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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 23, 2016**

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**QUEST RESOURCE HOLDING CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

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**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-36451**  
(Commission  
File Number)

**51-0665952**  
(IRS Employer  
Identification No.)

**3481 Plano Parkway**  
**The Colony, Texas**  
(Address of Principal Executive Offices)

**75056**  
(Zip Code)

**Registrant's telephone number, including area code: (972) 464-0004**

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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))
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**Item 7.01. Regulation FD Disclosure.**

On March 23, 2016, we issued a press release announcing that we intend to offer and sell, subject to market and other conditions, shares of our common stock, together with warrants to purchase shares of our common stock, in an underwritten public offering, or the Offering. Roth Capital Partners, LLC is acting as sole book running manager in the Offering. There can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 and in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Forward-Looking Statements**

Except for the historical information contained herein, the matters set forth in this Item 7.01 and in Exhibit 99.1, including statements regarding our expectations with respect to the completion, timing, and size of the Offering, are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including the risks and uncertainties associated with market conditions, the satisfaction of customary closing conditions related to the Offering, risks and uncertainties associated with our business and finances in general, and other risks detailed in our annual report on Form 10-K for the fiscal year ended December 31, 2015 and other filings with the SEC. These forward-looking statements are based on current information that may change, and you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. All forward-looking statements are qualified in their entirety by this cautionary statement, and we undertake no obligation to revise or update any forward-looking statement to reflect events or circumstances after the date of this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Quest Resource Holding Corporation, dated March 23, 2016, entitled “Quest Resource Holding Corporation Announces Proposed Underwritten Public Offering”

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**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: March 23, 2016

QUEST RESOURCE HOLDING CORPORATION

By:           /s / Laurie L. Latham          

Name: Laurie L. Latham

Title: Senior Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Quest Resource Holding Corporation, dated March 23, 2016, entitled “Quest Resource Holding Corporation Announces Proposed Underwritten Public Offering”



## **Quest Resource Holding Corporation Announces Proposed Underwritten Public Offering**

The Colony, Texas – March 23, 2016 – Quest Resource Holding Corporation (NASDAQ: QRHC) (“Quest”) announced today that it intends to offer shares of its common stock, together with warrants to purchase shares of its common stock, in an underwritten public offering.

Roth Capital Partners is acting as the sole manager in the offering.

The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed or as to the actual size or terms of the offering.

The shares of common stock and warrants will be issued by Quest pursuant to a shelf registration statement on Form S-3 that was previously filed with, and declared effective by, the U.S. Securities and Exchange Commission (“SEC”). A preliminary prospectus supplement related to the offering has been filed with the SEC and is available on the SEC’s website located at [www.sec.gov](http://www.sec.gov). A final prospectus supplement related to the offering will be filed with the SEC.

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only by means of a prospectus supplement and accompanying prospectus forming a part of the effective registration statement, copies of which may be obtained, when available, from Roth Capital Partners, LLC, 888 San Clemente Drive, Newport Beach, CA 92660 or via telephone at (949) 720-7194.

### **About Quest Resource Holding Corporation**

Quest provides businesses with one-stop management programs to reuse, recycle, and dispose of a wide variety of waste streams and recyclables generated by their businesses. Quest’s comprehensive reuse, recycling, and proper disposal management programs are designed to enable regional and national customers to have a single point of contact for managing a variety of waste streams and recyclables. Quest also operates environmentally based social media and online data platforms that contain information and instructions necessary to empower consumers and consumer product companies to recycle or properly dispose of household products and materials. Quest’s directory of local recycling and proper disposal options empowers consumers directly and enables consumer product companies to empower their customers by giving them the guidance necessary for the proper recycling or disposal of a wide range of household products and materials, including the “why, where, and how” of recycling.

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**Safe Harbor Statement**

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which provides a “safe harbor” for such statements in certain circumstances. The forward-looking statements include statements or expectations regarding Quest’s intention to offer shares of its common stock, together with warrants to purchase shares of its common stock, in an underwritten public offering and its expectation that the shares of common stock and warrants in the offering will be sold by Quest. These statements are based on Quest’s current expectations, estimates, projections, beliefs, and assumptions. Such statements involve significant risks and uncertainties. Actual events or results could differ materially from those discussed in the forward-looking statements as a result of various factors, including, but not limited to, the risks and uncertainties associated with market conditions, risk and uncertainties associated with Quest’s business and finances in general, and other factors discussed in greater detail in Quest’s filings with the SEC, including its preliminary prospectus supplement and the accompanying prospectus filed with the SEC on March 23, 2016 and its Annual Report on Form 10-K for the year ended December 31, 2015. You are cautioned not to place undue reliance on such statements and to consult Quest’s SEC filings for additional risks and uncertainties that may apply to Quest’s business and the ownership of its securities. Quest’s forward-looking statements are presented as of the date made, and Quest disclaims any duty to update such statements unless required by law to do so.