

**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): October 4, 2022

GREENIDGE GENERATION HOLDINGS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40808
(Commission
File Number)

86-1746728
(IRS Employer
Identification No.)

**135 Rennell Drive, 3rd Floor
Fairfield, Connecticut**
(Address of Principal Executive Offices)

06890
(Zip Code)

Registrant's telephone number, including area code: (203) 718-5960

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	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	GREE	Nasdaq Global Select Market
8.50% Senior Notes due 2026	GREEL	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934:

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 2.02 Results of Operations and Financial Condition.

On October 7, 2022, Greenidge Generation Holdings Inc. (the “Company”) issued a press release announcing selected preliminary estimated unaudited financial and operating results for the three months ended September 30, 2022. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference into this Item 2.02.

The information in this Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall either be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific references in such a filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 4, 2022, the board of directors (the “Board”) of the Company approved the appointment of David Anderson as the Company’s new Chief Executive Officer (“CEO”) and member of the Board and Scott MacKenzie as the Company’s Chief Strategy Officer, each effective as of the start of October 8, 2022. The Board also approved the mutual agreement between the Company and Jeffrey Kirt, the Company’s current CEO, that Mr. Kirt would resign from his roles as CEO and member of the Board, effective as of the end of October 7, 2022. Such resignation is not because of any disagreement with the Company regarding its operations, policies or practices.

Mr. Anderson, 49, has served as President and CEO of Millar Western Forest Products, a privately held, integrated forest products company based in Alberta, Canada, since January 2020, and previous to that in various roles with Millar Western, including as its Chief Operating Officer from 2018 to 2019 and as its Chief Financial Officer from 2016 to 2018. Mr. Anderson also serves as a member of Millar Western’s board of directors. Mr. Anderson earned a Bachelor of Science in Forestry and a Master of Business Administration from the University of Alberta and has been a CFA charterholder since 2016.

Mr. MacKenzie, 46, has served as the Vice President, Corporate Development for Millar Western since June 2019. From June 2016 to June 2019, Mr. MacKenzie was the Director, Corporate Development and Strategic Planning at Stuart Olson, Inc., a construction services company based in Alberta, Canada. Prior to joining Stuart Olson, Mr. MacKenzie held various senior management roles with the ACTCO Group, an engineering and logistics company listed on the Toronto Stock Exchange. Mr. MacKenzie earned a Bachelor of Engineering from Lakehead University and a Master of Business Administration with a focus in finance and international business from the University of Alberta.

In connection with their employment by the Company, Messrs. Anderson and MacKenzie each entered into an Offer Letter with the Company, dated October 7, 2022. Pursuant to the Offer Letters, in addition to the stock option awards described below, Messrs. Anderson and MacKenzie will each receive a base salary in the amount of \$400,000, in the case of Mr. Anderson, or \$180,000, in the case of Mr. MacKenzie, and an annual target bonus equal to 50% of base salary, subject to such terms and performance conditions as determined by the Board.

In addition, as an inducement for Messrs. Anderson and MacKenzie to enter into employment with the Company, in accordance with Nasdaq Listing Rule 5635(c)(4), the Company’s Compensation Committee approved grants of stock options (“Options”) to each of Messrs. Anderson and MacKenzie pursuant to a Stock Option Inducement Award Agreement. The Options granted to Mr. Anderson are exercisable for 1,852,812 shares of the Company’s Class A common stock (“Shares”) and the Options granted to Mr. MacKenzie are exercisable for 1,224,030 Shares. The Options will be granted on October 10, 2022 and have an exercise price equal to the closing price of a Share on the grant date. The Options will vest in equal annual installments on each of the first, second and third anniversaries of the grant date, subject to Messrs. Anderson’s and MacKenzie’s continued service to the Company through the applicable vesting dates, respectively.

There are no understandings or arrangements between Messrs. Anderson or MacKenzie and any other person pursuant to which Mr. Anderson was appointed to serve as CEO and Mr. MacKenzie was appointed to serve as Chief Strategy Officer. There are no existing relationships between Messrs. Anderson or MacKenzie and any person that would require disclosure pursuant to Item 404(a) of Regulation S-K or any familial relationships that would require disclosure under Item 401(d) of Regulation S-K.

