

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): September 17, 2020

**THE MARCUS CORPORATION**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other  
jurisdiction of  
incorporation)

1-12604  
(Commission File  
Number)

39-1139844  
(IRS Employer  
Identification No.)

100 East Wisconsin Avenue, Suite 1900, Milwaukee, Wisconsin 53202-4125

(Address of principal executive offices, including zip code)

(414) 905-1000

(Registrant's telephone number, including area code)

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
Common Stock, \$1.00 par value	MCS	New York Stock Exchange

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 8.01.      Other Events.

On September 17, 2020, The Marcus Corporation (the “Company”) issued a press release made pursuant to Rule 135c under the Securities Act of 1933, as amended (the “Securities Act”) announcing the pricing of its previously disclosed private offering (the “Offering”) of \$87 million aggregate principal amount of its 5.00% convertible senior notes due 2025 (the “Notes”) to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act. The Company also granted the initial purchasers of the Notes an option to purchase, within a thirteen-day period beginning on, and including, the date on which the Company first issues the Notes, up to an additional approximately \$13 million aggregate principal amount of the Notes.

As discussed in the press release, in connection with the pricing of the Notes, the Company entered into privately negotiated capped call transactions with certain of the initial purchasers and/or their respective affiliates and other financial institutions. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (the “Report”) and is incorporated herein by reference.

Neither the Notes nor any shares of the Company’s common stock which may be issuable upon conversion of the Notes have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction, and such securities may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities or blue sky laws and foreign securities laws. This Report shall not constitute an offer to sell or the solicitation of an offer to buy, any securities, nor shall there be any sales of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Item 9.01.      Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The following exhibits are being filed herewith:

Exhibit  
Number

(99.1) [Press Release of The Marcus Corporation, dated September 17, 2020, regarding the pricing of the Offering](#)  
(104) Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**Forward-looking statements**

*Certain matters discussed in this Report are “forward-looking statements” intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements concerning the expected closing of the Offering, the capped call transactions and the expected use of proceeds from the Offering. Forward-looking statements may generally be identified as such because the context of such statements include words such as we “believe,” “anticipate,” “expect” or words of similar import. These statements involve risks and uncertainties that could cause actual results to differ materially from those that we expect. For information about other potential factors that could affect the Company’s business and financial results, please review the “Risk Factors” described in Exhibit 99.2 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on September 17, 2020 and in the Company’s other filings with the SEC. The forward-looking statements made herein are made only as of the date hereof and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances, except as required by law.*

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**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.

**THE MARCUS CORPORATION**

Date: September 18, 2020

By: /s/ Douglas A. Neis  
Douglas A. Neis  
Executive Vice President, Chief Financial Officer and  
Treasurer

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**THE MARCUS CORPORATION**

100 EAST WISCONSIN AVENUE, SUITE 1900  
MILWAUKEE, WISCONSIN 53202-4125  
TELEPHONE 414-905-1000 FAX 414-905-2669

A NYSE company

**NEWS RELEASE**

For additional information, contact:

Douglas A. Neis  
(414) 905-1100

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**FOR IMMEDIATE RELEASE****THE MARCUS CORPORATION ANNOUNCES PRICING OF \$87 MILLION CONVERTIBLE SENIOR NOTES OFFERING**

**Milwaukee, September 17, 2020** ... The Marcus Corporation (NYSE: MCS) (the “Company”) announced today that it priced \$87 million aggregate principal amount of its 5.00% Convertible Senior Notes due 2025 (the “Notes”) in a private offering (the “Offering”) to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The Company has also granted the initial purchasers of the Notes an option to purchase, within a thirteen-day period beginning on, and including, the date the Company first issues the Notes, up to an additional approximately \$13 million aggregate principal amount of the Notes. The Offering is expected to close on September 22, 2020, subject to customary closing conditions.

