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**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): February 2, 2021**

**RACKSPACE TECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State of Incorporation)	<b>001-39420</b> (Commission File Number)	<b>81-3369925</b> (I.R.S. Employer Identification No.)
<b>1 Fanatical Place</b> <b>City of Windcrest</b> <b>San Antonio, Texas</b> (Address of principal executive offices)	<b>(210) 312-4000</b> (Registrant's telephone number, including area code)	<b>78218</b> (Zip Code)
<b>(Former name or former address, if changed since last report)</b>		

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.

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**Item 3.02 Unregistered Sales of Equity Securities.**

On February 2, 2021, Rackspace Technology, Inc. (the “Company”) issued 2,665,935 shares (the “Additional Datapipe Shares”) of its common stock, par value \$0.01 per share, to DPH 123, LLC (the “DPH Holder”) for no additional consideration from the DPH Holder pursuant to that certain Agreement and Plan of Merger, dated as of September 6, 2017, by and among the Company, certain of the Company’s direct and indirect subsidiaries, the DPH Holder (formerly known as Datapipe Holdings, LLC), Datapipe Parent, Inc. (“Datapipe”) and certain key stockholders, pursuant to which the Company acquired Datapipe. The issuance of the Additional Datapipe Shares was exempt from registration under the Securities Act of 1933, as amended (the “Act”), in reliance on an exemption provided by Section 4(a)(2) of that Act.

## 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 thereunto duly authorized.

RACKSPACE TECHNOLOGY, INC.

Date: February 4, 2021

By: /s/ Amar Maletira  
Amar Maletira  
President and Chief Financial Officer