The Company expects to enter into an agreement with Mr. Kirt in connection with his transition from CEO to consultant. The material terms of this agreement will be disclosed upon its finalization.

As was included in the Company's Quarterly Report on Form 10-Q for the period ending June 30, 2022, to ensure continuity of the Company's management, on August 12, 2022, the Board approved, and the Company entered into, an Employment Agreement with Dale Irwin, the Company's President. Mr. Irwin's Employment Agreement provides that Mr. Irwin will be eligible for (i) an annual base salary of \$450,000 and (ii) a target annual bonus opportunity of up to 50% of Mr. Irwin's annual base salary, 50% of which will be paid in restricted stock units under the Plan ("RSUs"), vesting in equal annual installments on the first three anniversaries of the grant date, subject to Mr. Irwin's continued employment through each vesting date and otherwise subject to approval by the Board and the terms and conditions of the Plan. If Mr. Irwin's employment with the Company is terminated by the Company without Cause or Mr. Irwin resigns with Good Reason (as each term is defined in the Employment Agreement), in addition to any accrued base salary through and including the date of termination and any amounts or benefits required to be paid or provided under applicable law or accrued and vested under the benefit plans of the Company (the "Accrued Amounts"), Mr. Irwin will be entitled to receive, subject to execution of a release and compliance with restrictive covenants: (i) continued payment of his annual base salary for a period of 12 months following the date of termination; (ii) Company-subsidized COBRA coverage equal to the same portion of the monthly premium the Company pays for active employees until the earlier of (x) the one-year anniversary of the date of termination or (y) the date Mr. Irwin becomes eligible for health insurance coverage under the health plan of another employer; (iii) an amount equal to 100% of Mr. Irwin's target annual bonus opportunity for the fiscal year in which the termination of employment occurs, payable on the first anniversary of the date of termination; (iv) any earned but unpaid annual bonus for the completed fiscal year that ended prior to the fiscal year in which the termination of employment occurs, payable on the date such annual bonuses are paid to similarly situated employees of the Company; and (v) continued vesting of any time-vesting RSUs that would have vested in the 12-month period following the date of termination. If Mr. Irwin's employment is terminated due to death or Disability (as defined in the Employment Agreement), Mr. Irwin will be entitled to receive, subject to execution of a release and compliance with restrictive covenants, (a) the Accrued Amounts, (b) accelerated vesting of all outstanding unvested RSUs representing the deferred portion of Mr. Irwin's annual bonus for prior years and (c) pro rata vesting of any time-vesting RSUs based on the period employed prior to termination.

A copy of the press release announcing Mr. Kirt's transition and Messrs. Anderson's and MacKenzie's appointments and their inducement awards is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is not incorporated herein by reference into this Item 5.02. The form of Stock Option Inducement Award Agreement pursuant to which the Options will be granted will be filed with the Company's next annual report on Form 10-K. The above description of the Employment Agreement is a summary, and the full text of the agreement was filed with the Company's Form 10-Q, filed with the Securities and Exchange Commission on August 15, 2022.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Greenidge Generation Holdings Inc. Press Release, dated October 7, 2022
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

Signature(s)

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.

GREENIDGE GENERATION HOLDINGS INC.

Dated: October 7, 2022

By: /s/ Robert Loughran
Robert Loughran
Chief Financial Officer

Greenidge Generation Announces Leadership Transition, Board Changes and Selected Preliminary Financial and Operating Results for Third Quarter 2022

Leadership Transition

- Jeffrey Kirt to resign from his roles as CEO and Director, effective October 7, 2022
- David Anderson appointed as CEO and Director, effective October 8, 2022
- Scott MacKenzie appointed as Chief Strategy Officer, effective October 8, 2022

Third Quarter 2022 Highlights

- Expects Revenue of approximately \$29 million for the third quarter of 2022
- Expects GAAP net loss in a range of approximately \$(22) million to \$(20) million for the quarter
- Expects Adjusted EBITDA of approximately \$(3) million to approximately \$(1) million for the quarter
- Expects LTM Adjusted EBITDA of \$28 million to \$30 million
- Produced approximately 866 bitcoin during the third quarter, of which approximately 278 were produced in September 2022
- Power plant uptime of 100.0% in third quarter, 99.9% YTD, and 98.4% LTM, including downtime for scheduled maintenance outages
- Mining capacity of approximately 2.4 EH/s from approximately 24,500 miners in service as of September 30, 2022
- Approximately \$39 million in cash and fair value of cryptocurrency holdings at September 30, 2022.

