of the GCL finding the dissolution of the Corporation advisable and the provision of such notices as are required by said Section 275(a) of the GCL, dissolve and liquidate the balance of the Corporation’s net assets to its remaining stockholders, as part of the Corporation’s plan of dissolution and liquidation, subject (in the case of (ii) and (iii) above) to the Corporation’s obligations under the GCL to provide for claims of creditors and other requirements of applicable law. In such event, the per share redemption price shall be equal to a pro rata share of the Trust Fund plus any pro rata interest earned on the funds held in the Trust Fund and not previously released to the Corporation for its working capital requirements or necessary to pay its taxes divided by the total number of IPO Shares then outstanding.
-

IN WITNESS WHEREOF, Ventoux CCM Acquisition Corp. has caused this Amendment to the Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of this 16th day of June, 2022.

VENTOUX CCM ACQUISITION CORP.

By: /s/ Edward Scheetz

Name: Edward Scheetz

Title: Chief Executive Officer

AMENDMENT NO. 1 TO INVESTMENT MANAGEMENT TRUST AGREEMENT

June 16, 2022

THIS AMENDMENT NO. 1 TO THE INVESTMENT MANAGEMENT TRUST AGREEMENT (this “Amendment”) is made as of June 16, 2022, by and between Ventoux CCM Acquisition Corp., a Delaware corporation (the “Company”), and Continental Stock Transfer & Trust Company, a New York limited purpose trust company (the “Trustee”). Capitalized terms contained in this Amendment, but not specifically defined in this Amendment, shall have the meanings ascribed to such terms in that certain Investment Management Trust Agreement, dated December 23, 2020, by and between the parties hereto (the “Trust Agreement”).

WHEREAS, on December 30, 2020, an aggregate of \$174,225,000 was placed in the Trust Account from the IPO and sale of Private Warrants;

WHEREAS, Section 1(i) of the Trust Agreement provides that the Trustee is to liquidate the Trust Account and distribute the Property in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes (less up to \$100,000 of interest that may be released to the Company to pay dissolution expenses) to the Public Shareholders of record if the Company does not complete its initial business combination 18 months after the closing of the IPO in the event that the Company extended the time to complete the Business Combination by three months as set forth in the Trust Agreement;

WHEREAS, Section 7(c) of the Trust Agreement provides that Section 1(i) and Section 1(j) of the Trust Agreement may only be modified, amended or deleted with the affirmative vote of at least a majority of the outstanding shares of Common Stock sold in the IPO;

WHEREAS, pursuant to a special meeting of the shareholders of the Company, a majority of the outstanding shares of Common Stock sold in the IPO voted affirmatively to approve this Amendment;

WHEREAS, in connection with the execution of this Amendment, the extension of the deadline to consummate the Company’s initial business combination is being extended from the 18-month anniversary of the closing of the IPO to the 21-month anniversary of the IPO (i.e. from June 30, 2022 to September 30, 2022), with an option to further extended such deadline from the 21-month anniversary of the closing of the IPO to the 24-month anniversary of the IPO; and

WHEREAS, each of the Company and Trustee desire to amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1.1. *Amendment to Trust Agreement.* Section 1(i) and Section 1(j) of the Trust Agreement is hereby amended and restated in its entirety as follows:

“(i) Commence liquidation of the Trust Account only after and promptly after receipt of, and only in accordance with, the terms of a letter (“Termination Letter”), in a form substantially similar to that attached hereto as either Exhibit A or Exhibit B, signed on behalf of the Company by its President, Chief Executive Officer or Chairman of the Board and Secretary or Assistant Secretary and, in the case of a Termination Letter in a form substantially similar to that attached hereto as Exhibit A, and complete the liquidation of the Trust Account and distribute the Property in the Trust Account only as directed in the Termination Letter and the other documents referred to therein; provided, however, that in the event that a Termination Letter has not been received by the Trustee by the 21-month anniversary of the closing of the IPO (“Closing”) or, in the event that the Company extended the time to complete the Business Combination for up to 24 months from the closing of the IPO but has not completed the Business Combination within such 24-month period, the 24-month anniversary of the Closing (the “Last Date”), the Trust Account shall be liquidated in accordance with the procedures set forth in the Termination Letter attached as Exhibit B hereto and distributed to the Public Shareholders as of the Last Date.

