

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): August 20, 2021

ZoomInfo Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39310
(Commission File Number)

84-3721253
(IRS Employer Identification No.)

805 Broadway Street, Suite 900, Vancouver, Washington 98660
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(800) 914-1220**

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:

- 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	Name of each exchange on which registered
Class A common stock, par value \$0.01 per share	ZI	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 August 20, 2021, ZoomInfo Technologies Inc. (the “Company”) and certain of its subsidiaries completed a series of reorganization transactions (the “Reorganization”) to simplify its corporate structure, including the distribution of shares of common stock of RKSI Acquisition Corp (“RKSI”) from ZoomInfo Holdings LLC to ZoomInfo Intermediate Holdings LLC (“HoldCo”), the merger of RKSI with and into HoldCo with HoldCo surviving, and the merger (the “HoldCo Merger”) of HoldCo with and into the Company with the Company surviving. Prior to the consummation of the HoldCo Merger, all holders of limited liability company interests (“HoldCo Units”) in HoldCo (other than the Company) exchanged their HoldCo Units and paired shares of Class B common stock of the Company for shares of Class A common stock of the Company pursuant to the terms of the limited liability company agreement of HoldCo. The Reorganization, primarily the elimination of a corporate subsidiary between ZoomInfo Holdings LLC and ZoomInfo Technologies LLC, is aimed at reducing operational complexity, partially mitigating liquidity risks inherent in the Company's holding company structure, and enabling the Company's stakeholders and investors to better understand and model the Company's cash flows related to taxes.

Prior to the completion of the Reorganization, the Exchange Tax Receivable Agreement, dated as of June 3, 2020, by and among the Company and each of the other persons from time to time party thereto, and the Reorganization Tax Receivable Agreement, dated as of June 3, 2020, by and among the Company and each of the other persons from time to time party thereto (collectively, the “Tax Receivable Agreements”), were amended to clarify that the Reorganization would have no impact on the existing rights under the Tax Receivable Agreements.

A chart showing the Company's organizational structure after giving effect to the Reorganization is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. This chart is provided for illustrative purposes only and does not purport to represent all legal entities within the Company's organizational structure.

The information contained in Item 7.01 of this Current Report on Form 8-K, including the structure chart furnished as Exhibit 99.1 hereto, is being 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, 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.*

The following documents are herewith furnished as exhibits to this report:

Exhibit No.	Description
99.1	Organizational Structure of ZoomInfo Technologies Inc.

FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements include all statements that are not historical facts, including without limitation statements regarding the expected effects of the Reorganization. In some cases, you can identify these forward-looking statements by the use of words such as “anticipate,” “aim,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “might,” “objective,” “outlook,” “plan,” “potential,” “predict,” “projection,” “seek,” “should,” “target,” “trend,” “will,” “would” or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include but are not limited to those described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 and other reports filed by the Company from time to time with the Securities and Exchange Commission (“SEC”), which are accessible on the SEC’s website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included such filings. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

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.

ZoomInfo Technologies Inc.

Date: August 23, 2021

By: /s/ Anthony Stark

Name: Anthony Stark

Title: General Counsel and Corporate Secretary

Organizational Structure of ZoomInfo Technologies Inc.



