

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): February 11, 2022

RumbleOn, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-38248
(Commission File Number)

46-3951329
(I.R.S. Employer
Identification No.)

901 W. Walnut Hill Lane
Irving, Texas
(Address of principal executive offices)

75038
(Zip Code)

Registrant's telephone number, including area code (214) 771-9952

(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(s)	Name of each exchange on which registered
Class B Common Stock, \$0.001 par value	RMBL	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 11, 2022, RumbleOn, Inc. (the "Company") appointed Peter Levy, the President of the Company, to also serve as Chief Operating Officer of the Company, effective immediately.

Biographical and executive compensation information regarding Mr. Levy is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 20, 2021 under the captions "Proposal 1: Director Election Proposal" and "Executive Compensation," and is incorporated herein by reference.

There are no related party transactions between the Company and Mr. Levy requiring disclosure under Item 404 of Regulation S-K.

Also, on February 11, 2022, the Company received a letter from William Coulter, a director and the Executive Vice Chairman of the Company, notifying the Company that he was terminating his Employment Agreement with the Company and resigning as a director, effective immediately, alleging termination for good reason due to material reductions or diminutions by the Company of his authorities, duties, and responsibilities. The Company disagrees with Mr. Coulter's claim. Also, Mr. Coulter stepped down from all other officer and director positions of the Company and its subsidiaries, effective immediately.

Also, on February 11, 2022, the Company received a letter from Mark Tkach, a director and the Chief Operating Officer of the Company, notifying the Company that he was terminating his Employment Agreement with the Company and resigning as a director, effective immediately, alleging termination for good reason due to material reductions or diminutions by the Company of his authorities, duties, and responsibilities. The Company disagrees with Mr. Tkach's claim. Also, Mr. Tkach stepped down from all other officer and director positions of the Company and its subsidiaries, effective immediately.

Item 9.01. Financial Statements and Exhibits.

17.1 [Letter from William Coulter](#)

17.2 [Letter from Mark Tkach](#)

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.

Date: February 14, 2022

RUMBLEON, INC.

By: /s/ Marshall Chesrown
Marshall Chesrown
Chief Executive Officer

February 11, 2022

RumbleOn, Inc.
901 W. Walnut Hill Lane #305C
Irving, TX 75038

Marshall Chesrown:

Reference is made to that certain Employment Agreement dated as of August 31, 2021 (the "Employment Agreement"). Capitalized terms not otherwise defined herein shall have the meanings given to them in the Employment Agreement.

I hereby give notice, effective immediately, to terminate the Employment Agreement for Good Reason pursuant to Section 4(c)(A) of the Employment Agreement as a result of the material reduction or diminution by the Company of my authorities, duties, and responsibilities. As a result, I will no longer serve as Executive Vice Chairman of the Company and as a director of the Company, effective immediately. Furthermore, for the same reasons, I hereby step down from each and every position that I hold as a director, manager, officer, dealer operator, or authorized person with each entity listed on Schedule A hereto.

Please note that, pursuant to the Employment Agreement, I understand that I am entitled to payment of the Accrued Obligations, as well as Termination Compensation, as if I had been terminated by the Company without Cause. Please tender all such payments at such times and in such amounts as set forth in the Employment Agreement.

Nothing in this letter should be construed as a waiver of any rights or remedies under the Employment Agreement, at law, or in equity, and all such rights are specifically reserved.

Sincerely,

/s/ William Coulter

William Coulter

cc: Stephen R. Boatwright, Esq.

Schedule A

1. Bayou Motorcycles LLC
2. INDTUC, LLC
3. Ride Now 5 Allen LLC
4. Ride Now-Carolina, LLC
5. RN-Gainesville, LLC
6. RNKC LLC
7. TC Motorcycles LLC
8. BJ Motorsports, LLC
9. C&W Motors, Inc.
10. Coyote Motorsports-Allen, Ltd.
11. Coyote Motorsports-Garland, Ltd.
12. DHD Allen, LLC
13. DHD Garland, LLC
14. DLV Motorcycles, LLC
15. East Valley Motorcycles, LLC
16. ECHD Motorcycles, LLC
17. Glendale Motorcycles, LLC
18. IOT Motorcycles, LLC
19. J.J.B. Properties, LLC
20. Metro Motorcycle, Inc.
21. RHND Ocala, LLC
22. RN Tri-Cities LLC
23. Ride Now, LLC
24. Ride USA, LLC
25. RNAJ, LLC
26. RNMCMC Daytona, LLC
27. Top Cat Enterprises, LLC
28. Tucson Motorcycles, Inc.
29. Tucson Motorsports, Inc.
30. YSA Motorsports, LLC
31. CMG Powersports, Inc.
32. America's PowerSports, Inc.
33. North County 355 Holdings, Inc.
34. San Diego House of Motorcycles, LLC
35. Fun Center 355 Holdings, Inc.
36. Woods Fun Center, LLC
37. APS Austin Holdings, LLC
38. APS Texas Holdings, LLC
39. APS of Texas, LLC
40. Fort Thunder 355 Holdings, Inc.
41. APS of Oklahoma, LLC
42. Powder Keg 355 Holdings, Inc.
43. APS of Ohio, LLC
44. Georgetown 355 Holdings, Inc.
45. APS of Georgetown, LLC
46. RO Fairwinds, LLC



February 10, 2022

RumbleOn, Inc.
901 W. Walnut Hill Lane #305C
Irving, TX 75038

Marshall Chesrown:

Reference is made to that certain Employment Agreement dated as of August 31, 2021 (the "Employment Agreement"). Capitalized terms not otherwise defined herein shall have the meanings given to them in the Employment Agreement.

I hereby give notice, effective immediately, to terminate the Employment Agreement for Good Reason pursuant to Section 4(c)(A) of the Employment Agreement as a result of the material reduction or diminution by the Company of my authorities, duties, and responsibilities. As a result, I will no longer serve as Chief Operating Officer of the Company and as a director of the Company, effective immediately. Furthermore, for the same reasons, I hereby step down from each and every position that I hold as a director, manager, officer, dealer operator, or authorized person with each entity listed on Schedule A hereto.

For the avoidance of doubt, I will remain the Sellers' Representative for purposes of the Plan of Merger and Equity Purchase Agreement dated March 12, 2021.

Please note that, pursuant to the Employment Agreement, I understand that I am entitled to payment of the Accrued Obligations, as well as Termination Compensation, as if I had been terminated by the Company without Cause. Please tender all such payments at such times and in such amounts as set forth in the Employment Agreement.

Nothing in this letter should be construed as a waiver of any rights or remedies under the Employment Agreement, at law, or in equity, and all such rights are specifically reserved.

Sincerely,

/s/ Mark Tkach

Mark Tkach

cc: Stephen R. Boatwright, Esq.

Schedule A

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