

**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: May 17, 2021
(Date of earliest event reported)**

GORES HOLDINGS VI, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39790
(Commission
File Number)

85-1695048
(IRS Employer
Identification No.)

**6260 Lookout Road
Boulder, CO 80301**
(Address of principal executive offices, including zip code)

(310) 209-3010
(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:

- 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
Class A Common Stock, par value \$0.0001 per share	GHVI	Nasdaq Capital Market
Units, each consisting of one share of Class A Common Stock and one-fifth of one Warrant	GHVIU	Nasdaq Capital Market
Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	GHVIW	Nasdaq Capital 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 4.02 Non-Reliance on Previously Issued Financial Statements or Related Audit Report or Completed Interim Review.

(a) On May 17, 2021, the Board of Directors (the “Board”) of Gores Holdings VI, Inc. (the “Company”), based on the recommendation of the Audit Committee of the Board (the “Audit Committee”) and after consultation with management and our independent public accountants, KPMG LLP (the “Independent Public Accountants”), concluded that its audited balance sheet as of December 15, 2020, and its audited financial statements for the period from June 29, 2020 (inception) to December 31, 2020 (collectively, the “Impacted Periods”), as reported in the Company’s Current Report on Form 8-K filed on December 21, 2020 and Annual Report on Form 10-K filed on March 12, 2021, respectively, should be restated to reflect the impact of guidance issued by the SEC in the Statement (as defined below) and accordingly, should no longer be relied upon.

On April 12, 2021, the staff (the “Staff”) of the Securities and Exchange Commission (the “SEC”) issued a statement entitled “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies” (the “Statement”). In the Statement, the Staff, among other things, highlighted potential accounting considerations regarding certain terms that are common in warrants issued in connection with the initial public offerings of special purpose acquisition companies such as the Company’s public warrants and private placement warrants issued in connection with the Company’s initial public offering (the “Warrants”). The Company previously classified its Warrants as equity. For a full description of the Warrants, please refer to the Company’s final prospectus, dated December 10, 2020, and filed with the SEC on December 14, 2020 in connection with its initial public offering. In connection with such Statement, the Company revisited its accounting for its Warrants, and determined that they should be treated as derivative liabilities pursuant to ASC 815-40 rather than as components of equity. The correction involves only non-cash adjustments, and will have no impact on the Company’s current or previously reported liquidity, cash flows or revenues.

As a result, the Company today is announcing that it will restate its historical financial results for the Impacted Periods, in each case to reflect the change in accounting treatment (the “Restatement”). The Company is filing its Form 10-K/A for the year ended December 31, 2020 to reflect the Restatement contemporaneously with the filing of this Form 8-K.

The Audit Committee and management have discussed the matters disclosed pursuant to this Item 4.02(a) with the Company’s Independent Public Accountants.

Cautionary Statements Regarding Forward-Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as “believes,” “expects,” “intends,” “plans,” “estimates,” “assumes,” “may,” “should,” “will,” “seeks,” or other similar expressions. Such statements may include, but are not limited to, statements regarding the Company’s intent to restate certain historical financial statements and the timing and impact of the Restatement. These statements are based on current expectations on the date of this Form 8-K and involve a number of risks and uncertainties that may cause actual results to differ significantly. The Company does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

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.

Gores Holdings VI, Inc.

May 18, 2021

By: /s/ Andrew McBride

Name: Andrew McBride

Title: Chief Financial Officer and Secretary