

**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 8, 2019

LEO HOLDINGS CORP.

(Exact Name of Registrant as Specified in Charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

001-38393
(Commission
File Number)

98-1399727
(IRS Employer
Identification No.)

21 Grosvenor Place
London
(Address of Principal Executive Offices)

SW1X 7HF
(Zip Code)

Registrant's telephone number, including area code: +44 20 7201 2200

Not Applicable

(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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-third of one redeemable warrant	LHC.U	New York Stock Exchange
Class A ordinary shares included as part of the units	LHC	New York Stock Exchange
Warrants included as part of the units, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	LHC WS	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 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 7.01 Regulation FD Disclosure.

Furnished as Exhibit 99.1 hereto and incorporated into this Item 7.01 by reference is the investor presentation that Leo Holdings Corp. (“Leo”) has prepared for use in connection with various meetings and conferences related to the proposed business combination (the “Business Combination”) pursuant to which, among other things, Leo will acquire Queso Holdings Inc. (“Queso”) and the “Chuck E. Cheese” business in accordance with the terms of that certain Business Combination Agreement, dated as of April 7, 2019 (the “Transaction Agreement”), by and among Leo, Queso and the other parties thereto.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01 Other Events.

On July 8, 2019, Leo issued a press release announcing that it has scheduled the extraordinary general meeting of its shareholders to approve the Business Combination for July 30, 2019. The press release is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Additional Information

In connection with the Business Combination, Leo filed a Registration Statement on Form S-4 (File No. 333-231110), which includes a prospectus and definitive proxy statement. **Investors and security holders of Leo are advised to read, the proxy statement/prospectus in connection with Leo’s solicitation of proxies for its special meeting of shareholders to be held to approve the Business Combination (and related matters) because the proxy statement/prospectus contains important information about the Business Combination and the parties to the Business Combination.** Leo commenced mailing the proxy statement/prospectus on July 8, 2019 to its shareholders of record as of June 21, 2019, the record date for voting on the Business Combination. Shareholders are also able to obtain copies of the proxy statement/prospectus, without charge, at the Securities and Exchange Commission’s (“SEC”) website at www.sec.gov or by directing a request to: Leo Holdings Corp., 21 Grosvenor Place, London SW1X 7HF.

Participants in the Solicitation

Leo, Queso and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Leo’s shareholders in connection with the Business Combination. **Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of Leo’s directors and officers in Leo’s filings with the SEC, including Leo’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2019, and such information and names of Queso’s directors and executive officers are also in the proxy statement/prospectus.**

Forward Looking Statements

Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “may”, “should”, “would”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “seem”, “seek”, “continue”, “future”, “will”, “expect”, “outlook” or other similar words, phrases or expressions. These forward-looking statements include statements regarding Leo’s industry, future events, the Business Combination, the estimated or anticipated future results and benefits of the combined company following the Business Combination, including the likelihood and ability of the parties to successfully consummate the Business Combination, future opportunities for the combined company, and other statements that are not historical facts. These statements are based on the current expectations of Leo’s management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties regarding Leo’s businesses and the Business Combination, and actual results may differ materially. These risks and uncertainties include, but are not limited to, changes in the business environment in which Leo operates, including inflation and interest rates, and general financial, economic, regulatory and political conditions affecting the industry in which Leo operates; changes in taxes, governmental laws, and regulations; competitive product and pricing activity;

difficulties of managing growth profitably; the loss of one or more members of Leo's management teams; the inability of the parties to successfully or timely consummate the Business Combination, including the risk that the required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the Business Combination or that the approval of the shareholders of Leo is not obtained; failure to realize the anticipated benefits of the Business Combination, including as a result of a delay in consummating the Business Combination or a delay or difficulty in integrating the businesses of Leo and Queso; uncertainty as to the long-term value of Leo's ordinary shares; those discussed in Leo's Annual Report on Form 10-K for the year ended December 31, 2018 under the heading "Risk Factors", as updated from time to time by Leo's Quarterly Reports on Form 10-Q, Leo's Annual Report on Form 10-K and other documents of Leo on file with the SEC or in the proxy statement filed with the SEC by Leo. There may be additional risks that Leo presently does not know or that Leo currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements provide Leo's expectations, plans or forecasts of future events and views as of the date of this communication. Leo anticipates that subsequent events and developments will cause Leo's assessments to change. However, while Leo may elect to update these forward-looking statements at some point in the future, Leo specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Leo's assessments as of any date subsequent to the date of this communication.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation, dated July 2019
99.2	Press Release, dated July 8, 2019

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.

