

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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 13, 2021**

XpresSpa Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-34785

(Commission File Number)

20-4988129

(IRS Employer Identification No.)

254 West 31st Street, 11th Floor, New York, New York

(Address of Principal Executive Offices)

10001

(Zip Code)

(212) 309-7549

(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 | XSPA | 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 7.01. Regulation FD Disclosure.

On September 13, XpresSpa Group, Inc. (Nasdaq: XSPA) (“XpresSpa” or the “Company”), a health and wellness company, announced that it will be presenting at the H.C. Wainwright 23rd Annual Global Investment Conference, which is being held as a virtual conference on September 13-15, 2021 and will be hosting meetings with institutional investors during the conference. A copy of the Company’s press release announcing the Company’s participation at the conference is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

During the conference and in its separate sessions with investors at the conference, Company senior will refer to an updated investor presentation, a copy of which is furnished as Exhibit 99.2 hereto and incorporated herein by reference. This presentation contains an overview of the Company as well as long-term revenue projections through 2025 for its three distinct brands.

Interested parties can access the investor presentation and a recorded webcast of the presentation, which will be archived for 90 days, at the Company’s Investor Relations section at website at <http://xpresspagroup.com> under “Investors.”

The information furnished in, contained, or incorporated by reference into Item 7.01 above, including Exhibits 99.1 and 99.2 attached hereto, are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 (the “Securities Act”), as amended, or the Exchange Act, regardless of any general incorporation language in such filing. In addition, this report (including Exhibits 99.1 and 99.2) shall not be deemed an admission as to the materiality of any information contained herein that is required to be disclosed solely as a requirement of Item 7.01.

This Current Report on Form 8-K and the investor presentation attached hereto as Exhibit 99.2 contain certain statements and projections that may be deemed to be “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements and projections in this report and in such exhibits not dealing with historical results are forward-looking and are based on various assumptions. The forward-looking statements in this report and in such exhibits are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements and projections include, among other things: statements regarding the Company’s goals, intentions, and expectations; business plans and growth strategies; estimates of the Company’s risks and future costs and benefits; forecasted demographic and economic trends relating to the Company’s industry; and other risk factors referred to from time to time in filings made by the Company with the Securities and Exchange Commission. Forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. The Company disclaims any intent or obligation to update these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

| Exhibit Number | Description |
|----------------------|---|
| 99.1 | Press Release, dated September 13, 2021 |
| 99.2 | Corporate Presentation |
| 104 | Cover page Interactive Data File (embedded within the Inline XBRL 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.

XpresSpa Group, Inc.

Date: September 13, 2021

By: /s/ Douglas Satzman

Name: Douglas Satzman

Title: Chief Executive Officer

XpresSpa Group

XpresSpa Group Announces Participation at the H.C. Wainwright 23rd Annual Global Investment Conference September 13-15, 2021 (Virtual Conference)

Posts Updated Presentation to Investor Relations Website that Includes Long-Term Revenue Projections

New York, September 13, 2021 - XpresSpa Group, Inc. (Nasdaq: XSPA) (“XpresSpa” or the “Company”), a health and wellness company, today announced it will be featured as a presenting company at the H.C. Wainwright 23rd Annual Global Investment Virtual Conference. The Company will also be hosting meetings with institutional investors. The conference is being held as a virtual conference on September 13-15, 2021.

Doug Satzman, CEO of XpresSpa, will provide an overview of the Company's business during the presentation. If you are an institutional or retail investor, and would like to listen to the Company's presentation, please click on the following link (www.hcwevents.com/annualconference) to register for the conference. You may also listen to the company presentation online at: <https://journey.ct.events/view/d2d62183-481d-435e-bbd4-db195039d4fc>, starting on September 13, 2021 at 7:00 A.M. ET, and archived for 90 days. Over 750 corporate presentations and panels are available live and on-demand on September 13, 2021, starting at 7:00 A.M. (ET).

Event: H.C. Wainwright 23rd Annual Global Investment Conference (Virtual Conference)

Date: September 13-15, 2021

Time: 7:00 A.M. (Eastern Time)

Location: Virtual Conference

Company Webcasting Link: <https://journey.ct.events/view/d2d62183-481d-435e-bbd4-db195039d4fc>

XpresSpa also posted an updated presentation to the Investor Relations section of the corporate website. This presentation contains an overview of the Company as well as long-term revenue projections through 2025 for its three distinct brands.

