

# LEVY ACQUISITION CORP

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/14/15

Address	444 NORTH MICHIGAN AVENUE SUITE 3500 CHICAGO, IL 60611
Telephone	312-267-4190
CIK	0001585583
Symbol	TACO
SIC Code	5812 - Eating Places

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 14, 2015

**Levy Acquisition Corp.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-36197**  
(Commission File Number)

**46-3340980**  
(I.R.S. Employer  
Identification Number)

**444 North Michigan Avenue, Suite 3500**  
**Chicago, IL**

(Address of principal  
executive offices)

**60611**  
(Zip code)

**(312)-267-4190**  
(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 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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 7.01. Regulation FD Disclosure.**

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference is a transcript of a video that will be used by Levy Acquisition Corp. (the “Company”) in connection with the contemplated merger (the “Merger”) of the Company’s wholly-owned subsidiary, Levy Merger Sub, LLC (“Merger Sub”) with and into Del Taco Holdings, Inc. (“Del Taco”), with Del Taco surviving the Merger as a wholly-owned subsidiary of the Company (the “Business Combination”).

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 8.01. Other Events.**

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	Video Transcript

***Additional Information About the Transaction and Where to Find It***

The Company has filed with the Securities and Exchange Commission (the “SEC”) a preliminary proxy statement of the Company in connection with the Merger and will mail a definitive proxy statement and other relevant documents to its stockholders. The Company’s stockholders and other interested persons are advised to read the preliminary proxy statement, and amendments thereto, and definitive proxy statement in connection with the Company’s solicitation of proxies for its stockholders’ meeting to be held to approve the Merger because the proxy statement contains important information about Del Taco, the Company and the Merger. The definitive proxy statement will be mailed to stockholders of the Company as of a record date to be established for voting on the Merger. Stockholders will also be able to obtain copies of the proxy statement, without charge, at the SEC’s internet site at <http://www.sec.gov> or by directing a request to: Levy Acquisition Corp., 444 North Michigan Avenue, Suite 3500, Chicago IL 60611, Attn: Sophia Stratton.

***Participants in Solicitation***

The Company and its directors and officers may be deemed participants in the solicitation of proxies to the Company’s stockholders with respect to the transaction. A list of the names of those directors and officers and a description of their interests in the Company is contained in the Company’s Preliminary Proxy Statement for the Merger, which was filed with the SEC on May 11, 2015.

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### ***Forward Looking Statements***

This Current Report on Form 8-K may include “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements with respect to the timing of the proposed Merger, as well as the expected performance, strategies, prospects and other aspects of the businesses of the parties to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of March 12, 2015, by and among the Company, Merger Sub and Del Taco, and the combined company after completion of the proposed Merger, are based on current expectations that are subject to risks and uncertainties.

A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (2) the outcome of any legal proceedings that may be instituted against the Company, Merger Sub, Del Taco or others following announcement of the Merger Agreement and transactions contemplated therein; (3) the inability to complete the transactions contemplated by the Merger Agreement due to the failure to obtain approval of the stockholders of the Company or other conditions to closing in the Merger Agreement; (4) the risk that the proposed transaction disrupts current plans and operations as a result of the announcement and consummation of the transactions described in the Company’s Current Report on Form 8-K filed with the SEC on March 12, 2015; (5) the ability to recognize the anticipated benefits of the Merger, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with suppliers and obtain adequate supply of products and retain its key employees; (6) costs related to the proposed Merger; (7) changes in applicable laws or regulations; (8) the possibility that Del Taco, Merger Sub and the Company may be adversely affected by other economic, business, and/or competitive factors; and (9) other risks and uncertainties indicated from time to time in the proxy statement filed by the Company with the SEC, including those under “Risk Factors” therein, and other filings with the SEC by the Company.

Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and the Company, Merger Sub and Del Taco undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

### ***Disclaimer***

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

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**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.

Dated: May 14, 2015

Levy Acquisition Corp.

By: /s/ Steve Florsheim  
Executive Vice President

*[Signature Page to Form 8-K]*

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	Video Transcript

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DEL TACO VIDEO TRANSCRIPT

1           PAUL MURPHY: I'm Paul Murphy, president and CEO  
2 of Del Taco and I am proud to lead this iconic brand  
3 into the future. With a rich, 50-year history that has  
4 grown to nearly 550 restaurants today.