Dated: July 9, 2019

LEO HOLDINGS CORP.

By: /s/ Simon Brown

Name: Simon Brown

Title: Secretary

CEC
entertainment

CHUCK E. CHEESE  **peter piper pizza.**



Supplemental Materials

July 2019

Disclaimer

These Supplemental Materials supplement, and should be reviewed together with, the CEC Entertainment Investor Presentation dated March 2019. References below to this presentation refer to such Investor Presentation as supplemented hereby.

Neither Leo Holdings Corp. ("Leo") nor CEC Entertainment, Inc. ("CEC", "Chuck E. Cheese's" or the "Company") nor any of their respective affiliates makes any representation or warranty, either express or implied, as to the accuracy, completeness or reliability of the information contained in this presentation. This presentation has been prepared for informational purposes only and the exclusive use of the party to whom the presentation has been delivered (such party, together with its subsidiaries and affiliates, the "Recipients"). The Recipient should not construe the contents of this presentation as legal, tax, accounting or investment advice or a recommendation. The Recipient should consult its own counsel and tax and financial advisors as to legal and related matters concerning the matters described herein, and, by accepting this presentation, the Recipient confirms that it is not relying upon the information contained herein to make any decision. This presentation does not purport to be all-inclusive or to contain all of the information that the Recipient may require.

The Recipient acknowledges that Leo and the Company consider this presentation and all information contained herein to include confidential, sensitive and proprietary information that is covered by the confidentiality undertaking of the Recipient. The Recipient acknowledges and agrees that it will use this presentation and all information contained herein in accordance with the confidentiality agreement.

Forward-Looking Statements. Certain statements in this presentation may be considered forward-looking statements. Forward-looking statements generally relate to future events or Leo's or the Company's future financial or operating performance. For example, projections of future Adjusted EBITDA, Gross Profit, Capital Expenditures and Free Cash Flow are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expect", "intend", "will", "estimate", "anticipate", "believe", "predict", "potential" or "continue", or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward looking statements.

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by Leo and its management, and CEC and its management, as the case may be, are inherently uncertain. Factors that may cause actual results to differ materially from current expectations, include, but are not limited to, various factors beyond management's control including competition and general economic conditions for the Company and its management, and other risks, uncertainties and factors set forth in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in (i) Leo's Prospectus dated February 12, 2018 with respect to its initial public offering, and (ii) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Nothing in this presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Neither Leo nor the Company undertakes any duty to update these forward-looking statements.

