

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

July 12, 2021
Date of Report (Date of earliest event reported)

Roth CH Acquisition II Co.
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation)	001-39795 (Commission File Number)	83-3584204 (I.R.S. Employer Identification No.)
888 San Clemente Drive, Suite 400 Newport Beach, California (Address of Principal Executive Offices)		92660 (Zip Code)

Registrant's telephone number, including area code: **(949) 720-5700**

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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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	ROCC	The Nasdaq Stock Market LLC
Warrants	ROCCW	The Nasdaq Stock Market LLC
Units	ROCCU	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). ☐

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.

As previously announced, Roth CH Acquisition II Co. (“ROCC”), Roth CH II Merger Sub Corp. and Reservoir Holdings, Inc. (“Reservoir”) entered into an agreement and plan of merger, dated as of April 14, 2021 (the “Merger Agreement”), a copy of which was filed with the Current Report on Form 8-K by ROCC on April 15, 2021.

On July 12, 2021, ROCC issued a press release announcing that a special meeting of stockholders to consider the Merger Agreement and other matters related to the business combination with Reservoir had been set for July 27, 2021, at which special meeting stockholders of record as of July 7, 2021 (the “Record Date”) would be entitled to vote regarding such matters. The press release is attached as exhibit 99.1 hereto and is incorporated herein by reference.

The information set forth under this Item 7.01, including exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed “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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Additional Information

In connection with the proposed merger with Reservoir pursuant to the Merger Agreement (the “Merger”) as more fully described in the Current Report on Form 8-K filed by ROCC with the the Securities and Exchange Commission (the “SEC”) on April 15, 2021, ROCC filed a definitive proxy statement with the SEC on July 8, 2021 for the special meeting of stockholders of ROCC. ROCC urges its investors, stockholders and other interested persons to read the definitive proxy statement as well as other documents filed with the SEC because these documents contain important information about ROCC, Reservoir and the Merger. The definitive proxy statement will be mailed or otherwise made available to stockholders of ROCC as of the Record Date for voting on the Merger. The stockholders of ROCC will also be able to obtain a copy of the definitive proxy statement, without charge, by directing a request to: Roth CH Acquisition II Co., 888 San Clemente Drive, Suite 400, Newport Beach, California 92660. The definitive proxy statement can also be obtained, without charge, at the SEC’s website at www.sec.gov.

Participants in the Solicitation

ROCC and Reservoir and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the Merger under the rules of the SEC. Information about the directors and executive officers of ROCC and any persons who may, under the rules of the SEC, be deemed participants in the solicitation of the stockholders of ROCC in connection with the Merger is set forth in the definitive proxy statement filed by ROCC with the SEC on July 8, 2021. These documents can be obtained free of charge from the sources set forth in the preceding paragraph.

Non-Solicitation

This Current Report on Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Merger and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ROCC or Reservoir, nor shall there be any sale of any such 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 such state or jurisdiction. No offer of securities shall be made except by means of a definitive prospectus meeting the requirements of the Securities Act.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, as amended, including statements about the parties’ ability to close the Merger, the anticipated benefits of the Merger, and the financial condition, results of operations, earnings outlook and prospects of ROCC and/or Reservoir and may include statements for the period following the consummation of the Merger. In addition, any statements that refer to projections (including EBITDA, adjusted EBITDA, EBITDA margin and revenue projections), forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. These forward-looking statements are typically identified by words such as “plan,” “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “continue,” “could,” “may,” “might,” “possible,” “potential,” “predict,” “should,” “would” and other similar words and expressions, but the absence of these words does not mean that a statement is not forward-looking.

These forward-looking statements are based on the current expectations of the management of ROCC and Reservoir, as applicable, and are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of such statements. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to those discussed and identified in public filings made with the SEC by ROCC and the following:

- expectations regarding Reservoir's strategies and future financial performance, including its future business plans or objectives, prospective performance and opportunities and competitors, revenues, products, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures;
- Reservoir's ability to invest in growth initiatives and pursue acquisition opportunities;
- the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement;
- the outcome of any legal proceedings that may be instituted against ROCC or Reservoir following announcement of the Merger Agreement and the transactions contemplated therein;
- the inability to consummate the Merger due to, among other things, the failure to obtain the ROCC's stockholder approval for the Merger Agreement and/or certain regulatory approvals or satisfy other conditions to closing in the Merger Agreement;
- the inability to obtain or maintain the listing of ROCC common stock on The Nasdaq Capital Market following the consummation of the Merger;
- the risk that the announcement and consummation of the Merger disrupts Reservoir's current plans and operations;
- the ability to achieve the anticipated benefits of the Merger, which may be affected by, among other things, competition and the ability of Reservoir to grow and manage growth profitably and retain its key employees;
- unexpected costs related to the Merger;
- the amount of any redemptions by existing holders of ROCC common stock being greater than expected;
- limited liquidity and trading of ROCC's securities;
- geopolitical risk and changes in applicable laws or regulations;
- the possibility that ROCC and/or Reservoir may be adversely affected by other economic, business and/or competitive factors;
- risks relating to the uncertainty of the projected financial information with respect to Reservoir;
- risks related to the organic and inorganic growth of Reservoir's business and the timing of expected business milestones;
- litigation and regulatory enforcement risks, including the diversion of management time and attention and the additional costs and demands on Reservoir's resources;
- risk that the COVID-19 pandemic, and local, state, and federal responses to addressing the COVID-19 pandemic may have an adverse effect on ROCC's and/or Reservoir's business operations, as well as their respective financial condition and results of operations; and
- the risks that the consummation of the Merger is substantially delayed or does not occur.

