

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 19, 2023

FAZE HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40083
(Commission File Number)

84-2081659
(I.R.S. Employer
Identification No.)

720 N. Cahuenga Blvd.
Los Angeles, CA
(Address of principal executive offices)

90038
(Zip Code)

(818) 688-6373
(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 Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	FAZE	The Nasdaq Stock Market
Warrants, each whole warrant exercisable for one share of common stock	FAZEW	The Nasdaq Stock 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 2.05 Costs Associated with Exit or Disposal Activities

On May 19, 2023, FaZe Holdings Inc. (the “Company”) announced a plan to restructure and reduce the Company’s workforce as a part of its strategy to lower its cost base, streamline its operations, and prioritize investments against high-value opportunities in light of the current macroeconomic and industry-specific challenges that continue to impact the Company. In connection with these actions, the Company expects to reduce its headcount by approximately 46 positions, which represents approximately 40% of the total workforce.

The Company estimates the expenses associated with the headcount reductions will result in annualized savings of approximately \$6 million. The Company expects to incur aggregate charges of approximately \$1.1 million, consisting primarily of employee severance and benefit costs associated with the restructuring. The Company expects that most of these charges will be cash expenditures and that it will recognize the majority of these charges in the second quarter of fiscal 2023. The estimated charges that the Company expects to incur are subject to a number of assumptions, and actual results may differ materially from these estimates. The Company may also incur additional costs not currently contemplated due to unanticipated events that may occur as a result of, or that are associated with, its workforce reduction.

Item 7.01 Regulation FD Disclosure

A copy of an e-mail sent from Lee Trink, the Company’s CEO, to the Company’s employees regarding these actions is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

The information contained herein and in the accompanying exhibits shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. Such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements including, but not limited to, statements related to the expected benefits of and timing of the Company’s workforce restructuring plans, which are any predictions, projections or other statements about future events based on current expectations and assumptions that are subject to risks and uncertainties, which are described in our filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company undertakes no duty to update any forward-looking statement to conform the statement to actual results or changes in the company’s expectations.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Email announcement to employees, dated May 19, 2023.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document).

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.

FAZE HOLDINGS INC.

Date: May 19, 2023

By: /s/ Lee Trink

Name: Lee Trink

Title: Chief Executive Officer

Subject: Company Memo

Team,

I know you are all acutely aware of the magnitude of changes happening both in the world around us and also here at FaZe in recent months. During these hard times, we must be agile to deliver on our near-term commitments, while positioning ourselves for long-term success. This means a heavy focus on our costs and redefining our structure to set us up to not only survive in this increasingly challenging macroeconomy, but prepare for the best possible future.

Starting today, we will be making changes that will reduce the size of our team by approximately 40%. If you receive a calendar invite from HR today, that does in fact mean you are affected by this reduction. I ask our entire team to extend compassion and support for our teammates, and to unite in support of one another.

This is a difficult day and I want to express my deep gratitude to each and every one of you for all of your hard work and dedication to the success of FaZe Clan.

This does not mean that we are abandoning the aspirations we have for FaZe – we are simply setting some of our larger goals aside so we can put our heads down and focus on what’s directly in front of us. We all know that after bad markets come good markets. I look forward to revisiting our long-term goals when the economy is stronger.

In my many years at FaZe, I’ve known one thing to always be true about the heart of this brand: we are fighters and survivors. And these difficult times - and the impact they have across our company, talent, founders and staff - are no different. I am confident we will fight through and we will get to the other side.

As we move forward, I’m asking our department heads to please bring your teams together as notifications are completed. Additionally, be on the lookout for a message from me about our plans to host an all hands meeting Monday. In the meantime, please take care of yourselves, and each other.

Warm regards,
Lee