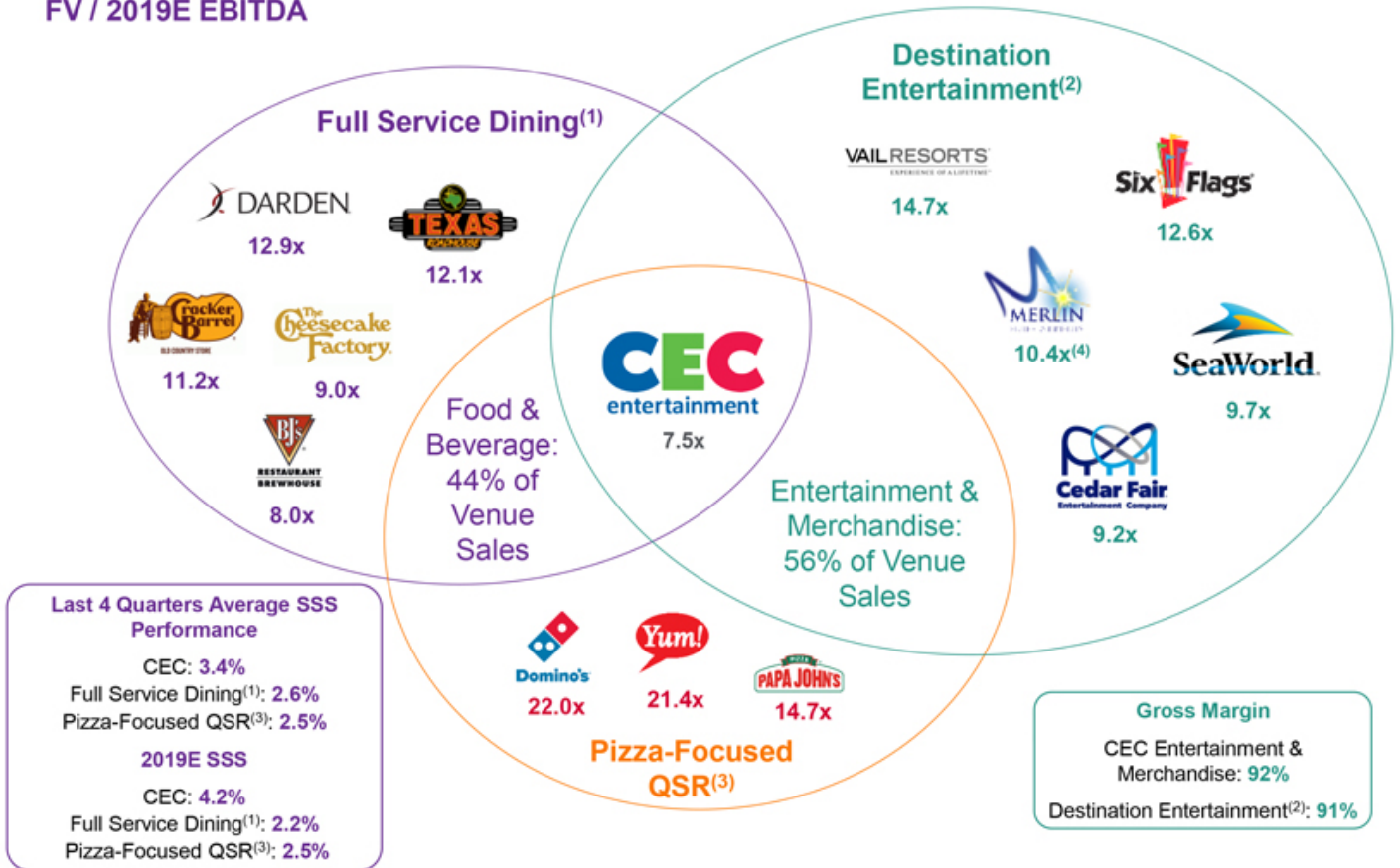
Following the completion of the Business Combination, the combined company does not intend to publicly issue quarterly guidance.

Financial Presentation. All Company financial information included in this presentation is consolidated financial information of Queso Holdings Inc., the direct parent holding company of CEC and the entity that will be party to the transaction with Leo. Queso Holdings Inc. has no material assets other than its ownership of CEC and conducts no operations other than through CEC and its subsidiaries.

Non-GAAP Financial Information. In this presentation, Leo and the Company may refer to certain non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA margin, Venue-Level Adjusted EBITDA, Adjusted EBITDAR, Adjusted EBITDAR margin, Free Cash Flow and Free Cash Flow Conversion. To the extent Leo and the Company disclose non-GAAP financial measures, please refer to footnotes where presented on each page of this presentation or to the appendix found at the end of this presentation for a reconciliation of these measures to what the Company believes are the most directly comparable measure evaluated in accordance with generally accepted accounting principles in the U.S. ("GAAP"). This presentation also includes certain projections of non-GAAP financial measures. Due to the high variability and difficulty in making accurate forecasts and projections of some of the information excluded from these projected measures, together with some of the excluded information not being ascertainable or accessible, the Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measures without unreasonable efforts. Consequently, no disclosure of estimated comparable GAAP measures is included and no reconciliation of the forward-looking non-GAAP financial measures is included.

