

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): December 11, 2023

HireRight Holdings Corporation
(Exact name of registrant as specified in its charter)

HIRE RIGHT[®]

Delaware
(State or other jurisdiction of incorporation or organization)

001-40982
(Commission File Number)

83-1092072
(I.R.S. Employer Identification No.)

100 Centerview Drive, Suite 300
(Address of Principal Executive Offices)

Nashville Tennessee

37214
(Zip Code)

(615) 320-9800
(Registrant's telephone number, including area code)

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
Common stock, par value \$0.001 per share	HRT	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 (§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 8.01 Other Events

On December 11, 2023, HireRight Holdings Corporation (the “Company”) announced the receipt of a non-binding proposal (the “Proposal”) from General Atlantic, L.P. and Stone Point Capital LLC and their respective affiliated funds (collectively, the “Sponsors”), to acquire all of the Company’s outstanding shares of common stock that are not already owned by the Sponsors for \$12.75 in cash per share (the “Proposed Transaction”). The Sponsors collectively own approximately 74.8% of the Company’s outstanding common stock, calculated pursuant to Rule 13d-3.

The Proposal is subject to various conditions, including but not limited to (i) negotiation and execution of a definitive agreement for the Proposed Transaction and satisfaction of the conditions negotiated therein, (ii) recommendation of the Proposed Transaction to the full board of directors of the Company by the independent special committee of the board referred to in the press release, and (iii) approval of the Proposed Transaction by a majority of the voting power of disinterested stockholders.

No assurance can be given that a definitive agreement will be reached or that the Proposed Transaction or any transaction will be consummated.

A copy of the press release is exhibit 99.1 to this report, which is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of HireRight Holdings Corporation , dated December 11, 2023
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.

Date: December 11, 2023

HireRight Holdings Corporation

By: /s/ Brian Copple
Name: Brian Copple
Title: General Counsel and Secretary

HireRight Receives Non-Binding Acquisition Proposal from General Atlantic and Stone Point Capital

NASHVILLE, Tenn. December 11, 2023--(BUSINESS WIRE)-- HireRight Holdings Corporation (NYSE: HRT) (“HireRight” or the “Company”), a leading provider of global background screening services and workforce solutions, announced today that it has received a non-binding proposal from General Atlantic, L.P. (“General Atlantic”) and Stone Point Capital LLC (“Stone Point”), and their respective affiliated funds (collectively, the “Sponsors”), to acquire all of the Company’s outstanding shares of common stock that are not already owned by the Sponsors for \$12.75 in cash per share.

The board of directors of the Company previously formed a special committee of independent directors (the “Special Committee”) to evaluate and consider any potential or actual transaction proposal from the Sponsors and any other alternative proposals or other strategic alternatives that may be available to the Company.

There can be no assurance that any definitive agreement will result from the proposal submitted by the Sponsors or that any transaction will be consummated. The Company and the Special Committee do not intend to comment further about this proposal unless and until they deem further disclosure is appropriate.

A copy of the Sponsors’ proposal letter is available as an exhibit to General Atlantic and Stone Point’s statements of beneficial ownership on Schedule 13D/A as publicly filed on Friday, December 8, 2023, with the United States Securities and Exchange Commission.

ADVISORS

Centerview Partners LLC is serving as financial advisor to the Special Committee and Davis Polk & Wardwell LLP is serving as the Special Committee’s outside legal advisor.

About HireRight

HireRight is a leading global provider of technology-driven workforce risk management and compliance solutions. We provide comprehensive background screening, verification, identification, monitoring, and drug and health screening services for approximately 37,000 customers across the globe. We offer our services via a unified global software and data platform that tightly integrates into our customers’ human capital management systems enabling highly effective and efficient workflows for workforce hiring, onboarding, and monitoring. In 2022, we screened over 24 million job applicants, employees and contractors for our customers and processed over 107 million screens. For more information, visit www.HireRight.com.

Investors:
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