

**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): **May 19, 2022**

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed in the Form 12b-25 filed on May 16, 2022 by East Resources Acquisition Company (the “**Company**”) with Securities Exchange Commission (the “**SEC**”), the Company was unable to file its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022 (the “**Form 10-Q**”) by the required due date of May 16, 2022 because the Company’s auditor could not complete its review of the Form 10-Q in a timely fashion.

In connection with the foregoing, on May 19, 2022, the Company received a notice (the “**Notice**”) from the Listing Qualifications Department of The NASDAQ Stock Market LLC (“**NASDAQ**”) stating that the Company is not in compliance with NASDAQ Listing Rule 5250(c)(1) (the “**Rule**”) because it had not timely filed the Form 10-Q with the SEC. The Rule requires listed companies to timely file all required periodic financial reports with the SEC.

Under NASDAQ rules, the Company has until June 21, 2022, to submit a plan to regain compliance with the Rule. If NASDAQ accepts the Company’s plan, then NASDAQ may grant an exception, until October 12, 2022 to regain compliance. The Company is working diligently to complete and file the Form 10-Q as soon as reasonably practicable with the intention of regaining compliance.

The Notice has no immediate effect on the listing or trading of the Company’s securities. However, if the Company fails to timely regain compliance with the Rule, the Company’s securities will be subject to delisting from the NASDAQ Capital Market.

Item 8.01 Other Events.

On May 23, 2022, the Company issued a press release announcing its receipt of the Notice. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release, dated May 23, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 23, 2022

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

**EAST RESOURCES ACQUISITION COMPANY RECEIVES EXPECTED NOTICE
FROM NASDAQ REGARDING DELAYED QUARTERLY REPORT**

BOCA RATON, Fla. – (BUSINESS WIRE) – East Resources Acquisition Company (NASDAQ: ERES) (the “Company”) today announced that, on May 19, 2022, it received a notice (the “Notice”) from the Listing Qualifications Department of The NASDAQ Stock Market LLC (“NASDAQ”) stating that the Company is not in compliance with NASDAQ Listing Rule 5250(c)(1) (the “Rule”) because the Company failed to timely file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (the “Form 10-Q”) with the Securities and Exchange Commission (“SEC”). The Notice has no immediate effect on the listing or trading of the Company’s securities on the NASDAQ.

As previously disclosed in the Form 12b-25 filed on May 16, 2022 by the Company, the Company was unable to file the Form 10-Q by the required due date of May 16, 2022 because the Company’s auditor could not complete its review of the Form 10-Q in a timely fashion.

Under NASDAQ rules, the Company has until June 21, 2022, to submit a plan to regain compliance with the Rule. If NASDAQ accepts the Company’s plan, then NASDAQ may grant an exception until October 12, 2022 to regain compliance. The Company is working diligently to complete and file the Form 10-Q as soon as reasonably practicable with the intention of regaining compliance.

ABOUT EAST RESOURCES ACQUISITION COMPANY

East Resources Acquisition Company, led by Terrence (Terry) M. Pegula, is a blank check company formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses in the energy industry in North America.

FORWARD-LOOKING STATEMENTS

This press release contains statements that constitute “forward-looking statements.” Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

SOURCE East Resources Acquisition Company

CONTACTS

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