The Notes will be senior unsecured obligations of the Company and will bear interest at a rate of 5.00% per annum, payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2021. The Notes will mature on September 15, 2025, unless earlier repurchased or converted, and the Company will not have the right to redeem the Notes prior to maturity. The initial conversion rate will be 90.8038 shares of the Company’s common stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$11.01 per share of common stock) and is subject to certain customary adjustments under the terms of the Notes. The initial conversion price of the Notes represents a premium of approximately 22.5% to the \$8.99 last reported sale price of the Company’s common stock on The New York Stock Exchange on September 17, 2020. Prior to March 15, 2025, the Notes will be convertible at the option of the holders only during certain periods and upon satisfaction of certain conditions. On or after March 15, 2025, the Notes will be convertible at the option of the holders at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Upon conversion, the Notes may be settled, at the Company’s election, in cash, shares of the Company’s common stock or a combination thereof.

If the Company undergoes certain fundamental changes, holders of the Notes may require the Company to repurchase for cash all or part of their Notes at a purchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, if a make-whole fundamental change occurs prior to the maturity date, the Company will, under certain circumstances, increase the conversion rate for holders who convert Notes in connection with such make-whole fundamental change.

The Company estimates that the net proceeds from the Offering will be approximately \$82.9 million (or approximately \$95.5 million if the initial purchasers exercise their option to purchase additional Notes in full) after deducting the initial purchasers' discount and estimated Offering expenses payable by the Company. The Company intends to use approximately \$14.7 million (or approximately \$16.9 million if the initial purchasers exercise their option to purchase additional Notes in full) of the net proceeds from the Offering to pay the cost of the capped call transactions described below. The Company intends to use any remaining net proceeds from the Offering for general corporate purposes, which may include repaying amounts under the Company's revolving credit facility.

In connection with the pricing of the Notes, the Company entered into privately negotiated capped call transactions with certain of the initial purchasers and/or their respective affiliates and/or other financial institutions (the "capped call counterparties"). The capped call transactions are expected generally to reduce the potential dilution to the Company's common stock upon any conversion of Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of such converted Notes, as the case may be, with such reduction and/or offset subject to a cap. The cap price of the capped call transactions will initially be \$17.98 per share of the Company's common stock, which represents a premium of 100.00% over the last reported sale price of the Company's common stock on the New York Stock Exchange of \$8.99 per share on September 17, 2020, and is subject to certain adjustments under the terms of the capped call transactions. If the initial purchasers of the Notes exercise their option to purchase additional Notes, the Company expects to enter into additional capped call transactions with the capped call counterparties.

In connection with establishing their initial hedges of the capped call transactions, the capped call counterparties have advised the Company that they and/or their respective affiliates expect to enter into various derivative transactions with respect to the Company's common stock and/or purchase shares of the Company's common stock concurrently with or shortly after the pricing of the Notes. This activity could increase (or reduce the size of any decrease in) the market price of the Company's common stock or the Notes at that time.

In addition, the capped call counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to the Company's common stock and/or purchasing or selling the Company's common stock or other securities of the Company in secondary market transactions following the pricing of the Notes and prior to the maturity of the Notes. This activity could also cause or avoid an increase or a decrease in the market price of the Company's common stock or the Notes, which could affect the ability of noteholders to convert the Notes, and, to the extent the activity occurs following conversion or during any observation period related to a conversion of the Notes, it could affect the number of shares of the Company's common stock and value of the consideration that noteholders will receive upon conversion of the Notes.

The Notes and any shares of the Company's common stock issuable upon conversion of the Notes have not been, and will not be, registered under the Securities Act, or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and the rules promulgated thereunder and applicable state securities laws. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act.

This press release does not and shall not constitute an offer to sell or the solicitation of an offer to buy any Notes or shares of the Company's common stock, nor shall there be any offer, solicitation or sale of notes or such common stock in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering may be made only by means of an offering memorandum.

## **About The Marcus Corporation**

Headquartered in Milwaukee, The Marcus Corporation is a leader in the lodging and entertainment industries, with significant company-owned real estate assets. The Marcus Corporation's theatre division, Marcus Theatres<sup>®</sup>, is the fourth largest theatre circuit in the U.S. and currently owns or operates 1,110 screens at 91 locations in 17 states under the Marcus Theatres, Movie Tavern<sup>®</sup> by Marcus and BistroPlex<sup>®</sup> brands. The Company's lodging division, Marcus<sup>®</sup> Hotels & Resorts, owns and/or manages 18 hotels, resorts and other properties in eight states.

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