

**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): **November 15, 2021**

East Resources Acquisition Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39403
(Commission File Number)

85-1210472
(I.R.S. Employer Identification No.)

7777 NW Beacon Square Boulevard
Boca Raton, Florida
(Address of Principal Executive Offices)

33487
(Zip Code)

(561) 826-3620
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements 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
Units, each consisting of one share of Class A common stock and one-half of one warrant	ERESU	The NASDAQ Stock Market LLC
Class A common stock, par value \$0.0001 per share	ERES	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	ERESW	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 4.02 Non-Reliance on Previously Issued Financial Statement or Related Audit Report or Completed Interim Review.

In light of recent guidance, the management of East Resources Acquisition Company (the “**Company**”) has re-evaluated the Company’s application of ASC 480-10-S99-3A to its accounting classification of the redeemable shares of Class A common stock, par value \$0.0001 per share (the “**Public Shares**”), issued as part of the units sold in the Company’s initial public offering (the “**IPO**”) on July 27, 2020. Historically, a portion of the Public Shares was classified as permanent equity to maintain net tangible assets greater than \$5,000,000 on the basis that the Company will consummate its initial business combination only if the Company has net tangible assets of at least \$5,000,001. Pursuant to such re-evaluation, the Company’s management has determined that the Public Shares include certain provisions that require classification of the Public Shares as temporary equity regardless of the minimum net tangible assets required to complete the Company’s initial business combination.

On November 15, 2021, the Company’s management and the Audit Committee of the Company’s board of directors (the “**Audit Committee**”) concluded that, in light of recent guidance, it is appropriate to restate the Company’s previously issued audited financial statements as of July 27, 2020; for the period from May 22, 2020 (inception) through December 31, 2020, the Company’s unaudited quarterly financial statements as of September 30, 2020 included in the Company’s quarterly report on Form 10-Q filed with the SEC on November 16, 2020, the Company’s unaudited quarterly financial statements as of March 31, 2021 included in the Company’s quarterly report on Form 10-Q filed with the SEC on July 16, 2021 and the Company’s unaudited quarterly financial statements as of June 30, 2021 included in the Company’s quarterly report on Form 10-Q filed with the SEC on August 17, 2021 (the “**Non-Reliance Financial Statements**”).

Considering such restatement, the Non-Reliance Financial Statements should no longer be relied upon. As such, the Company has restated its financial statements for the periods affected by the Non-Reliance Financial Statements in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 (the “**Q3 Form 10-Q**”), as described therein. The Company’s remediation plan with respect to such material weakness is described in more detail in the Q3 Form 10-Q.

The Company does not expect any of the above changes will have any impact on its cash position and cash held in the trust account established in connection with the IPO.

The Company’s management and the Audit Committee have discussed the matters disclosed in this Current Report on Form 8-K pursuant to this Item 4.02 with Marcum LLP, the Company’s independent registered accounting firm.

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.

East Resources Acquisition Company

Date: November 16, 2021

By: /s/ Gary L. Hagerman, Jr.
Name: Gary L. Hagerman, Jr.
Title: Chief Financial Officer and Treasurer