“We are very pleased to be furnishing an updated presentation to our investors which discusses our current business and the opportunity we see ahead. As our projections suggest, we are very bullish on our future and believe that we can reach \$500 million in annual revenue by the end of 2025, representing a substantial increase from current levels,” said Doug Satzman, XpresSpa CEO.

About XpresSpa Group, Inc.

XpresSpa Group, Inc. (Nasdaq: XSPA) is a leading global health and wellness holding company operating three distinct brands: Treat™, XpresCheck™, and XpresSpa™. Treat is a travel health and wellness brand that will be providing on-demand access to healthcare through technology and personalized services. XpresCheck is a leading on-site airport provider of COVID-19 screening and testing with 13 locations in 11 domestic airports. XpresSpa is a leading airport retailer of spa services and related health and wellness products, with 43 locations in 21 airports globally.

To learn more about XpresSpa Group, visit: www.XpresSpaGroup.com.

To learn more about Treat, visit: www.TreatCare.com.

To learn more about XpresCheck, visit: www.XpresCheck.com.

To learn more about XpresSpa, visit www.XpresSpa.com.

Twitter: @Treat_Care and Instagram: @treat_care

Twitter: @xprescheck and Instagram: @realxprescheck

Twitter: @XpresSpa and Instagram: @XpresSpa

Forward-Looking Statements

This press release may contain "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These include statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements relating to expectations about future results or events are based upon information available to XpresSpa Group as of today's date and are not guarantees of the future performance of the Company, and actual results may vary materially from the results and expectations discussed. Additional information concerning these and other risks is contained in XpresSpa Group's most recently filed Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other Securities and Exchange Commission filings. All subsequent written and oral forward-looking statements concerning XpresSpa Group, or other matters and attributable to XpresSpa Group or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. XpresSpa Group does not undertake any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.

About H.C. Wainwright & Co.

H.C. Wainwright is a full-service investment bank dedicated to providing corporate finance, strategic advisory and related services to public and private companies across multiple sectors and regions. H.C. Wainwright & Co. also provides research and sales and trading services to institutional investors. According to Sagient Research Systems, H.C. Wainwright's team is ranked as the #1 Placement Agent in terms of aggregate CMPO (confidentially marketed public offering), RD (registered direct offering) and PIPE (private investment in public equity) executed cumulatively since 1998. For more information visit H.C. Wainwright & Co. on the web at www.hcwco.com

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XpresSpa Group (XSPA)

XpresCheck[®] / XpresSpa[®] / Treat[™]

September 13-15, 2021

HC Wainwright 23rd Annual Global Investment Conference

Highlights

- XpresSpa Group (XSPA) is a leading Global Health & Wellness Holding Company operating:
 - XpresCheck : 13 locations / 11 airports
 - XpresSpa : 43 locations / 21 airports (majority closed)
 - Treat : 2 locations / 2 airports expected by end of Q4
- Strong balance sheet: \$102.5M Cash
- Proven management team
- Successful pivot with creation of XpresCheck

- XpresCheck is the largest, growing COVID-19 Testing company in U.S. airports
- Healthy, growing Revenue and proforma Margins (30+%)
- Contracted relationships with major Airports (JFK, SFO, ATL), major Airlines (United, Delta, El Al) and Government Agencies (CDC)

XpresCheck 12 Month Ramp



Note: This is NOT GAAP Revenue. Company recognizes revenue under the terms of its Management Services Agreements (MSAs)

Growing Federal Support

- CARES Act provided \$10 billion in funding for airports (April 2020)
- FAA granted US Airports \$8 billion in Pandemic Relief (June 2021)
- Biden Admin Proposes \$65B Plan to prepare for Future Pandemics (September 2021)

*“The Biden administration on Friday (Sept 3) released a \$65 billion plan to prepare and protect the United States for future pandemics, including by expanding the supply of vaccines, therapeutics **and diagnostic tests**; streamlining FDA’s regulatory processes; **enhancing early warning and real-time monitoring capabilities**; and ramping up the supply of effective, affordable and innovation personal protective equipment.” (Inside Health Policy, Sept 3)*

