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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): December 16, 2022**

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**Legacy FSRD, Inc.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40032**  
(Commission  
File Number)

**85-3692788**  
(IRS Employer  
Identification No.)

**113 N. May Street**  
**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60607**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (312) 319-1060**

(Former Name or Former Address, if Changed Since Last Report)

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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(s)	Name of each exchange on which registered
None		

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.

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## **Item 2.01 Completion of Acquisition or Disposition of Assets.**

As previously disclosed, on November 7, 2022, Fast Radius, Inc. (together with its subsidiaries, “Fast Radius” or the “Company”) filed voluntary petitions under Chapter 11 of Title 11 of the United States Code. The filing was made in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Chapter 11 proceedings are being jointly administered under the caption *In re Fast Radius, Inc., et al.*, Case No. 22-11051 (the “Chapter 11 Cases”).

On December 8, 2022, the Company entered into an Asset Purchase Agreement (the “Purchase Agreement”) with SyBridge Digital Solutions LLC (the “Purchaser”) to sell substantially all of the Company’s assets to the Purchaser pursuant to a sale conducted under Section 363 of the U.S. Bankruptcy Code (the “Asset Sale”). On December 12, 2022, the Bankruptcy Court approved the Asset Sale to the Purchaser pursuant to the Purchase Agreement.

Pursuant to the Purchase Agreement, the Asset Sale was consummated on December 16, 2022.

The material terms of the Purchase Agreement were previously reported in Item 1.01 of the Company’s current report on Form 8-K filed on December 14, 2022, which is incorporated herein by reference. The foregoing descriptions of the Purchase Agreement and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to the full text of the Purchase Agreement, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference in this Item 2.01.

Additional information regarding the Asset Sale and the Company’s reorganization under Chapter 11 of the U.S. Bankruptcy Code can be found in the main case docket for the Chapter 11 Cases. The Company cautions that trading in its securities during the pendency of the Chapter 11 Cases is highly speculative and poses substantial risks. Trading prices for the Company’s securities may bear little or no relationship to the actual recovery, if any, by holders of the Company’s securities in the Chapter 11 Cases. Based upon the current proceeds available from the Asset Sale pursuant to the Purchase Agreement, after payment to the Company’s superpriority lenders, the other secured lenders and the payment of other liabilities, there will not be any proceeds available for distribution to the holders of the Company’s common stock.

## **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 16, 2022, the Company filed an amendment to its Certificate of Incorporation (the “Certificate Amendment”) with the Secretary of the State of Delaware in order to change its name to “Legacy FSRD, Inc.”

The description of the Certificate Amendment is qualified in its entirety by the full text of the Certificate Amendment, which is attached hereto as Exhibit 3.1 to this Report and is incorporated herein by reference.

### ***Cautionary Note Regarding Forward-Looking Statements***

This current report on Form 8-K contains certain forward-looking statements within the meaning of the federal securities laws. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “scales,” “representative of,” “valuation,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this current report on Form 8-K, including but not limited to: (i) the Company’s ability to obtain timely approval of the Bankruptcy Court with respect to motions filed in the Chapter 11 Cases, including the Bankruptcy Court’s approval of the Asset Sale to the Purchaser; (ii) objections to the pleadings filed that could protract the Chapter 11 Cases; (iii) the Bankruptcy Court’s rulings in the Chapter 11 Cases, including the outcome of the Chapter 11 Cases generally; (iv) the Company’s ability to obtain a timely sale of all of its assets or approval of a plan of reorganization, including the ability to consummate the Asset Sale of substantially all of the Company’s assets to the Purchaser; (v) the length of time that the Company will operate under Chapter 11 protection and the continued availability of operating capital during the pendency of the Chapter 11 Cases; (vi) the Company’s ability to continue to operate its business during the pendency of the Chapter 11 Cases; (vii) employee attrition and the Company’s ability to retain senior management and other key

personnel due to the distractions and uncertainties; (viii) the effectiveness of the overall restructuring activities pursuant to the Chapter 11 Cases and any additional strategies the Company may employ to address its liquidity and capital resources; (ix) the actions and decisions of creditors and other third parties that have an interest in the Chapter 11 Cases; (x) increased legal and other professional costs necessary to execute the Company's restructuring; (xi) the Company's ability to maintain relationships with suppliers, customers, employees and other third parties and regulatory authorities as a result of the Chapter 11 Cases; (xii) the trading price and volatility of the Company's common stock and warrants and the effects of the delisting from The Nasdaq Stock Market; (xiii) litigation and other risks inherent in a bankruptcy process; (xiv) the impact of uncertainty regarding the Company's ability to continue as a going concern on our liquidity and prospects; and (xv) risks related to our ability to secure working capital. The foregoing list of factors is not exhaustive. Additionally, the Chapter 11 Cases may result in holders of the Company's securities receiving no value for their interests. Because of such a possibility, the value of these securities is highly speculative and may pose substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by holders thereof in the Chapter 11 Cases. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities. You should carefully consider the foregoing factors and the other risks and uncertainties more fully described in Fast Radius' filings with the Securities and Exchange Commission, including its Form 10-K for the year ended December 31, 2021 and Forms 10-Q for the quarters ended March 31, 2022, June 30, 2022 and September 30, 2022 and other periodic reports. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Fast Radius assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Fast Radius does not give any assurance that it will achieve its expectations.

## **Item 9.01 Financial Statements and Exhibits**

### **(b) Pro Forma Financial Information.**

The Company is currently unable to prepare pro forma financial information reflecting the transaction described in Item 2.01 of this current report on Form 8-K without unreasonable effort or expense, and therefore such information is not reasonably available to the Company within the meaning of Rule 12b-21 under the Exchange Act. As a debtor-in-possession under the Bankruptcy Code, the Company files publicly available monthly operating reports with the Bankruptcy Court, which reports include financial statements that are limited in scope and prepared solely for the purpose of complying with requirements of the Bankruptcy Court. The Company cautions investors and potential investors not to place undue reliance upon the information contained in the monthly operating reports, which are not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Company.

### **(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment of Certificate of Incorporation of Fast Radius, Inc.</a>
10.1	<a href="#">Asset Purchase Agreement, dated December 8, 2022, by and among SyBridge Digital Solutions LLC, Fast Radius, Inc., Fast Radius Operations, Inc. and Fast Radius Pte. Ltd. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2022).</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

**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 thereunto duly authorized.

Legacy FSRD, Inc.

Date: December 16, 2022

By: /s/ Pat McCusker  
Pat McCusker  
Authorized Officer

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
FAST RADIUS, INC.**

Pursuant to § 242 of the General Corporation Law  
of the State of Delaware

December 16, 2022

Fast Radius, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify that:

First: Article FIRST of the Corporation’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) is hereby amended and restated in its entirety as follows:

“FIRST: The name of the corporation is Legacy FSRD, Inc. (the “*Corporation*”).”

Second: The foregoing amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Third: All other provisions of the Certificate of Incorporation, as currently on file with the Secretary of State of the State of Delaware, shall remain in full force and effect.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be executed as of the date first set forth above.

**FAST RADIUS, INC.**

By: /s/ Pat McCusker  
Name: Pat McCusker  
Title: President, Interim Chief Financial Officer

*[Signature Page to Certificate of Amendment]*