5           STEVE BRAKE: The business is growing based on the  
6 demand from our guests who love the brand, they love  
7 what they're seeing. They're passionate about the  
8 brand and that's driving the sales growth and also  
9 allowing us to open new restaurants.

10          PAUL MURPHY: When I describe Del Taco to people,  
11 I tell them we start with fresh and we serve with  
12 value.

13                 Del Taco offers a wonderful combination of  
14 great, fresh Mexican food along with some great  
15 American classics, such as fries, burgers and shakes.

16          JOHN CAPPASOLA: Del Taco is really well  
17 positioned in the Mexican limited service restaurant  
18 space. We offer a unique value proposition by giving  
19 our guests the value and speed of quick service and  
20 also the quality and freshness associated with fast  
21 casual brands.

22          ANNE ALBERTINE: Our food is Unrefreshing Believable.  
23 We slow cook whole pinto beans, freshly grate real  
24 cheddar cheese and grill chicken to create our

1 signature flavors.

2 CUSTOMER: I really like Del Taco, cause it's very  
3 fresh. Love the food here. Love the bean and cheese  
4 burritos. Those beans are, like, so great.

5 CUSTOMER: Well, Del Taco is better than any other  
6 fast food restaurant, because the food is always very  
7 fresh.

8 NOAH CHILLINGWORTH: Our menu is QSR plus. We've  
9 got all the value and convenience of a QSR, plus the  
10 quality ingredients and service of a fast casual  
11 restaurant.

12 We've got high quality platforms, like Epic  
13 Burritos and Fresca Bowls, all made to order with fresh  
14 ingredients in our working kitchens.

15 DAVID PEAR: Well, our guests can come to Del Taco  
16 at almost any time to satisfy their craving. In fact,  
17 most of our restaurants are open 24 hours a day.

18 CUSTOMER: Whether it's breakfast, early in the  
19 morning, if you're on the way to work, in-between classes  
20 or the middle of the night.

21 CUSTOMER: Any time is a good time for Del Taco.

22 STEVE BRAKE: Our buck and under menu provides  
23 unbelievable variety and some of the best value of the  
24 industry.

1           CUSTOMER: What I like about Del Taco is the  
2 prices and how efficient the service is.

3           CUSTOMER: Inexpensive and fresh and delicious.

4           DAVID PEAR: So a big part of our sales growth is  
5 we improved the guest experience. So our existing  
6 guests are coming back much more often and our new  
7 guests are just continuing to keep coming back over and  
8 over again.

9           CUSTOMER: I love Del Taco. Best food ever.

10          CUSTOMER: I seem to keep coming back all time. I  
11 like they what they have.

12          CUSTOMER: It's amazing. I really like it.

13          PAUL MURPHY: The combined solutions strategy is a  
14 holistic approach to grow our business. It was  
15 designed to touch all the key aspects of the restaurant  
16 experience that impact our guests. Things like our  
17 menu, our service, our marketing and our facility.

18          JOHN CAPPASOLA: It's exciting. The new prototype  
19 is something that the guests are reacting to in a very  
20 positive manner. They love the prototype along with  
21 our design around the reimaged restaurants. We brought  
22 in our quality and freshness positioning into the  
23 prototype and we've just made it a more comfortable  
24 place to sit down and enjoy a meal.

1       NOAH CHILLINGWORTH: There is a lot of reasons to believe  
2 in our future growth, starting with the most passionate  
3 and loyal brand fans that you will find anywhere.

4       ANNE ALBERTINE: We've proven that we can deliver  
5 transaction driving new menu items and we have built a  
6 pipeline of innovative offerings that will keep our  
7 brand fresh and exciting.

8       STEVE BRAKE: As the second largest Mexican QSR,  
9 we see a lot of white space ahead of us for growth,  
10 both in established and new markets.

11       JOHN CAPPASOLA: Today's consumer is really  
12 demanding fresher, higher quality, made-to-order food.  
13 But the trick is that they don't want to give up the  
14 speed and the value that quick service restaurants  
15 provide and that's what really makes Del Taco so great.

16       PAUL MURPHY: It's simple. Our brand position is  
17 we start with fresh and we serve with value. We're  
18 going to grow Del Taco by providing a best-on-block  
19 guest experience by serving great fresh, tasting food  
20 with convenience, speed and at an unbelievable value.

21       CUSTOMER: Any time is good for Del Taco.  
22  
23  
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