Adjusted EBITDA and last twelve months (“LTM”) Adjusted EBITDA are non-GAAP measures. See the tables attached to this press release for a reconciliation from GAAP to non-GAAP measures and “*Use of Non-GAAP Information*” below for more details.

Fairfield, Conn. – October 7, 2022 – Greenidge Generation Holdings Inc. (NASDAQ: GREE) (“Greenidge”), a vertically integrated cryptocurrency datacenter and power generation company, today announced its Board of Directors appointed David Anderson to the position of Chief Executive Officer and Scott MacKenzie to the position of Chief Strategy Officer, each effective starting October 8, 2022. Upon assuming the role, Mr. Anderson will also join Greenidge’s Board of Directors. As a material inducement to their employment with Greenidge, each of Messrs. Anderson and MacKenzie will receive an equity award that aligns Messrs. Anderson and MacKenzie with Greenidge’s stockholders by making a meaningful portion of their compensation tied to the upward trajectory of Greenidge’s stock price. These grants are made in accordance with Nasdaq Listing Rules as described below. Greenidge also announced the mutual agreement between Greenidge and Jeffrey Kirt, Greenidge’s current CEO, that Mr. Kirt will resign from his roles as CEO and Director, effective as of the end of the day October 7, 2022. Mr. Kirt will remain a consultant to Greenidge during a transition period and continue in his role as a senior advisor to Atlas Holdings LLC.

“Over the past 18 months, our team at Greenidge Generation has taken several significant steps to become a leading vertically integrated cryptocurrency datacenter and environmentally-sound power generation company, and I am extremely proud of our work,” said Jeffrey Kirt. “We’ve become a public company, strengthened our management team and workforce, significantly improved our fleet efficiency, expanded our geographic footprint and identified several new opportunities for strategic growth. I am pleased to pass the baton now to Dave and Scott, whose extensive experience in successfully running and improving commodities businesses, executing capital projects and delivering reliable, low-cost power generation will serve Greenidge well.”

Tim Fazio, Chairman of the Board, commented, “the entire Board of Greenidge thanks Jeff for his steady leadership during his tenure as our CEO. We are extremely fortunate to have Dave and Scott join Greenidge, and partner with our President, Dale Irwin, and our entire team as we work to navigate these exciting and challenging times for the cryptocurrency and power generation industries. Greenidge is a unique success story, particularly given the broader current market headwinds. We look forward to working with Dave, Scott and Dale to lead the business in the months and years to come.”

About David Anderson

David Anderson is a well-respected business leader with a demonstrated track record of business growth and value generation. Since January 2020, Mr. Anderson has served as the President and Chief Executive Officer of Millar Western Forest Products, a privately held, integrated forest products company based in Alberta, Canada. Prior to being appointed President and CEO of Millar Western, Mr. Anderson spent 14 years with Millar Western in various roles, including as its Chief Operating Officer and Chief Financial Officer, during which time he garnered extensive experience in all aspects of the business, from product marketing and development through finance to the executive management of operations. Mr. Anderson also serves as a member of Millar Western’s board of directors. Mr. Anderson earned a Bachelor of Science in Forestry and a Master of Business Administration from the University of Alberta and has been a CFA charterholder since 2016.

About Scott MacKenzie

Scott MacKenzie is an experienced leader with extensive mergers and acquisitions, business development and strategic planning experience. Mr. MacKenzie has served as the Vice President, Corporate Development for Millar Western since June 2019. From June 2016 to June 2019, Mr. MacKenzie was the Director, Corporate Development and Strategic Planning at Stuart Olson Inc., one of the largest construction services companies in Canada. Prior to joining Stuart Olson, Mr. MacKenzie held various senior management roles with the ATCO Group, an engineering and logistics company listed on the Toronto Stock Exchange. Mr. MacKenzie earned a Bachelor of Engineering from Lakehead University and a Master of Business Administration with a focus in finance and international business from the University of Alberta.