Defining CEC's Peer Groups

FV / 2019E EBITDA

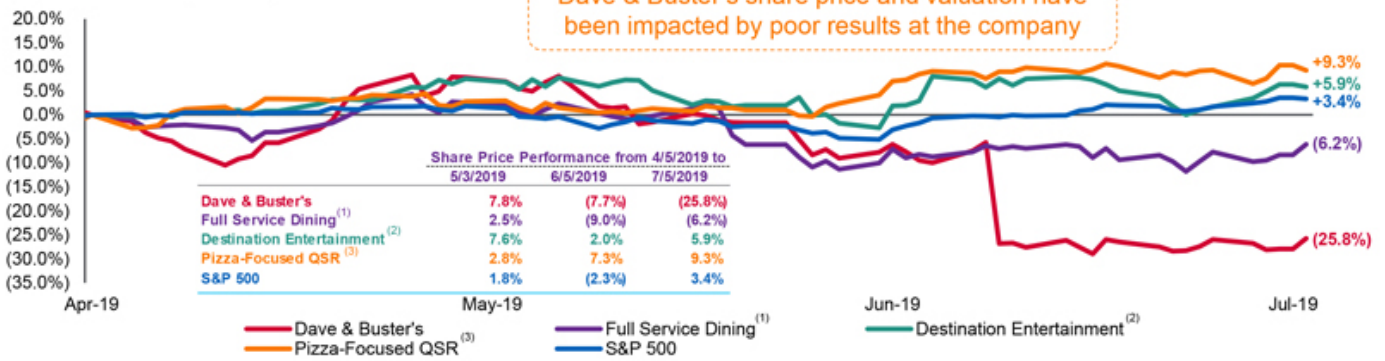


Source: Company Filings, FactSet. Market data as of July 5, 2019. Utilizes medians of calendar year broker estimates.
 (1) Includes Texas Roadhouse, Cracker Barrel, Darden, BJ's and Cheesecake Factory.
 (2) Includes Vail Resorts, Six Flags, Merlin Entertainment, Cedar Fair and SeaWorld.

(3) Includes Domino's, Yum! Brands and Papa John's.
 (4) Merlin Entertainment data as of June 27, 2019, prior to announcement of acquisition by Kirkbi Invest and Blackstone.

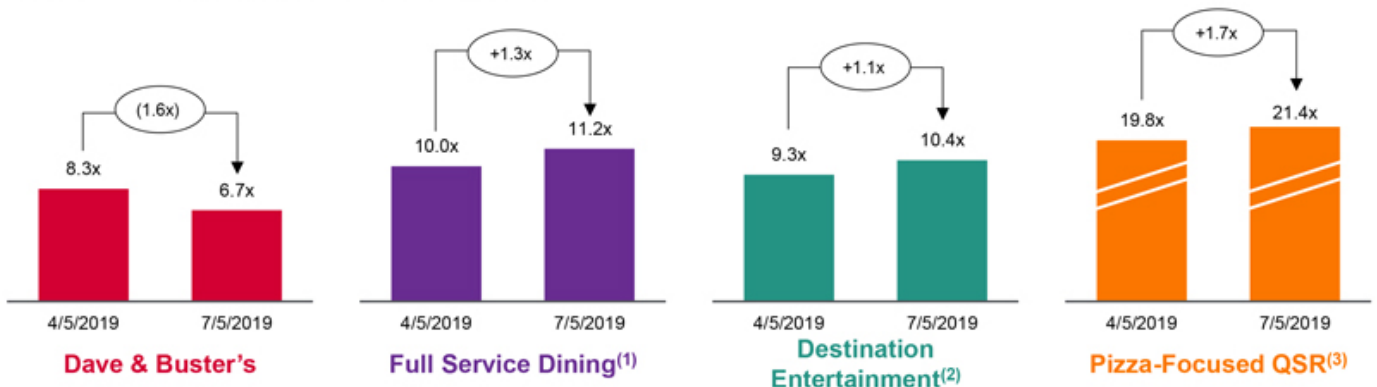
CEC Peers Have Performed Well Since Announcement

Relative Share Price Performance (April 5, 2019 to July 5, 2019)



Relative Valuation Performance

(Median FV / 2019E EBITDA, April 5, 2019 to July 5, 2019)



Source: Company Filings, FactSet. Market data as of July 5, 2019. Utilizes medians of broker estimates.

