

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): November 9, 2021

EMBARK TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State of incorporation
or organization)

001-39881

(Commission File Number)

86-3343695

(I.R.S. Employer
Identification Number)

**424 Townsend Street
San Francisco, California**

(Address of principal executive offices)

94107

(Zip Code)

(415) 671-9628

(Registrant's telephone number, including area code)

NORTHERN GENESIS ACQUISITION CORP. II

(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	EMBK	The Nasdaq Stock Market LLC
Warrants to purchase one share of Class A Common Stock, each at an exercise price of \$11.50 per share	EMBKW	The Nasdaq Stock Market LLC

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.

On November 9, 2021, Northern Genesis Acquisition Corp. II (the “Company”) held a special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to the Business Combination (defined terms not provided herein have the same meaning as such terms are defined in the Company’s proxy statement/prospectus filed with the U.S. Securities and Exchange Commission on October 19, 2021 (the “Proxy Statement”).

There were 51,750,000 shares of common stock of the Company issued and outstanding on October 6, 2021, the record date (the “Record Date”) for the Special Meeting. At the Special Meeting, there were 41,945,453 shares present either by proxy or online, representing approximately 81.05% of the total outstanding shares of the Company’s common stock as of the Record Date, constituting a quorum to conduct business.

At the Special Meeting, the following proposals were submitted to a vote of stockholders. For more information on each of these proposals, see the Proxy Statement.

- (1) **The Business Combination Proposal.** A proposal to consider and vote upon a proposal to approve and adopt the Merger Agreement, a copy of which was attached to the Proxy Statement as Annex A.
 - (2) **The Charter Proposals.** The following eight separate proposals to approve the Embark Technology Charter:
 - a. Charter Proposal 2.A - to authorize the change in the authorized capital stock of the Company from 100,000,000 shares of the Company’s Common Stock and 1,000,000 shares of the Company’s Preferred Stock, to 4,000,000,000 shares of Embark Technology Class A Common Stock, 100,000,000 shares of Embark Technology Class B Common Stock and 10,000,000 shares of Embark Technology preferred stock;
 - b. Charter Proposal 2.B - to authorize the dual-class capital structure and provide that holders of shares of Embark Technology Class A Common Stock will be entitled to one vote per share on all matters to be voted upon by the holders thereof, and holders of Embark Technology Class B Common Stock will be entitled to ten votes per share on all matters to be voted upon by the holders thereof;
 - c. Charter Proposal 2.C - to provide that Embark Technology’s board of directors be divided into three classes with only one class of directors being elected in each year and each class serving a three-year term;
 - d. Charter Proposal 2.D - to provide that (i) after the Trigger Date and until the Sunset Date, a director of Embark Technology may be removed, with or without cause, only upon the affirmative vote of a holders of at least a majority of the voting power of all of the Embark Technology Common Stock entitled to vote in an election of directors and (ii) during any other period, including prior to the Trigger Date and after the Sunset Date, directors may be removed only for cause and only by holders of at least a majority of the voting power of all of the Embark Technology Common Stock entitled to vote in an election of directors;
 - e. Charter Proposal 2.E - to provide that (i) following the Trigger Date and until the Sunset Date, all vacancies on the board of directors, however created, may only be filled by the affirmative vote of holders of at least a majority of the voting power of the outstanding Embark Technology Common Stock entitled to vote in an election of directors and (ii) for any other period, including prior to the Trigger Date and after the Sunset Date, any director vacancy may be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum;
 - f. Charter Proposal 2.F - to provide that the amendment of certain provisions of the Embark Technology Charter will require (i) prior to the Trigger Date, the affirmative vote of holders of at least a majority of the total voting power of all outstanding shares of Embark Technology Common Stock with each class voting separately as a class, and (ii) on or after the Trigger Date, the affirmative vote of holders of at least two-thirds of the total voting power of the outstanding Embark Technology Common Stock voting together as a single class;
 - g. Charter Proposal 2.G - to provide that any amendment to the Embark Technology Bylaws will require (i) prior to the Trigger Date, the affirmative vote of holders of at least a majority of the total voting power of all outstanding shares of Embark Technology Common Stock with each class voting separately as a class, (ii) after the Trigger Date but prior to the Sunset Date, the affirmative vote of holders of at least a majority of the total voting power of the outstanding Embark Technology Common Stock entitled to vote on the election of directors voting together as a single class and (iii) after the Sunset Date, the affirmative vote of holders of at least two-thirds of the voting power of the then outstanding Embark Technology Common Stock entitled to vote in an election of directors, voting as a single class; and
 - h. Charter Proposal 2.H - to authorize all other changes in connection with the replacement of the NGA Existing Charter with the Embark Technology Charter in connection with the consummation of the Business Combination (a copy of which is attached to the proxy statement/prospectus as Annex C), including (1) changing the corporate name from “Northern Genesis Acquisition Corp. II” to “Embark Technology, Inc.,” (2) making Embark Technology’s corporate existence perpetual, (3) electing not to be governed by Section 203 of the DGCL following the Trigger Date and, instead, be governed by a provision substantially similar to Section 203 of the DGCL, except that the modified restrictions provide that the Embark Founders and their permitted transferees will not be deemed to be “interested stockholders,” regardless of the percentage of their voting stock and are therefore not be subject to such restrictions; provided that, prior to the Trigger Date, Section 203 of the DGCL shall govern such transactions and (4) removing certain provisions related to the Company’s status as a blank check company that will no longer be applicable upon consummation of the Business Combination and certain other changes that the Company’s Board deems appropriate for a public operating company, all of which the Company’s board of directors believes are necessary to adequately address the needs of Embark Technology after the Business Combination.
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- (3) **The Director Election Proposal.** A proposal, assuming the Business Combination Proposal and the Charter Proposals are approved, to elect seven directors who, upon consummation of the Business Combination, will be the directors of Embark Technology.
- (4) **The Stock Issuance Proposal.** A proposal to approve for purposes of complying with the applicable provisions of NYSE Listed Company Manual Rule 312.03, the issuance of (a) Embark Technology Class A Common Stock to the PIPE Investors, including the FPA PIPE Investors, pursuant to the PIPE Financing and (b) Embark Technology Class A Common Stock and Embark Technology Class B Common Stock to the Embark Stockholders pursuant to the Merger Agreement.
- (5) **The Incentive Award Plan Proposal.** A proposal to approve and adopt the Embark Technology 2021 Plan.
- (6) **The ESPP Proposal.** A proposal to approve and adopt the ESPP.
- (7) **The Adjournment Proposal.** A proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for the approval of one or more proposals at the Special Meeting.