Grant of Employment Inducement Awards

As an inducement for Messrs. Anderson and MacKenzie to enter into employment with Greenidge, in accordance with Nasdaq Listing Rule 5635(c)(4), Greenidge's Compensation Committee approved grants of stock options ("Options") to each of Messrs. Anderson and MacKenzie. The Options granted to Mr. Anderson are exercisable for 1,852,812 shares of Greenidge's Class A common stock ("Shares") and the Options granted to Mr. MacKenzie are exercisable for 1,224,030 Shares. The options will be granted on October 10, 2022 and will have an exercise price equal to the closing price of a Share on the grant date. The Options will vest in equal annual installments on each of the first, second and third anniversaries of the grant date, subject to Messrs. Anderson's and MacKenzie's continued service through the applicable vesting dates, respectively. Neither Mr. Anderson nor Mr. MacKenzie will receive any shares or options to purchase shares of Greenidge's Class B common stock in connection with their offer of employment. Upon exercise, the Options would be dilutive of both Class A and Class B common stock.

Selected Preliminary Financial and Operating Results for Third Quarter 2022

Greenidge today also announced selected preliminary financial and operating results for the third quarter of 2022.

For the three months ended September 30, 2022, Greenidge expects to report revenue of approximately \$29 million, net loss in a range of approximately \$(22) million to approximately \$(20) million and Adjusted EBITDA in a range of approximately \$(3) million to approximately \$(1) million.

Cryptocurrency datacenter revenue is expected to be approximately \$18 million, Power and capacity revenue is expected to be approximately \$4 million and Services and other revenue is expected to be approximately \$7 million for the third quarter of 2022. Greenidge produced approximately 866 bitcoin during the third quarter of 2022 and had approximately 24,500 miners in service with approximately 2.4 EH/s of combined capacity as of September 30, 2022. Greenidge expects to report Adjusted EBITDA for the twelve months ended September 30, 2022, in a range of approximately \$28 million to approximately \$30 million.

Greenidge ended the quarter with approximately \$39 million of cash and fair value of crypto currency holdings, of which less than \$1 million was cryptocurrency holdings, and approximately \$170 million of debt, net of debt issue costs.

The power plant located at Greenidge's facility in Dresden, New York was offline zero hours during the third quarter of 2022, representing an uptime of 100.0% for the quarter and 99.9% for the nine months ended September 30, 2022. Offline hours include hours the plant is offline for scheduled maintenance. The plant's maintenance schedule currently has approximately 190 hours of planned time offline in the fourth quarter of 2022.

Preliminary Financial and Operating Results

The preliminary financial and operating results set forth above for the three months ended September 30, 2022, reflect preliminary estimates with respect to such results based solely on currently available information, which is subject to change. Readers are cautioned not to place undue reliance on such preliminary results which are unaudited and constitute forward-looking statements. Greenidge has not completed its standard closing process, including the completion of all of its controls procedures, which could identify adjustments causing the actual results to be different from the expectations presented in this release. These estimates should not be viewed as a substitute for Greenidge's full quarterly financial statements for the three months ended September 30, 2022, which will be prepared in accordance with U.S. GAAP.

About Greenidge Generation Holdings Inc.

Greenidge Generation Holdings Inc. (NASDAQ: GREE) is a vertically integrated cryptocurrency datacenter and power generation company. Greenidge is committed to 100% carbon-neutral datacenter operations at all of its locations by utilizing low-carbon sources of energy and offsetting its carbon footprint.

Forward-Looking Statements

This press release includes certain statements that may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws. These forward-looking statements involve uncertainties that could significantly affect Greenidge's financial or operating results. These forward-looking statements may be identified by terms such as "anticipate," "believe," "continue," "foresee," "expect," "intend," "plan," "may," "will," "would," "could," and "should," and the negative of these terms or other similar expressions. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Forward-looking statements in this press release include, among other things, statements regarding the business plan, business strategy and operations of Greenidge in the future. In addition, all statements that address operating performance and future performance, events or developments that are expected or anticipated to occur in the future, such as statements concerning (i) the development of facilities in South Carolina and New York, (ii) future mining capacity, (iii) future electrical capacity, (iv) future liquidity, (v) the ability to obtain future debt or equity financing, and (vi) planned offline time at Greenidge's facility in Dresden, New York are forward looking statements. Forward-looking statements are subject to a number of risks, uncertainties and assumptions. Matters and factors that could cause actual results to differ materially from those expressed or implied in such forward-looking statements include but are not limited to the matters and factors described in Part I, Item 1A. "Risk Factors" of Greenidge's Annual Report on Form 10-K for the year ended December 31, 2021, in Part II, Item 1A. "Risk Factors" of Greenidge's Quarterly Report on Form 10-Q for the period ended June 30, 2022, and its other filings with the Securities and Exchange Commission, as well as statements about or relating to or otherwise affected by the completion of management's final review of the financial results and Greenidge's other closing procedures. Consequently, all of the forward-looking statements made in this press release are qualified by the information contained under this caption. No assurance can be given that these are all of the factors that could cause actual results to vary materially from the forward-looking statements in this press release. You should not put undue reliance on forward-looking statements. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, the actual results, performance, or achievements of Greenidge could differ materially from the results expressed in, or implied by, any forward-looking statements. All forward-looking statements speak only as of the date of this press release and Greenidge does not assume any duty to update or revise any forward-looking statements included in this press release, whether as a result of new information, the occurrence of future events, uncertainties or otherwise, after the date of this press release.