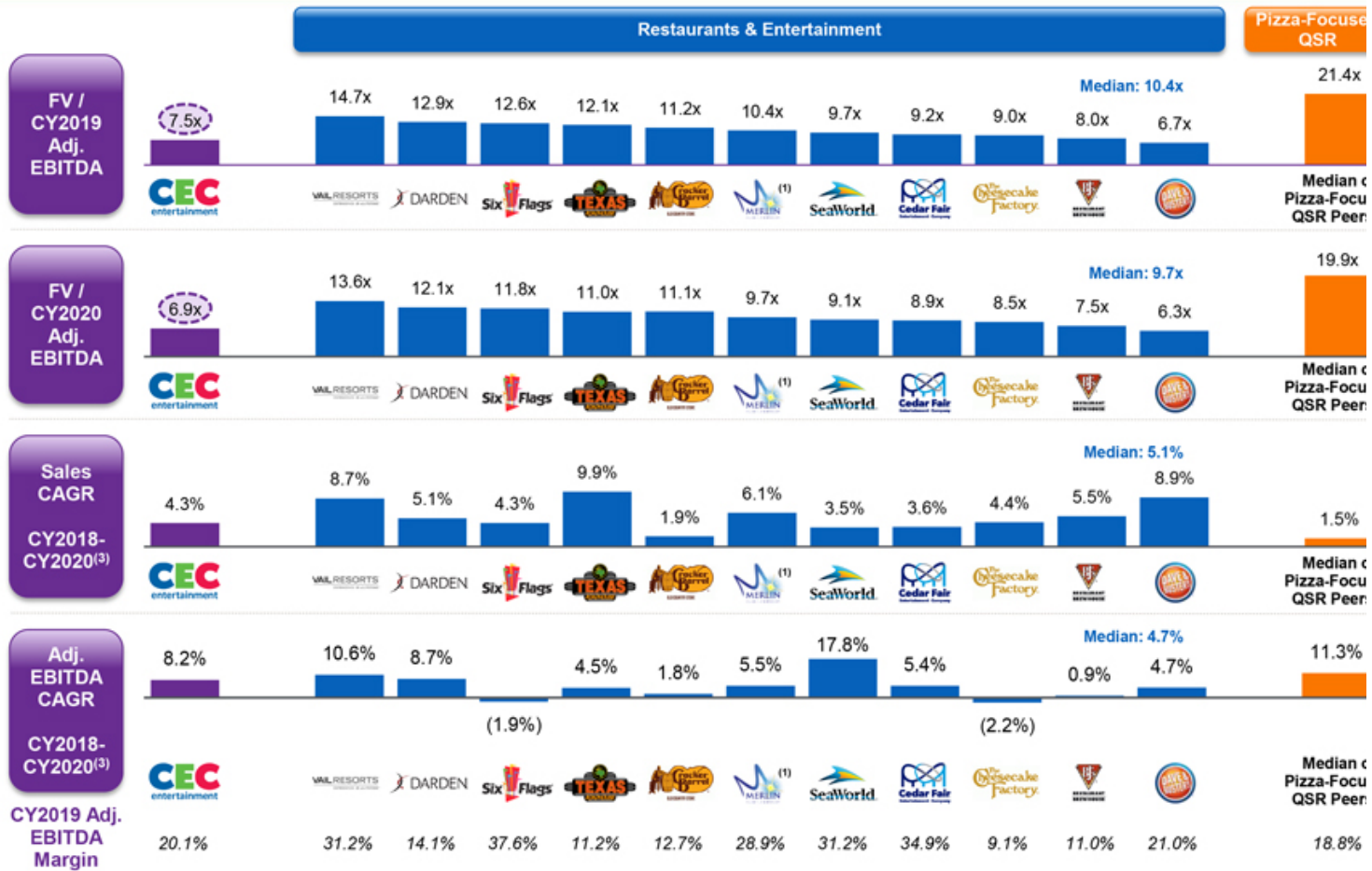
(1) Includes Texas Roadhouse, Cracker Barrel, Darden, BJ's and Cheesecake Factory.