Each of the proposals was approved by the requisite vote of the Company's stockholders. The final voting results for each proposal are described below.

Proposal	For	Against	Abstain	Broker Non-Votes	
1. The Business Combination Proposal	39,965,277	1,980,124	52	0	
2. The Charter Proposals:					
Charter Proposal 2.A.	39,732,427	2,210,784	2,242	0	
Charter Proposal 2.B.	39,707,872	2,234,999	2,582	0	
Charter Proposal 2.C.	39,958,666	1,983,049	3,738	0	
Charter Proposal 2.D.	39,961,514	1,980,847	3,092	0	
Charter Proposal 2.E.	39,961,543	1,981,694	2,216	0	
Charter Proposal 2.F.	39,960,487	1,981,870	3,096	0	
Charter Proposal 2.G.	39,961,337	1,980,980	3,136	0	
Charter Proposal 2.H.	39,955,240	1,986,931	3,282	0	
		Votes For	Votes Withheld	Broker Non-Votes	
3. The Director Election Proposal:					
Alex Rodrigues		39,693,251	2,252,202	0	
Brandon Moak		39,693,261	2,252,192	0	
Elaine Chao		39,690,913	2,254,540	0	
Patricia Chiodo		39,692,562	2,252,891	0	
Pat Grady		39,693,261	2,252,192	0	
Ian Robertson		39,215,167	2,730,284	0	
		For	Against	Abstain	Broker Non-Votes
4. The Stock Issuance Proposal	39,961,785	1,980,471	3,197	0	
5. The Incentive Award Plan Proposal	39,914,019	2,022,147	9,287	0	
6. The ESPP Proposal	39,958,575	1,982,090	4,788	0	
7. The Adjournment Proposal	39,695,043	2,249,793	617	0	

Item 7.01. Regulation FD Disclosure.

On November 10, 2021, the Company issued a press release announcing the closing the Business Combination and the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. Such exhibit and the information set forth therein shall not be deemed to be filed for purposes of Section 18 of 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 or the Exchange Act.

Item 8.01 Other Events.

Stockholders holding 29,986,289 shares of the Company's common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Company's trust account ("Trust Account"). As a result, approximately \$299,884,977.33 (or approximately \$10.00 per share) will be removed from the Trust Account to pay such holders.