Use of Non-GAAP Information

To provide investors and others with additional information regarding Greenidge's financial results, Greenidge has disclosed in this press release certain non-GAAP operating performance measures of Adjusted EBITDA and LTM Adjusted EBITDA. Adjusted EBITDA is defined as earnings before interest, taxes and depreciation and amortization, which is then adjusted for stock-based compensation and other special items determined by management, including, but not limited to costs associated with the merger with Support.com, costs of becoming a public company (which included the costs of a corporate reorganization from an LLC, public registration of shares and associated costs), business expansion costs, impairments of goodwill and long-lived assets, gains or losses from the sales of long-lived assets and remeasurement of environmental liabilities. LTM Adjusted EBITDA is Adjusted EBITDA over the last twelve-month period. These non-GAAP financial measures are a supplement to and not a substitute for or superior to, Greenidge's results presented in accordance with U.S. GAAP. The non-GAAP financial measures presented by Greenidge may be different from non-GAAP financial measures presented by other companies. Specifically, Greenidge believes the non-GAAP information provides useful measures to investors regarding Greenidge's financial performance by excluding certain costs and expenses that Greenidge believes are not indicative of its core operating results. The presentation of these non-GAAP financial measures is not meant to be considered in isolation or as a substitute for results or guidance prepared and presented in accordance with U.S. GAAP. A reconciliation of the non-GAAP financial measures to U.S. GAAP results is included herein.

Because of these limitations, EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. Greenidge compensates for these limitations by relying primarily on its GAAP results and using EBITDA and Adjusted EBITDA on a supplemental basis. You should review the reconciliation of net loss to EBITDA and Adjusted EBITDA below and not rely on any single financial measure to evaluate Greenidge's business.

The following table reconciles the expected ranges of net loss to the expected ranges of EBITDA, Adjusted EBITDA for the three months ended September 30, 2022 and LTM Adjusted EBITDA (in millions, unaudited):

Amounts denoted in millions EBITDA and Adjusted EBITDA	Q3 2022		Six Months Ended June 30, 2022	Q4 2021	Trailing 12 Months Ended Septemebr 30, 2022	
	Low	High			Low	High
Net income (loss)	\$ (22)	\$ (20)	\$ (108)	\$ (41)	\$ (171)	\$ (169)
Provision for income taxes	—	—	15	3	18	18
Interest expense, net	5	5	10	2	17	17
Depreciation and amortization	13	13	9	4	26	26
EBITDA	\$ (4)	\$ (2)	\$ (74)	\$ (32)	\$ (110)	\$ (108)
Stock-based compensation	—	—	1	2	3	3
Goodwill and long-lived asset impairment charges	—	—	71	42	113	113
Merger and other costs (a)	—	—	1	1	2	2
Expansion costs (b)	—	—	2	2	4	4
Remeasurement of environmental liability	—	—	11	4	15	15
loss on sale of long-lived assets	1	1	—	—	1	1
Adjusted EBITDA	\$ (3)	\$ (1)	\$ 12	\$ 19	\$ 28	\$ 30

(a) Merger and other costs are associated with the merger with Support.com as well as legal and other professional fees associated with the merger and becoming a public company.

(b) Expansion costs are costs associated with Greenidge's expansion into its property in South Carolina and other studies associated with possible expansion opportunities.

For further information, please contact:

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