

**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): September 10, 2020

RACKSPACE TECHNOLOGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of
Incorporation)

001-39420
(Commission
File Number)

81-3369925
(I.R.S. Employer
Identification No.)

**1 Fanatical Place
City of Windcrest
San Antonio, Texas**
(Address of principal executive offices)

78218
(Zip Code)

(210) 312-4000

(Registrant's telephone number, including area code)

(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
Common Stock, par value \$0.01 per share	RXT	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 8.01. Other Events.

Final Results of Tender Offer

On August 12, 2020, Rackspace Technology Global, Inc. (the “Issuer”), a wholly owned subsidiary of Rackspace Technology, Inc., commenced a tender offer (the “Tender Offer”) to purchase for cash up to \$600.0 million aggregate principal amount of its approximately \$1,120.2 million outstanding 8.625% Senior Notes due 2024 (the “Notes”). The Tender Offer expired at the end of the day, 12:00 midnight, New York City time on Wednesday, September 9, 2020 (the “Expiration Time”).

On August 27, 2020, the Issuer purchased \$507.636 million aggregate principal amount of Notes that were tendered at or prior to the end of the day, 12:00 midnight, New York City time on Tuesday, August 25, 2020 (the “Early Tender Time”). On September 10, 2020, the Issuer was advised by Global Bondholder Services Corporation, as the Depository for the Tender Offer, that after the Early Tender Time and at or prior to the Expiration Time, the Issuer had received tenders of an additional \$7.320 million aggregate principal amount of Notes pursuant to the Tender Offer.

On September 11, 2020, the Issuer purchased the \$7.320 million aggregate principal amount of Notes that were validly tendered after the Early Tender Time and at or prior to the Expiration Time for aggregate cash of approximately \$7.944 million, which reflected the total consideration offered in the Tender Offer for Notes validly tendered (105.75% of the principal amount of the Notes validly tendered), plus accrued and unpaid interest to, but not including, September 11, 2020. Following the purchase, the Issuer cancelled the \$7.320 million aggregate principal amount of Notes that were purchased.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press Release dated September 10, 2020

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.

RACKSPACE TECHNOLOGY, INC.

By: /s/ Dustin Semach
Name: Dustin Semach
Title: Executive Vice President, Chief Financial Officer and
Treasurer

Dated: September 11, 2020

Rackspace Technology Global Announces Final Results of Tender Offer

San Antonio, September 10, 2020 – Rackspace Technology Global, Inc. (the “Company”) today announced the final results for its previously announced tender offer (the “Tender Offer”) to purchase for cash up to \$600.0 million aggregate principal amount of its approximately \$1,120.2 million outstanding 8.625% Senior Notes due 2024 (the “Notes”). The Tender Offer expired at the end of the day, 12:00 midnight, New York City time on Wednesday, September 9, 2020 (the “Expiration Time”).

On August 27, 2020, the Company purchased \$507.636 million aggregate principal amount of Notes that were tendered at or prior to the end of the day, 12:00 midnight, New York City time on Tuesday, August 25, 2020 (the “Early Tender Time”). On September 10, 2020, the Company was advised by Global Bondholder Services Corporation, as Depositary for the Tender Offer, that after the Early Tender Time and at or prior to the Expiration Time, an additional \$7,320,000 million in aggregate principal amount of the outstanding Notes had been validly tendered and not withdrawn in the Tender Offer.

Subject to the terms and conditions of the Tender Offer, as described in the Offer to Purchase, and the press release dated August 26, 2020, the Company has accepted for purchase all Notes validly tendered and not validly withdrawn prior to the Expiration Time, with the settlement date for such purchase expected to occur on or about September 11, 2020.

About Rackspace Technology

Rackspace Technology is a leading end-to-end multicloud technology services company. We design, build and operate our customers’ cloud environments across all major technology platforms, irrespective of technology stack or deployment model. We partner with our customers at every stage of their cloud journey, enabling them to modernize applications, build new products and adopt innovative technologies.

Rackspace Technology Safe Harbor Statement

Some of the statements in this news release constitute “forward-looking statements” that do not directly or exclusively relate to historical facts. The forward-looking statements made in this release reflect the Company’s intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside of the Company’s control. Known risks include, among others, the risks included in Rackspace Technology, Inc.’s filings with the U.S. Securities and Exchange Commission. Because actual results could differ materially from the Company’s intentions, plans, expectations, assumptions and beliefs about the future, you are urged to view all forward-looking statements contained in this press release with caution. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.