(2)

Includes Vail Resorts, Six Flags, Merlin Entertainment, Cedar Fair and SeaWorld. Merlin Entertainment data as of June 27, 2019, prior to announcement of acquisition by Kirkbi Invest and Blackstone.

(3) Includes Domino's, Yum! Brands and Papa John's.

Highly Attractive Valuation for CEC



Source: Company Filings, FactSet. Market data as of July 5, 2019. Utilizes medians of broker estimates. (2) Includes Domino's, Yum! Brands and Papa John's.
 (1) Merlin Entertainment data as of June 27, 2019, prior to announcement of acquisition by Kirkbi Invest and Blackstone. (3) CEC CY2020 shown on 52-week basis.

CHUCK E. CHEESE®



LEO HOLDINGS CORP. ANNOUNCES EXTRAORDINARY GENERAL MEETING DATE

TO APPROVE PROPOSED BUSINESS COMBINATION WITH QUESO HOLDINGS INC.'S BUSINESS TO FORM CHUCK E. CHEESE BRANDS INC.

Extraordinary General Meeting to be held on July 30, 2019

(London, UK) – July 8, 2019 – Leo Holdings Corp. (NYSE: LHC) (the “Company”) announced that it has scheduled the extraordinary general meeting of its shareholders (the “Extraordinary Meeting”) to approve the proposed business combination (the “Business Combination”) between the Company and Queso Holdings Inc. (“Queso”), the parent company of CEC Entertainment, Inc., for July 30, 2019. The Business Combination will result in the formation of Chuck E. Cheese Brands Inc. (“New CEC”). The Company also announced that it has filed its definitive proxy statement for the Extraordinary Meeting and commenced mailing on July 8, 2019 to its shareholders of record as of June 21, 2019, the record date for the Extraordinary Meeting. The closing of the Business Combination is subject to approval of the Company’s shareholders and the satisfaction of other customary closing conditions and is expected to close promptly after the Extraordinary Meeting. Shareholders of the Company must complete the procedures for electing to redeem their public shares in the manner described definitive proxy statement prior to 5:00 p.m., Eastern Time, on July 26, 2019 (two business days before the Extraordinary Meeting) in order for their shares to be redeemed.

About CEC Entertainment, Inc.:

CEC Entertainment, Inc. is the nationally recognized leader in family dining and entertainment with both its Chuck E. Cheese and Peter Piper Pizza venues. As America’s #1 place for birthdays and the place Where A Kid Can Be A Kid®, Chuck E. Cheese’s goal is to create positive, lifelong memories for families through fun, play and delicious handmade pizza. With the first-of-its-kind gaming experience, All You Can Play, kids have access to play every game at Chuck E. Cheese, as many times as they want on any day, without any restrictions. Committed to providing a fun, safe environment, Chuck E. Cheese helps protect families through industry-leading programs such as Kid Check®. As a strong advocate for its local communities, Chuck E. Cheese has donated more than \$16 million to schools through its fundraising programs and supports its new national charity partner, Boys and Girls Clubs of America. Peter Piper Pizza features dining, entertainment and carryout with a neighborhood pizzeria feel and “pizza made fresh, families made happy” culture. Peter Piper Pizza takes pride in delivering quality food and fun that reconnects family and friends. With a bold design and contemporary layout, an open kitchen revealing much of their handcrafted food preparation, the latest technology and games, and beer and wine for adults, Peter Piper Pizza restaurants appeal to parents and kids alike. As of December 30, 2018, the Company and its franchisees operated a system of 609 Chuck E. Cheese and 141 Peter Piper Pizza venues, with locations in 47 states and 14 foreign countries and territories. For more information, visit chuckecheese.com and peterpiperpizza.com.

