
**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): July 27, 2020

Montrose Environmental Group, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39394
(Commission
File Number)

46-4195044
(I.R.S Employer
Identification No.)

1 Park Plaza, Suite 1000, Irvine, CA
(Address of Principal Executive Offices)

92614
(Zip Code)

(949) 988-3500
(Registrant's telephone number, including area code)

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
Common Stock, \$0.00004 par value per share	MEG	New York Stock Exchange

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 3.02. Unregistered Sales of Equity Securities.

On July 27, 2020, Montrose Environmental Group, Inc. (the “Company”) issued an aggregate of 1,786,739 shares of its common stock, par value \$0.000004 per share (“Common Stock”) and paid \$131,821,075.07 in cash proceeds from the Company’s initial public offering (the “IPO”) to OCM Montrose Holdings, L.P. (the “A-1 Holder”) to redeem all issued and outstanding shares of the Company’s Cumulative Series A-1 preferred stock, par value \$0.0001 per share. The shares of Common Stock issued in connection with the redemption were valued at \$15.00 per share, the public offering price in the IPO. The issuance of Common Stock was exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Section 4(a)(2) thereof as a transaction by an issuer not involving any public offering.

On July 30 2020, the Company issued 534,240 shares of Common Stock to the A-1 Holder and 1,999,999 shares of Common Stock to OCM Montrose II Holdings, L.P. (the “A-2 Holder” and, together with the A-1 Holder, the “Warrantholders”) in connection with the full exercise by the A-1 Holder and the A-2 Holder of warrants to purchase 534,240 and 1,999,999 shares of Common Stock, respectively, each at an exercise price of \$0.01 per share of Common Stock. The aggregate exercise price of \$25,342.39 was paid by the Warrantholders in cash. Each issuance of Common Stock was exempt from the registration requirements of the Securities Act pursuant to Section 4(a)(2) thereof as a transaction by an issuer not involving any public offering.

Item 8.01. Other Events.

On July 27, 2020, the Company closed the IPO in which it issued an aggregate of 11,500,000 shares of Common Stock, including 1,500,000 shares issued pursuant to the underwriters exercise in full of their option to purchase additional shares.

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.

Montrose Environmental Group, Inc.

/s/ Nasym Afsari

Nasym Afsari

General Counsel and Secretary

Date: July 30, 2020