

**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 17, 2022

LEGACY HOUSING CORPORATION

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>001-38761</u> (Commission File Number)	<u>20-2897516</u> (IRS Employer Identification No.)
<u>1600 Airport Freeway, #100, Bedford, Texas</u> (Address of Principal Executive Offices)		<u>76022</u> (Zip Code)

Registrant's Telephone Number, Including Area Code: (817) 799-4900

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 (*see* General Instruction A.2. below):

- 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:

<u>Title of each class:</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered:</u>
Common Stock (\$0.001 par value)	LEGH	NASDAQ Global Market

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.

On May 17, 2022, Legacy Housing Corporation (the “Company”) received a letter (the “Nasdaq Letter”) from The Nasdaq Stock Market LLC (“Nasdaq”) stating that because the Company has not yet filed its Quarterly Report on Form 10-Q for the period ended March 31, 2022 (the “Form 10-Q”) the Company remains in non-compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of all required periodic financial reports with the Securities and Exchange Commission. As announced on April 6, 2022, the Company had previously received a notice from Nasdaq indicating that as a result of not having timely filed its Annual Report on Form 10-K for the period ended December 31, 2021 (the “Form 10-K”), it was not in compliance with Nasdaq Listing Rule 5250(c)(1). For more information regarding the delay in filing the Form 10-K, please see the Company's Current Report on Form 8-K filed on March 31, 2022.

Under the Nasdaq Listing Rules, the Company has until May 31, 2022 to submit to Nasdaq a plan to regain compliance. If the Company is unable to file the Form 10-K and 10-Q by May 31, 2022, the Company intends to submit such a plan to Nasdaq on or before the deadline. If Nasdaq accepts the Company's plan, it can grant an exception of up to 180 calendar days from the due date of the Form 10-K, or September 27, 2022, to regain compliance. If Nasdaq does not accept the Company's plan, then the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel and any delisting or suspension action would be stayed pending the hearing and the expiration of any additional extension granted by the Nasdaq Hearings Panel.

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

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements do not convey historical information, but relate to predicted or potential future events, that are based upon management's current expectations. All statements other than statements of historical facts included in this Current Report on Form 8-K are forward-looking statements. All forward-looking statements speak only as of the date of this Current Report on Form 8-K. Except for ongoing obligations to disclose material information under the federal securities laws, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including the Company’s ability to complete its financial statements and assessment of internal controls over financial reporting and the ability of the independent registered public accounting firm, Weaver and Tidwell, LLP, to complete its audit procedures.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Legacy Housing Corporation on May 23, 2022.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

Pursuant to the requirement 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.

LEGACY HOUSING CORPORATION

Date: May 23, 2022

By: /s/ Curtis Hodgson

Name: Curtis Hodgson

Title: Executive Chairman of the Board



Legacy Housing Corporation Receives Notification of Deficiency from Nasdaq Related to Delayed Filing of Quarterly Report on Form 10-Q

BEDFORD, Texas, - On May 17, 2022, Legacy Housing Corporation (the "Company," NASDAQ: LEGH) received a notice from The Nasdaq Stock Market LLC ("Nasdaq") stating that because the Company has not yet filed its Quarterly Report on Form 10-Q for the period ended March 31, 2022 (the "Form 10-Q") the Company remains in non-compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of all required periodic financial reports with the Securities and Exchange Commission. As announced on April 6, 2022, the Company had previously received a notice from Nasdaq indicating that as a result of not having timely filed its Annual Report on Form 10-K for the period ended December 31, 2021 (the "Form 10-K"), it was not in compliance with Nasdaq Listing Rule 5250(c)(1).

Under the Nasdaq Listing Rules, the Company has until May 31, 2022 to submit to Nasdaq a plan to regain compliance. If the Company is unable to file the Form 10-K and 10-Q by May 31, 2022, the Company intends to submit such a plan to Nasdaq on or before the deadline. If Nasdaq accepts the Company's plan, it can grant an exception of up to 180 calendar days from the due date of the Form 10-K, or September 27, 2022, to regain compliance. If Nasdaq does not accept the Company's plan, then the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel and any delisting or suspension action would be stayed pending the hearing and the expiration of any additional extension granted by the Nasdaq Hearings Panel. The Company intends on filing the Form 10-K and Form 10-Q as soon as practicable in order to regain compliance.

The notice has no immediate effect on the listing or trading of the Company's common stock on The Nasdaq Global Market.

About Legacy Housing Corporation

Legacy Housing Corporation builds, sells and finances manufactured homes and "tiny houses" that are distributed through a network of independent retailers and company-owned stores and are sold directly to manufactured housing communities. We are the sixth largest producer of manufactured homes in the United States as ranked by number of homes manufactured based on the information available from the Manufactured Housing Institute. With current operations focused primarily in the southern United States, we offer our customers an array of quality homes ranging in size from approximately 390 to 2,667 square feet consisting of 1 to 5 bedrooms, with 1 to 3 1/2 bathrooms. Our homes range in price, at retail, from approximately \$22,000 to \$140,000.

Forward Looking Statements

This press release may contain forward-looking statements within the meaning of the Securities and Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control. As a result, our actual results or performance may differ materially from anticipated results or performance. Legacy Housing undertakes no obligation to update any such forward-looking statements after the date hereof, except as required by law. Investors should not place any reliance on any such forward-looking statements.

Contact:
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