

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 26, 2017 (June 23, 2017)

KBL MERGER CORP. IV

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-38105

(Commission
File Number)

81-3832378

(I.R.S. Employer
Identification Number)

**527 Stanton Christiana Rd.
Newark, DE**

(Address of principal executive offices)

19713

(Zip Code)

Registrant's telephone number, including area code: **(302) 502-2727**

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 to 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Over-Allotment Closing

As previously reported on a Current Report on Form 8-K of KBL Merger Corp. IV (the “**Company**”), on June 7, 2017, the Company consummated its initial public offering (“**IPO**”) of 10,000,000 units (“**Units**”), each Unit consisting of one share of common stock, \$0.0001 par value per share (“**Common Stock**”), one right entitling the holder thereof to receive one-tenth (1/10) of one share of Common Stock upon the consummation of an initial business combination (“**Right**”), and one warrant (“**Warrant**”) to purchase one-half of one share of Common Stock, pursuant to the registration statement on Form S-1 (File No. 333-217475). The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$100,000,000. The underwriters of the IPO were granted an option to purchase up to an additional 1,500,000 Units to cover over-allotments, if any (“**Over-Allotment Units**”). On June 23, 2017, the underwriters exercised the option in full and purchased 1,500,000 Over-Allotment Units, which were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$15,000,000.

As previously reported on a Current Report on Form 8-K of the Company, on June 7, 2017, simultaneously with the consummation of the IPO, the Company completed a private placement (the “**Private Placement**”) of an aggregate of 450,000 placement units (the “**Placement Units**”) to KBL IV Sponsor LLC (the “**Sponsor**”) and the underwriters of the IPO, generating gross proceeds of \$4,500,000. On June 23, 2017, simultaneously with the sale of the Over-Allotment Units, the Company consummated a private sale of an additional 52,500 Placement Units to the Sponsor and the underwriters of the IPO, generating gross proceeds of \$525,000.

A total of \$120,025,000 of the net proceeds from the sale of Units in the IPO (including the Over-Allotment Units) and the private placements on June 7, 2017 and June 23, 2017 were placed in a trust account established for the benefit of the Company’s public stockholders. An audited balance sheet as of June 7, 2017 reflecting receipt of the net proceeds from the IPO and the Private Placement on June 7, 2017, but not the proceeds from the sale of the Over-Allotment Units nor the private placement on June 23, 2017, had been prepared by the Company and previously filed on a Current Report on Form 8-K on June 13, 2017. The Company’s unaudited pro forma balance sheet as of June 23, 2017, reflecting receipt of the proceeds from the sale of the Over-Allotment Units and the private placement on the same day is included as Exhibit 99.1 to this Current Report on Form 8-K.

Separate Trading of Units, Class A Common Stock and Warrants

On June 23, 2017, the Company announced that, commencing on June 27, 2017, the holders of Units issued in its IPO may elect to separately trade shares of Common Stock, Rights and Warrants included in the Units. The Units not separated will continue to trade on The Nasdaq Capital Market under the symbol “KBLMU.” Shares of Common Stock, the Rights and the Warrants are expected to trade on The Nasdaq Capital Market under the symbols “KBLM,” “KBLMR” and “KBLMW,” 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 Common Stock, Rights and Warrants.

A copy of the press release issued by the Company announcing the consummation of the sale of the Over-Allotment Units and the separate trading of the securities underlying the Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Pro Forma Balance Sheet
99.2	Press Release, dated June 23, 2017

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.

Date: June 26, 2017

KBL MERGER CORP. IV

By: /s/ Marlene Krauss, M.D.

Name: Marlene Krauss, M.D.

Title: Chief Executive Officer

**KBL MERGER CORP. IV
BALANCE SHEET**

	<u>June 7, 2017</u>	<u>Pro Forma Adjustments (unaudited)</u>	<u>As Adjusted (unaudited)</u>
ASSETS			
Current assets:			
Cash	\$ 798,469	\$ -	\$ 798,469
Prepaid expenses	20,100	-	20,100
Total Current Assets	<u>818,569</u>	<u>-</u>	<u>818,569</u>
Cash held in Trust Account	101,000,000	15,000,000(a) 525,000(b) (375,000)(c)	116,150,000
Total Assets	<u>\$ 101,818,569</u>	<u>\$ 15,150,000</u>	<u>\$ 116,968,569</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 83,161	\$ -	\$ 83,161
Accrued expenses	28,066	-	28,066
Note payable – related party	170,000	-	170,000
Total Current Liabilities	<u>281,277</u>	<u>-</u>	<u>281,277</u>
Deferred underwriting fees	3,500,000	525,000(d)	4,025,000
Total Liabilities	<u>3,781,227</u>	<u>525,000</u>	<u>4,306,227</u>
Commitments and Contingencies			
Common stock subject to possible redemption, \$0.0001 par value; 9,211,617 and 10,659,637 shares at redemption value	93,037,332	14,625,000(e)	107,662,332
Stockholders' Equity:			
Preferred stock, \$0.0001 par value; 1,000,000 authorized; none issued and outstanding	-	-	-
Common stock, \$0.0001 par value; 35,000,000 shares authorized; 4,113,383 and 4,217,863 shares issued and outstanding (excluding 9,211,617 and 10,659,637 shares subject to possible redemption)	411	150(a) 5(b) (144)(c)	422
Additional paid-in capital	5,041,821	14,999,850(a) 524,995(b) (375,000)(c) (525,000)(d) (14,624,856)(e)	5,041,810
Accumulated deficit	(42,222)	-	(42,222)
Total Stockholders' Equity	<u>5,000,010</u>	<u>-</u>	<u>5,000,010</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 101,818,569</u>	<u>\$ 15,150,000</u>	<u>\$ 116,968,569</u>