The Company, Embark Trucks Inc., and Northern Genesis Sponsor II LLC (the "Sponsor") agreed to a partial waiver of the forfeiture of certain Founder Shares held by Sponsor, pursuant to Sections 3.2 and 3.3 of the Sponsor Support Agreement entered into in connection with the Merger Agreement on June 22, 2021. The waiver was conditioned on Sponsor transferring such shares on a proportional basis to certain institutional investors in connection with an agreement by such investors to either (i) refrain from electing to redeem a specified number of its shares of Company common stock or (ii) revoke any prior redemption. The number of Founder Shares that the waiver applied to is 81,121 shares. The Founder Shares transferred to the institutional investors will remain subject to the lock-up restrictions in the Sponsor Support Agreement and will be eligible for registration pursuant to the Amended and Restated Registration Rights Agreement entered into at closing of the Business Combination.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated November 10, 2021
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

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: November 10, 2021

EMBARK TECHNOLOGY, INC.

By: /s/ Richard Hawwa
Name: Richard Hawwa
Title: Chief Financial Officer



Embark Trucks, America’s Longest-Running Self-Driving Truck Program, To List at a Valuation of Approximately \$5 billion on Nasdaq Under the Ticker “EMBK”

- *Embark announces completion of merger with Northern Genesis Acquisition Corp. II after stockholders overwhelmingly approve business combination*
- *Embark’s common stock to begin trading on Nasdaq under ticker symbol “EMBK” on November 11, 2021*

San Francisco and Kansas City, MO – November 10, 2021 – [Embark Trucks, Inc.](#), a leading developer of autonomous technology for the trucking industry, today announced that it has completed its previously announced business combination with Northern Genesis Acquisition Corp. II (“Northern Genesis 2”) (NYSE: NGAB) to take Embark public. The combined company has been renamed “Embark Technology, Inc.” and its shares will commence trading on the Nasdaq Capital Market on November 11, 2021.

The ticker symbols for the common stock and warrants of Northern Genesis 2 will change from “NGAB” and “NGAB.WS” to “EMBK” and “EMBKW”, respectively. The transaction was approved at a special meeting of Northern Genesis 2 stockholders on November 9, 2021 and was unanimously approved by Northern Genesis 2’s Board of Directors.

The closing of the business combination caps a momentous year for Embark as the company seeks to continue to develop industry-leading autonomous truck technology. Since March 2021, Embark marked milestones across key business priorities:

- **Technology Progress:** Embark [unveiled the Embark Universal Interface](#), a set of standardized self-driving components and the flexible interfaces necessary for major truck OEMs to more easily and robustly integrate Embark’s autonomous technology onto their vehicle platforms.
- **Technical Partnerships:** Embark announced partnerships and collaborations with Tier 1 suppliers and technology providers including [Cummins](#), [NVIDIA](#), [Luminar](#), and [ZF](#) to accelerate integration of the Embark Universal Interface within OEM vehicle platforms.
- **Partner Development Program (PDP) & Reservations:** Embark [launched its Partner Development Program](#) with members including Werner Enterprises, Mesilla Valley Transportation, Bison Transport, AB Inbev, [HP](#), and [DHL](#), among others. Carriers in the PDP have placed a [combined 14,200 non-binding reservations](#) for Embark-equipped autonomous trucks to date.
- **National Transfer Point Network:** Embark [partnered with Ryder](#) to launch a nationwide network of up to 100 Embark transfer points, where Ryder will provide yard operations, maintenance, and fleet management to support a seamless coast-to-coast autonomous network for Embark fleet partners.
- **Sustainability:** Embark worked with PDP member HP, Inc. to [kick off the industry’s first electric truck drayage program](#). The two are piloting first- and last-mile deliveries between transfer points and HP’s distribution facilities using human-operated electric trucks in combination with autonomous trucks.

- **Management and Leadership:** Embark expanded its executive leadership team, adding Richard Hawwa as Chief Financial Officer, Sid Venkatesan as Chief Legal Officer, and Stephen Houghton as Chief Operations and Fleet Officer. Embark also added former U.S. Secretary of Transportation Elaine L. Chao to its Board of Directors. Additionally, Embark announced the formation of an industry advisory board, composed of six storied executives from companies like Cummins, Knight Transportation, Navistar, and others.
- **Policy:** Embark signed a joint MOU with the Arizona Department of Transportation to collaborate and share data on highway work zone safety. Embark also joined the board of the Self-Driving Coalition to strengthen the Coalition's position as the leading organization representing all facets of the AV industry.