“(j) Upon receipt of an extension letter (“Extension Letter”) substantially similar to Exhibit D hereto at least five business days prior to the Applicable Deadline, signed on behalf of the Company by an executive officer, and receipt of the dollar amount specified in the Extension Letter on or prior to the deadline to consummate the Company’s initial business combination, to follow the instructions set forth in the Extension Letter. Furthermore, upon receipt of an additional extension letter (“Additional Extension Letter”) substantially similar to Exhibit E hereto at least five business days prior to the deadline to consummate the Company’s initial business combination, signed on behalf of the Company by an executive officer, and receipt of the dollar amount specified in the Additional Extension Letter on or prior to the deadline to consummate the Company’s initial business combination, to follow the instructions set forth in the Additional Extension Letter.”

1.2 *Exhibit E to the Trust Agreement.* The form of Additional Extension Letter, attached hereto as Exhibit E, shall be appended to Trust Agreement as Exhibit E.

2. *Miscellaneous Provisions.*

2.1 *Successors.* All the covenants and provisions of this Amendment by or for the benefit of the Company or the Trustee shall bind and inure to the benefit of their permitted respective successors and assigns.

2.2 *Severability.* This Amendment shall be deemed severable, and the invalidity or unenforceability of any term or provision hereof shall not affect the validity or enforceability of this Amendment or of any other term or provision hereof. Furthermore, in lieu of any such invalid or unenforceable term or provision, the parties hereto intend that there shall be added as a part of this Amendment a provision as similar in terms to such invalid or unenforceable provision as may be possible and be valid and enforceable.

2.3 *Applicable Law.* This Amendment shall be governed by and construed and enforced in accordance with the laws of the State of New York.

2.4 *Counterparts.* This Amendment may be executed in several original or facsimile counterparts, each of which shall constitute an original, and together shall constitute but one instrument.

2.5 *Effect of Headings.* The section headings herein are for convenience only and are not part of this Amendment and shall not affect the interpretation thereof.

2.6 *Entire Agreement.* The Trust Agreement, as modified by this Amendment, constitutes the entire understanding of the parties and supersedes all prior agreements, understandings, arrangements, promises and commitments, whether written or oral, express or implied, relating to the subject matter hereof, and all such prior agreements, understandings, arrangements, promises and commitments are hereby canceled and terminated.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

Continental Stock Transfer & Trust Company,
as Trustee

By: /s/ Francis E. Wolf

Name: Francis E. Wolf

Title: Vice President

Ventoux CCM Acquisition Corp.

By: /s/ Edward Scheetz

Name: Edward Scheetz

Title: Chief Executive Officer

[Letterhead of Company]

[Insert date]

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, N.Y. 10004
Attn: Francis Wolf and Celeste Gonzalez

Re: Trust Account — Extension Letter

Dear Mr. Wolf and Ms. Gonzalez:

Pursuant to paragraph 1(j) of the Investment Management Trust Agreement, as amended on June 16, 2022, (“Trust Agreement”) between Ventoux CCM Acquisition Corp. (“Company”) and Continental Stock Transfer & Trust Company (“Trustee”), this is to advise you that the Company is extending the time available in order to consummate a Business Combination with the Target Businesses for an additional three (3) months, from September 30, 2022 to December 30, 2022 (the “Additional Extension”). Capitalized words used herein and not otherwise defined shall have the meanings ascribed to them in the Trust Agreement.

This Extension Letter shall serve as the notice required with respect to Extension prior to the Applicable Deadline.

Very truly yours,

VENTOUX CCM ACQUISITION CORP.

By: _____
Edward Scheetz, Chief Executive Officer

cc: Chardan Capital Markets, LLC