Future National Threats

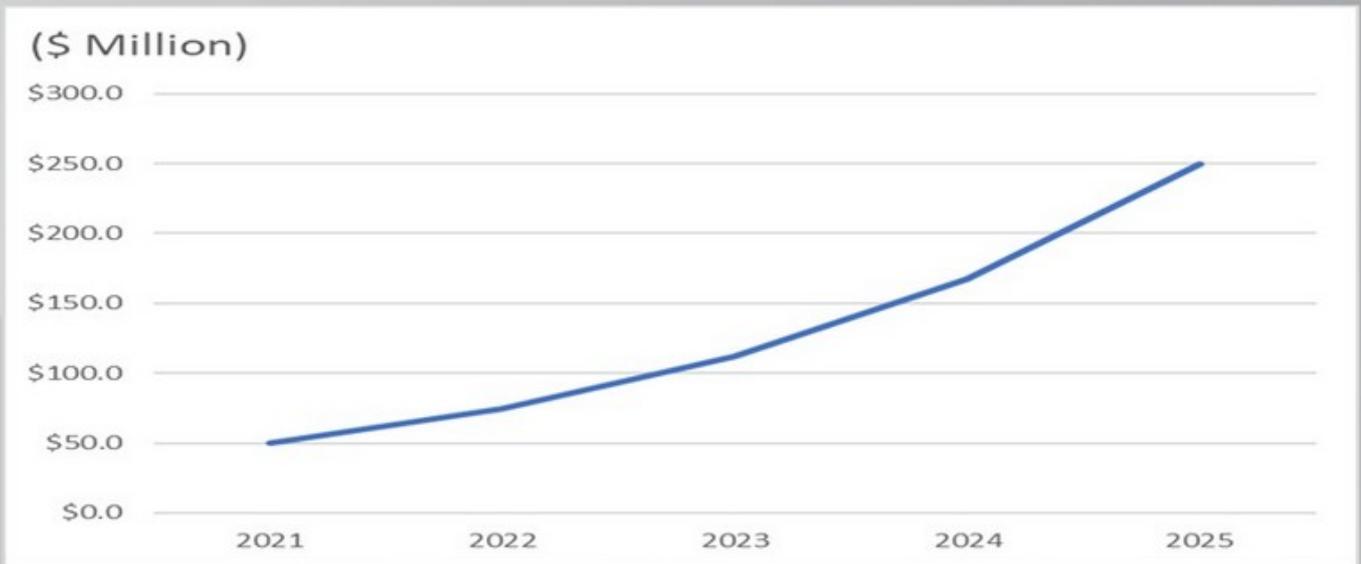
- SARS-CoV-2 variants
- Other infectious diseases
- Biological warfare

Solution

XpresSpa Group is the only experienced Health & Wellness business operating in every major international airport in the U.S.

- Contracting with CDC on first of its kind SARS-CoV-2 variant biosurveillance program in U.S. airports
- Collaborating with Ginkgo Bioworks
- Uniquely positioned to scale and capitalize on potential \$65B in Fed spending

XpresCheck Revenue Projection



XpresSpa®

- Largest Global Airport Wellness Operator (15+ years)
- Closed 50 units / 25 airports March 2020
- Reopened 9 units / 7 airports