Alex Rodrigues, Co-Founder and CEO of Embark added, "We are thrilled to reach this important milestone and become a public company to further our mission of evolving the trucking industry, and using autonomous software to create a safer, more efficient, and more sustainable freight ecosystem. Embark's co-founder and CTO, Brandon Moak, and I are incredibly proud of what our team has achieved, and we remain focused on delivering against key strategic initiatives to commercialize our technology and achieve key technical milestones. We remain differentiated as America's longest running self-driving truck program with an asset-light go-to-market strategy, our proprietary patent-pending Vision Map Fusion technology, and our carrier-friendly, platform-agnostic Embark Universal Interface approach. We believe that the capital raised in this transaction will help us achieve our commercialization plans to bring self-driving trucks to the U.S. Sunbelt in 2024."

"Embark has a strong group of shareholders who are excited to support its mission to create a better trucking industry," said Ian Robertson, Director and CEO of Northern Genesis 2. "I look forward to being a member of the Board of Directors and working with management of Embark as it starts this next stage of its life as a public company."

To memorialize the completion of the business combination, Embark will be ringing the opening bell at the Nasdaq at 9:30 a.m. ET on November 11, 2021. A live stream of the event and replay can be accessed after November 11, 2021 by visiting: <https://www.nasdaq.com/marketsite/bell-ringing-ceremony>.

Management and Board Composition

Following completion of the proposed business combination, Embark will retain its experienced management team. Alex Rodrigues will continue to serve as CEO, Brandon Moak will continue to serve as Chief Technology Officer, and Richard Hawwa will continue to serve as CFO.

Elaine Chao, former U.S. Secretary of Transportation, Pat Grady, Partner at Sequoia Capital, and Patricia Chiodo, CFO of Verra Mobility Corporation, will join Alex Rodrigues, Brandon Moak, and Ian Robertson on Embark's board of directors.

About Embark

Embark is an autonomous vehicle company building the software powering autonomous trucks, focused on improving the safety, efficiency, and sustainability of the nearly \$700 billion a year trucking market. Headquartered in San Francisco, CA since its founding in 2016, Embark is America's longest-running self-driving truck program. The company partners with some of the largest shippers and carriers in the nation, collectively representing over 35,000 trucks.

Embark's mission is to realize a world where consumers pay less for the things they need, drivers stay close to the homes they cherish, and roads are safer for the people we love. To learn more about Embark, visit embarktrucks.com.

About Northern Genesis 2

Northern Genesis 2 is a special purpose acquisition company formed for the purpose of effecting a merger, stock exchange, acquisition, reorganization or similar business combination with one or more businesses. The management team overseeing the Northern Genesis 2 investment platform brings a unique entrepreneurial owner-operator mindset and a proven history of creating stockholder value across the sustainable power and energy value chain. The team is committed to helping the next great public company find its path to success; a path which will most certainly recognize the growing sensitivity of customers, employees and investors to alignment with the principles underlying sustainability.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Embark's and Northern Genesis 2's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Embark's and Northern Genesis 2's expectations with respect to future performance. These forward-looking statements also involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Factors that may cause such differences include, but are not limited to: (1) the inability to recognize the anticipated benefits of any proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain key employees; (2) costs related to the any proposed business combination; (3) changes in the applicable laws or regulations; (4) volatility in the price of Embark's securities due to a variety of factors, including changes in the competitive and highly regulated industries in which Embark plans to operate, variations in performance across competitors, changes in laws and regulations affecting Embark's business and changes in the combined capital structure; (5) the possibility that Embark may be adversely affected by other economic, business, and/or competitive factors; (6) the impact of the global COVID-19 pandemic; and (7) other risks and uncertainties separately provided to you and indicated from time to time described in filings and potential filings by Embark and Northern Genesis 2 with the U.S. Securities and Exchange Commission (the "SEC"), including those discussed in Northern Genesis 2's Annual Report Form 10-K for the fiscal year ended December 31, 2020 ("Form 10-K") and Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 and in the registration statement on Form S-4 and definitive proxy statement/prospectus and other documents filed by Northern Genesis 2 and Embark from time to time. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Embark cautions that the foregoing list of factors is not exhaustive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. Embark undertakes no obligation to and accepts no obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

Contacts

For Embark:

Investor Relations: investorrelations@embarktrucks.com

Media: press@embarktrucks.com

For Northern Genesis 2:

Investor Relations: investors@northerngenesis.com