KBL MERGER CORP. IV
NOTE TO PRO FORMA BALANCE SHEET
(unaudited)

NOTE 1 - CLOSING OF OVERALLOTMENT OPTION AND ADDITIONAL PRIVATE PLACEMENT

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of the Company as of June 7, 2017, adjusted for the closing of the underwriters' over-allotment option and related transactions which occurred on June 23, 2017, as described below.

On June 23, 2017, the Company consummated the closing of the sale of 1,500,000 additional units (the "Units") at a price of \$10.00 per unit upon receiving notice of the underwriters' election to fully exercise their over-allotment option ("Over-allotment Units"), generating additional gross proceeds of \$15,000,000 and incurred additional offering costs of \$375,000 in underwriting fees. Each Unit consists of one share of the Company's common stock, one right to receive one-tenth of one share of the Company's common stock, and one redeemable warrant to purchase one-half of one share of the Company's common stock. Simultaneously with the exercise of the over-allotment, the Company consummated the Private Placement of an additional 52,500 Private Units, of which 27,500 Private Units were sold to KBL IV Sponsor LLC (the "Sponsor") and 25,000 Private Units were sold to the underwriters, generating aggregate gross proceeds of \$525,000. Additional underwriting fees of \$525,000 were deferred until the completion of the Company's initial business combination. Pro forma adjustments to reflect the exercise of the underwriters' over-allotment option are as follows:

	Debit	Credit
Pro forma entry		
a. Cash held in Trust Account	15,000,000	
Common stock		150
Additional paid-in capital		14,999,850
To record sale of 1,500,000 Over-allotment Units at \$10.00 per Unit.		
b. Cash held in Trust Account	525,000	
Common stock		5
Additional paid-in capital		524,995
To record sale of 52,500 Private Units at \$10.00 per Unit.		
c. Additional paid-in capital	375,000	
Cash held in Trust Account		375,000
To record payment of 2.5% of cash underwriting fee on over-allotment option.		
d. Additional paid-in capital	525,000	
Deferred underwriting fees		525,000
To record the liability for deferred underwriting fees on over-allotment option.		
e. Common stock		144
Additional paid-in capital	14,624,856	
Common Stock Subject to Redemption		14,625,000
To reclassify common stock out of permanent equity into mezzanine redeemable stock.		

KBL Merger Corp. IV Announces Closing of Underwriters' Over-Allotment Option in Full in Connection with its Initial Public Offering and Separate Trading of its Common Stock, Rights and Warrants, Commencing June 27, 2017

Newark, DE – June 23, 2017 – KBL Merger Corp. IV (the “Company”) (NASDAQ: KBLMU), a blank check company led by Marlene Krauss, M.D., announced today the closing of the issuance of an additional 1,500,000 units pursuant to the exercise of the underwriters’ over-allotment option in full in connection with the Company’s initial public offering. The additional units were sold at the initial offering price of \$10.00 per unit, generating additional gross proceeds of \$15,000,000 to the Company and bringing the total gross proceeds of the initial public offering to \$115,000,000.

The Company was 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. The Company is focused on searching for a target business in the healthcare and related wellness industry.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE MKT: LTS), B. Riley & Co. and FBR acted as joint book-running managers, Chardan acted as lead manager and I-Bankers Securities, Inc. acted as co-manager for the offering. The offering was made only by means of a prospectus. Copies of the prospectus relating to the offering may be obtained from Ladenburg Thalmann & Co. Inc., Attn: Syndicate Department, 277 Park Ave., 26th Floor, New York, NY 10172, telephone number: 1-800-573-2541, e-mail: prospectus@ladenburg.com.

Commencing on June 27, 2017, the holders of the units sold in the Company’s initial public offering may elect to separately trade the common stock, rights and warrants included in the units. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Units that are not separated will continue to trade on The NASDAQ Capital Market (“NASDAQ”) under the symbol “KBLMU.” The common stock, the rights and the warrants that are separated will trade on NASDAQ under the symbols “KBLM,” “KBLMR” and “KBLMW,” respectively.

A registration statement relating to the units and the underlying securities was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on June 1, 2017.

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

Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” including with respect to the initial public offering and the anticipated use of the net proceeds thereof. No assurance can be given that the net proceeds of the offering will be used as indicated. 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 and final prospectus for the Company’s offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

CONTACT:

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