



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 1.01 Entry into a Material Definitive Agreement.

On August 15, 2018, GulfMark Energy, Inc. (“GulfMark”), a wholly owned subsidiary of Adams Resources & Energy, Inc. (the “Company”) entered into a Purchase and Sale Agreement (the “Purchase Agreement”), between GulfMark and ARB Oklahoma Holdings, LLC (“ARB”) pursuant to which GulfMark will acquire 100% of the issued and outstanding equity interests of Red River Vehicle Holdings, LLC (“Red River”), for approximately \$10 million, subject to customary post-closing adjustments.

Closing of the transaction is subject to customary conditions, including third-party consents, entry into certain ancillary agreements, waiver and release of certain liens on Red River’s equity interests, absence of any material adverse effects (as defined in the Purchase Agreement), and certain other closing conditions. Closing is expected to occur in the fourth quarter of 2018, contingent upon satisfaction of such closing conditions.

Pursuant to the Purchase Agreement, the purchase price is subject to customary post-closing adjustment provisions, including adjustments for any inventory defects. The Purchase Agreement contains customary representations and warranties of GulfMark and Red River and indemnification provisions.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

As permitted by Item 9.01(a)(4) of Form 8-K, the Company intends to file the historical financial statements required by Item 9.01(a) of Form 8-K as an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed. The Company intends to submit to the Securities and Exchange Commission a waiver request pursuant to Rule 3-13 of Regulation S-X in order to seek relief from the requirements under Rule 3-05 and Article 11 of Regulation S-X to file audited financial statements related to GulfMark’s acquisition of the equity interests in Red River.

(b) Pro Forma Financial Information.

As permitted by Item 9.01(b)(2) of Form 8-K, the Company intends to file the pro forma financial information required by Item 9.01(b) of Form 8-K as an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed. The Company intends to submit to the Securities and Exchange Commission a waiver request pursuant to Rule 3-13 of Regulation S-X in order to seek relief from the requirements under Rule 3-05 and Article 11 of Regulation S-X to file the related pro forma financial information in connection with GulfMark’s acquisition of the equity interests in Red River.

(d) Exhibits.

99.1 Press Release dated August 15, 2018 issued by Adams Resources & Energy, Inc.

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.

ADAMS RESOURCES & ENERGY, INC.

Date: August 15, 2018 By: /s/ Tracy E. Ohmart  
Tracy E. Ohmart  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)