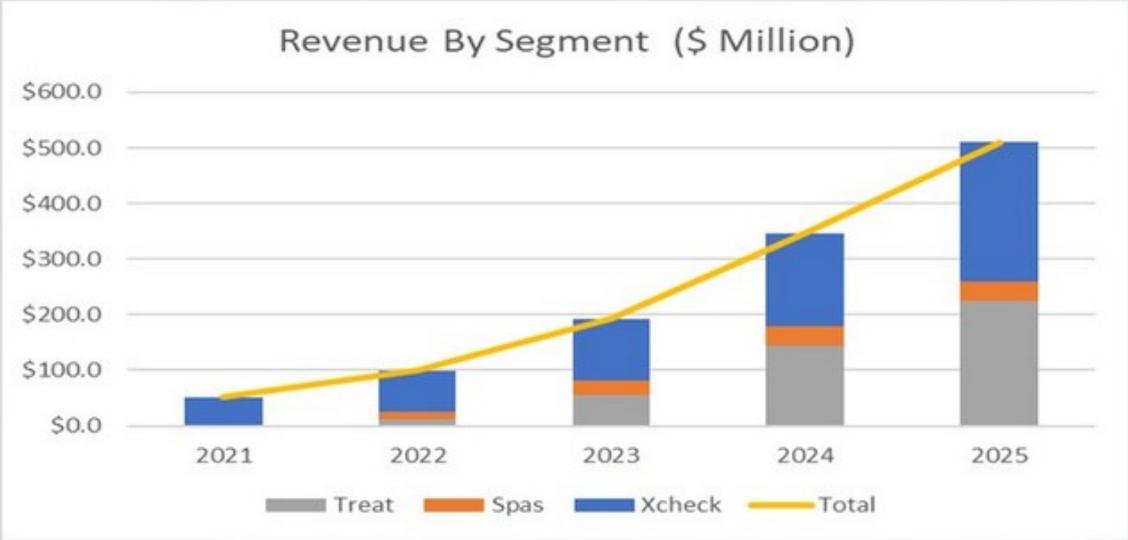
- Expect to reopen additional 7-8 units Q4 2021
- Adjusted Services and Product Mix
- Initial Sales lag airport traffic, modified operating hours down to busiest

- Historical \$45M+ Annual Revenue with 20+% Operating Margin

TREAT+

- New Multi-channel Travel Health and Wellness Brand
- Launched Treatcare.com June 2021
- Launched Treat App w/ on-demand telehealth August 2021
- Launching JFK and PHX airport onsite locations Q4 2021

XpresSpa Group Revenue Projections



Management



Doug Satzman, CEO

- Starbucks Coffee
- Le Pain Quotidien



James Berry, CFO

- ClearChoiceMD Urgent Care
- CareWell Urgent Care



Scott Milford, COO

- Soul Cycle
- Starbucks Coffee

*see more information on Management page on www.xpresspagroup.com

XSPA Stock

| | |
|--------------------------|-----------|
| Stock Price: (Close 9/9) | \$1.83 |
| (Close 12/31) | \$1.19 |
| Market Cap: Current | \$192.1 M |
| 12/31/2020 | \$111.9 M |
| Shares Outstanding | 105.5 M |
| Cash (6/30/2021) | \$102.5 M |
| Total Assets | \$120.1 |
| Total Liabilities | \$26.4 |

Disclaimers

Forward-Looking Statements

This presentation contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These include statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements relating to expectations about future results or events are based upon information available to XpresSpa Group as of the date of the presentation and are not guarantees of the future performance of the Company, and actual results may vary materially from the results and expectations discussed. Additional information concerning these and other risks is contained in XpresSpa Group's most recently filed Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other Securities and Exchange Commission filings. All subsequent written and oral forward-looking statements concerning XpresSpa Group, or other matters and attributable to XpresSpa Group or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. XpresSpa Group does not undertake any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.

Projections

The financial projections, estimates and targets in this presentation are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of XpresSpa Group, Inc. While all financial projections, estimates and targets are necessarily speculative XpresSpa Group, Inc. believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection, estimate or target extends from the date of preparation. The assumptions and estimate underlying the projected, expected or target results are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the financial projections, estimates and targets. The inclusion of financial projections, estimates and targets in this presentation should not be regarded as an indication that XpresSpa Group, Inc. or their representatives, considered or consider the financial projections, estimates and targets to be a reliable prediction of future events.

Trademark Usage

XpresSpa Group, the XpresSpa Group logo, and other XpresSpa Group trademarks, service marks, and designs are registered or unregistered trademarks of XpresSpa Group Inc. and its subsidiaries in the United States and in foreign countries. This presentation contains trade names, trademarks and service marks of other companies. All such trade names, trademarks and service marks of other companies are property of their respective owners.

Use of Non-GAAP Financial Measures

XpresSpa uses GAAP and non-GAAP measurements to assess the trends in its business. Items XpresSpa reviews on an ongoing basis are revenues, comparable store sales (which it defines as sales from stores opened longer than a year compared to the same period sales of those stores a year ago), store contribution margins, and number of transactions (which is a way to measure traffic in spas). In addition, XpresSpa monitors stores' performance compared to its model store metrics to ensure that it is consistently opening spas that have the same or similar return dynamics as historical stores. XpresSpa believes the trends exhibited by its business are strong and substantiate its continued investment in additional locations and infrastructure.