About Leo Holdings Corp.:

Leo Holdings Corp. is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

Important Information About the Proposed Transaction and Where to Find It:

In connection with the Business Combination, a registration statement on Form S-4 of the Company (the “Registration Statement”) has been declared effective by the U.S. Securities and Exchange Commission (the “SEC”), which includes a combined prospectus of the Company with respect to the securities to be issued in connection with Business Combination and a definitive proxy statement of the Company with respect to the Extraordinary Meeting. **The Company’s shareholders and other interested persons are advised to read the Registration Statement and combined proxy statement/prospectus contained therein and any documents filed in connection therewith, as these materials will contain important information about the Company, Queso, and the Business Combination.** The combined proxy statement/prospectus will be mailed to the Company’s shareholders on July 8, 2019 to the Company’s shareholders of record as of June 21, 2019. Shareholders will also be able to obtain copies of the Registration Statement and other relevant documents filed with the SEC, without charge, at the SEC’s web site at www.sec.gov, or by directing a request to Leo Holdings Corp., 21 Grosvenor Place, London, SW1X 7HF.

Participants in the Solicitation:

The Company and its directors and executive officers may be deemed participants in the solicitation of proxies from the Company's shareholders with respect to the proposed Business Combination. A list of the names of those directors and executive officers and a description of their interests in the Company is contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC and is available free of charge at the SEC's web site at www.sec.gov, or by directing a request to Leo Holdings Corp., 21 Grosvenor Place, London, SW1X 7HF.

Queso and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the shareholders of the Company in connection with the proposed Business Combination. Information regarding the participants and their interests in the proposed transaction is also contained in the Registration Statement.

Forward-Looking Statements:

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The expectations, estimates, and projections of the businesses of the Company, and Queso may differ from their actual results and consequently, you should not rely on these forward looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, expectations with respect to future performance including projected financial information (which is not audited or reviewed by auditors) and anticipated financial impacts of the proposed transaction, the satisfaction of the closing conditions to the proposed transaction, and the timing of the completion of the proposed transaction. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside of the control of the Company and Queso and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement (the "Business Combination Agreement"), by and among the Company, Queso, AP VIII CEC Holdings, L.P., a Delaware limited partnership and solely for purposes of Section 7.14(f) and 10.2(i) of Business Combination Agreement, Leo Investors Limited Partnership, a Cayman limited partnership, (2) the outcome of any legal proceedings that may be instituted against the parties following the announcement of the Business Combination Agreement and the transactions contemplated therein; (3) the inability to complete the proposed transaction, including due to failure to obtain approval of the shareholders of the Company or other conditions to closing in the Business Combination Agreement; (4) the occurrence of any event, change, or other circumstance that could give rise to the termination of the Business Combination Agreement or could otherwise cause the transaction to fail to close; (5) the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; (6) the inability to obtain or maintain the listing of New CEC's securities on NYSE following the Business Combination; (7) the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; (8) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of New CEC to grow and manage growth profitably and retain its key employees; (9) costs related to the Business Combination; (10) changes in applicable laws or regulations; (11) the demand for New CEC's services together with the possibility that New CEC may be adversely affected by other economic, business, and/or competitive factors; and (12) other risks and uncertainties included in (x) the "Risk Factors" sections of the most recent Annual Report on Form 10-K filed with the SEC by the Company and the Registration Statement and (y) other documents filed or to be filed with the SEC by the Company. The Company cautions that the foregoing list of factors is not exclusive. You should not place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company and Queso do not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in their expectations or any change in events, conditions, or circumstances on which any such statement is based.

No Offer or Solicitation:

This press release shall not constitute a solicitation of a proxy, consent, or authorization with respect to any securities or in respect of the proposed transaction. This press release shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

ContactsFor Queso Holdings Inc.*Investors*

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