

**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): August 5, 2021

ALBANY INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-10026

(Commission
File Number)

14-0462060

(I.R.S Employer
Identification No.)

216 Airport Drive, Rochester, New Hampshire

(Address of principal executive offices)

03867

(Zip Code)

Registrant's telephone number, including area code 603-330-5850

None

(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 \$0.001 per Share)	AIN	New York Stock Exchange
Class B Common Stock (par value \$0.001 per Share)	AIN	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 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 1.01 Entry Into a Material Definitive Agreement.

On August 5, 2021, Albany International Corp. (the “Company”) entered into a side letter agreement (the “Side Letter”) with Standish Family Holdings, LLC, J.S. Standish Company, Christine L. Standish, John C. Standish and J. Spencer Standish Discretionary Trust for Christine L. Standish U/A/D 6/21/83 (the “Standish Trust” and collectively, the “Standish Family”) pursuant to which the Standish Family generally agreed to (i) bear the costs and expenses associated with a secondary offering of shares of the Company’s Class A common stock, par value \$0.001 per share, to be issued upon conversion of an equal number of shares of the Company’s Class B common stock, par value \$0.001 per share (the “Offering”), including 50% of the documented fees and expenses of the financial adviser to the special committee of the Company’s board of directors (the “Board”), and any registration statement or prospectus supplement related to the Offering, (ii) convert any and all shares of the Company’s Class B common stock held by the Standish Family after completion of the Offering into an equal number of shares of the Company’s Class A common stock (the “Conversion”) and (iii) cause Christine L. Standish and Lee C. Wortham (the “Standish Directors”) to tender their resignations after completion of the Offering as members of the Board and all committees of the Board on which the Standish Directors serve. As of July 28, 2021, the Standish Family held in the aggregate shares of the Company’s common stock entitling them to cast approximately 34.5 percent of the combined votes entitled to be cast by all stockholders of the Company.

The foregoing description of the Side Letter does not purport to be complete, and is qualified in its entirety by reference to the Side Letter, which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 5.02 Departure of Directors or Principal Officers; Elections of Directors; Appointment of Principal Officers.

On August 5, 2021, the Standish Directors notified the Board of their decision to resign as members of the Board and all committees of the Board, effective upon completion of the Offering. Following their resignations, until further action by the Board, the number of directors of the Company shall be seven. Christine L. Standish serves on the Governance Committee of the Board, and Lee C. Wortham serves on the Compensation Committee of the Board. The Standish Directors’ decision to resign did not result from any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 8.01 Other Events.

On August 5, 2021, the Company issued a press release announcing the launch of the Offering, a copy of which is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

As disclosed in the preliminary prospectus supplement for the Offering, prior to the closing of the Offering, Standish Family Holdings, LLC will transfer 50,000 shares of Class B Common Stock to the Standish Trust, and the shares of Class B common stock transferred to the Standish Trust and all remaining shares of Class B common stock held by the Standish Family will be converted into Class A common stock, in accordance with the Company’s amended and restated certificate of incorporation.

The Company is separately filing herewith as Exhibit 4.1 a description of the Company’s securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
4.1	Description of the Company’s securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.
10.1	Side Letter, dated August 5, 2021.
99.1	Press release, dated August 5, 2021, announcing the launch of the Offering.
104	Inline XBRL cover page.

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.

ALBANY INTERNATIONAL CORP.

By: /s/ Stephen M. Nolan
Name: Stephen M. Nolan
Title: Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: August 5, 2021

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

The following briefly summarizes certain of the material terms of the common stock, par value \$0.001 per share, of Albany International Corp. (the "Company," "we," "us," and "our"), which is the only class of our securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This following description is a summary, and it does not describe every aspect of our Class A Common Stock. This summary is subject to, and qualified in its entirety by, reference to the provisions of our Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") and our Bylaws.