Should one or more of these risks or uncertainties materialize or should any of the assumptions made by the management of ROCC and Reservoir, as applicable, prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

All subsequent written and oral forward-looking statements concerning the Merger or other matters addressed in this Current Report on Form 8-K and attributable to ROCC, Reservoir or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Current Report on Form 8-K. Except to the extent required by applicable law or regulation, ROCC and Reservoir undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this Current Report on Form 8-K to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits:

Exhibit	Description
99.1	Press release, dated July 12, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 12, 2021

ROTH CH ACQUISITION II CO.

By: /s/ Byron Roth

Name: Byron Roth

Title: Chief Executive Officer

**Roth CH Acquisition II Co. Announces Special Meeting Date Set for July 27, 2021 to Approve Proposed Merger with Reservoir**

Stockholders of Record as of July 7, 2021 are Eligible to Vote at Special Meeting

Roth CH Acquisition II Co. Recommends All Stockholders Vote "FOR" ALL Proposals at Special Meeting

NEWPORT BEACH, JULY 12, 2021 – Roth CH Acquisition II Co. ("ROCC") (Nasdaq: ROCC), a publicly traded special purpose acquisition company, today announced that its special meeting of stockholders (the "Special Meeting") to consider the previously announced merger agreement with Reservoir Holdings, Inc. ("Reservoir" or the "Company"), a leading independent music company, has been set for July 27, 2021. Stockholders of record as of July 7, 2021 (the "Record Date") are eligible to vote at the Special Meeting.

ROCC also announced that it has filed on July 8, 2021 with the Securities and Exchange Commission (the "SEC") a definitive proxy statement to be used in connection with the Special Meeting. The definitive proxy statement is available at www.sec.gov and is being mailed to stockholders of record as of the Record Date starting on or about July 9, 2021.

Upon closing, the combined company is expected to remain listed on the Nasdaq Capital Market with its common stock and warrants trading under the new ticker symbols, "RSVR" and "RSVRW", respectively.

ROCC recommends all stockholders vote "FOR" ALL PROPOSALS in advance of the Special Meeting by telephone, via the Internet or by signing, dating and returning the proxy card upon receipt by following the easy instructions on the proxy card.

Your Vote FOR ALL Proposals Is Important, No Matter How Many or How Few Shares You Own!

If you have any questions or need assistance voting, please contact Advantage Proxy, Inc. by calling (877) 870-8565 or by email to ksmith@advantageproxy.com.

About Reservoir

Reservoir is an independent music company based in New York City and with offices in Los Angeles, Nashville, Toronto, London, and Abu Dhabi. Founded as a family-owned music publisher in 2007, the company has grown to represent over 130,000 copyrights and 36,000 master recordings with titles dating as far back as 1900, and hundreds of #1 releases worldwide. Reservoir holds a regular Top 10 U.S. Market Share according to Billboard's Publishers Quarterly, was twice named Publisher of the Year by Music Business Worldwide's The A&R Awards, and won Independent Publisher of the Year at the 2020 Music Week Awards.

The company also represents a multitude of recorded music through Chrysalis Records, Tommy Boy Records, and Philly Groove Records and manages artists through its ventures with Blue Raincoat Music and Big Life Management. For more information, visit www.reservoir-media.com.

About ROCC

ROCC is a blank check company incorporated for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. ROCC is jointly managed by Roth Capital Partners and Craig-Hallum Capital Group. Its initial public offering occurred on December 10, 2020 raising approximately \$115 million. For more information, visit www.rothch.com.

Additional Information

On April 14, 2021, ROCC, Roth CH II Merger Sub Corp. and Reservoir entered into an agreement and plan of merger agreement (the “Merger Agreement”), a copy of which was filed with the Current Report on Form 8-K by ROCC on April 15, 2021. In connection with the proposed merger with Reservoir pursuant to the Merger Agreement (the “Merger”) as more fully described in the Current Report on Form 8-K filed by ROCC with the SEC on April 15, 2021, ROCC has filed on July 8, 2021 with the SEC a definitive proxy statement for the stockholders of ROCC. Investors, stockholders and other interested persons are urged to read the definitive proxy statement as well as other documents filed with the SEC because these documents contain important information about ROCC, Reservoir and the Merger. A definitive proxy statement is being mailed or otherwise made available to stockholders of ROCC as of the Record Date starting on or about July 9, 2021. The stockholders of ROCC are also able to obtain a copy of the definitive proxy statement, without charge, by directing a request to: Roth CH Acquisition II Co., 888 San Clemente Drive, Suite 400, Newport Beach, CA 92660. The definitive proxy statement can also be obtained, without charge, at the SEC’s website at www.sec.gov.

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Contact Information

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Reservoir Investor Relations

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