Our Certificate of Incorporation authorizes the issuance of up to 100 million shares of Class A Common Stock, par value \$0.001 per share, 25 million shares of Class B Common Stock, par value \$0.001 per share (the "Class B Common Stock"), and 2,000,000 shares of preferred stock, par value \$5.00 per share (the "preferred stock"). The Class B Common Stock is convertible into an equal number of shares of Class A common Stock at any time.

Common Stock

Voting Rights. At every meeting of the shareholders of the company (or with respect to any action by written consent in lieu of a meeting of shareholders), each share of Class A Common Stock is entitled to one (1) vote (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders' consent) and each share of Class B Common Stock is entitled to ten (10) votes (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders' consent). Except as otherwise required by law or by the company's Certificate of Incorporation or as determined by our board of directors, Class A Common Stock and Class B Common Stock vote together as a single class and have the exclusive right to vote on all matters on which common shareholders are entitled to vote, including the election of directors. The authorization, issuance, sale or distribution by the company of shares of Class B Common Stock require (1) the affirmative vote of a majority of the outstanding shares of Class A Common Stock, voting as a separate class, and (2) the affirmative vote of a majority of the outstanding shares of Class B Common Stock, voting as a separate class. The affirmative vote of the Class A Common Stock or Class B Common Stock will not be required for the distribution of Class B Common Stock to the holders of Class B Common Stock in connection with a stock dividend or split up, subdivision, combination or reclassification of shares of common stock of the company, if Class A Common Stock is concurrently and proportionately distributed to holders of Class A Common Stock (such a distribution of Class A Common Stock to be deemed proportionate under the company's Certificate of Incorporation if the number of shares of Class A Common Stock distributed with respect to each share of Class A Common Stock equals the number of shares of Class B Common Stock distributed with respect to each share of Class B Common Stock; such concurrent, proportionate distributions are hereinafter collectively referred to as a "Pro Rata Distribution").

Transferability. Shares of Class A Common Stock are not subject to any restrictions on transfer. Shares of Class B Common Stock are not subject to any restrictions on transfer, except that any transfer of such shares other than a Permitted Transfer (as defined below) will automatically result in conversion of such shares transferred to shares of Class A Common Stock, effective upon such transfer. A “Permitted Transfer” of Class B Common Stock means any of the following: (i) a transfer of such shares to the company; (ii) a transfer of such shares by the holder thereof to another holder of Class B Common Stock; (iii) a transfer of such shares resulting from the death of the holder thereof to another holder of Class B Common Stock; and (iv) any other Permitted Transfer as defined in our Certificate of Incorporation.

Dividends. Dividends may be paid upon the Class A Common Stock as and when declared by the board of directors out of any funds legally available therefor; provided, however, that no stock dividend may be paid upon the Class A Common Stock unless such stock dividend is part of a Pro Rata Distribution. Shares of Class A Common Stock and Class B Common Stock will be treated equally for purposes of dividends except with respect to any stock dividend which is part of a Pro Rata Distribution.

Liquidation, Dissolution, and Winding Up. Upon any liquidation, dissolution or winding up of the company, whether voluntary or involuntary, and after the holders of preferred stock of each series have been paid in full the amounts to which they respectively are entitled or such other provision has been made for the holders of the preferred stock of each series as may have been determined by the board of directors pursuant to its authority to determine, before issuance, the rights upon voluntary or involuntary liquidation, dissolution or winding up of the company of series of the preferred stock, the remaining net assets of the company will be distributed to holders of Class A Common Stock and Class B Common Stock ratably as one class.

Preferred Stock

Under our Certificate of Incorporation, our board of directors may issue shares of preferred stock from time to time as shares of one or more series of preferred stock, and the board of directors is authorized from time to time prior to the issuance thereof to fix the number of shares which will constitute each such series and to fix the designation and relative rights, preferences and limitations of such series, subject to the limitation that, if the stated dividends and amounts payable on liquidation are not paid in full, the outstanding shares of all series of preferred stock will share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. This may have the effect of delaying, deferring or preventing a change of control of our company by, among other things, increasing the number of shares necessary to gain control of the company.

Anti-Takeover Effects of Provisions of Our Certificate of Incorporation and Our Bylaws

Our Certificate of Incorporation and our Bylaws contain provisions that may delay, defer or discourage another party from acquiring control of us. We expect that these provisions will discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with the board of directors, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they may also discourage acquisitions that some stockholders may favor. These provisions include:

Authorized but Unissued or Undesignated Capital Stock. A large quantity of authorized but unissued shares may deter potential takeover attempts because of the ability of our board of directors to authorize the issuance of some or all of these shares to a friendly party, or to the public, which would make it more difficult for a potential acquirer to obtain control of us. This possibility may encourage persons seeking to acquire control of us to negotiate first with our board of directors. The authorized but unissued stock may be issued by the board of directors in one or more transactions. In this regard, our Certificate of Incorporation grants the board of directors broad power to establish the rights and preferences of authorized and unissued preferred stock. The issuance of shares of preferred stock pursuant to the board of directors' authority described above could decrease the amount of earnings and assets available for distribution to holders of common stock and adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying, deferring or preventing a change of control. The board of directors does not intend to seek stockholder approval prior to any issuance of preferred stock, unless otherwise required by law.

Advance Notice Procedures. Our Bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors. In order for any matter to be "properly brought" before a meeting, a stockholder will have to comply with advance notice requirements and provide us with certain information.

Generally, to be timely, a stockholder's notice must be received at our principal executive offices not earlier than 180 days prior, and not later than 100 days before, the first anniversary date of the immediately preceding annual meeting of stockholders. Our Bylaws also specify requirements as to the form and content of a stockholder's notice.

These provisions may have the effect of deterring hostile takeovers or delaying or preventing changes in control of our management or of us, such as a merger, reorganization or tender offer. These provisions are intended to enhance the likelihood of continued stability in the composition of our board of directors and its policies and to discourage certain types of transactions that may involve an actual or threatened acquisition of us. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal. The provisions are also intended to discourage certain tactics that may be used in proxy fights. However, such provisions could have the effect of discouraging others from making tender offers for our shares and, as a consequence, they may also inhibit fluctuations in the market price of our shares of common stock that could result from actual or rumored takeover attempts.

Business Combinations with Interested Stockholders

Section 203 of the Delaware General Corporation Law (the "DGCL") generally prohibits certain business combination transactions between a Delaware corporation and any "interested stockholder" owning 15% or more of the corporation's outstanding voting stock for a period of three years after the date on which the stockholder became an interested stockholder, unless:

- the board of directors approves, prior to the date, either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- upon consummation of the transaction in which the stockholder becomes an interested stockholder, the interested stockholder owned at least 85% of the shares of the voting stock of the corporation including for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) shares owned by persons who are directors and officers and certain employee benefit plans; or
- at or subsequent to the time at which the stockholder became an interested stockholder, the business combination with the interested stockholder is approved by the board of directors and also approved at a stockholders' meeting by the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation's voting stock other than shares held by the interested stockholder.

Under Delaware law, a "business combination" includes a merger, asset sale or certain other transactions resulting in a financial benefit to the interested stockholder.

Limitation of Liability and Indemnification of Officers and Directors

Our Certificate of Incorporation provides that no director will be personally liable to us or any of our stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. Our Bylaws generally provide that we will indemnify any person who is a party, or is threatened to be made a party, or who is called or threatened to be called to give testimony (whether during pre-trial discovery, at trial or otherwise) in connection with any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal or investigative, including an action by or in the right of the company, by reason of the fact that such person is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Expenses incurred by a director, officer, employee or agent in defending against such legal proceedings are payable before the final disposition of the action, provided that the director, officer, employee or agent undertakes to repay us if it is later determined that he or she is not entitled to indemnification. Our Bylaws also provide that we may, by action of our board of directors, execute and deliver indemnification agreements with any person or persons whom we have the power to indemnify under applicable law and with such provisions as our board of directors may approve and as are not prohibited by applicable law. We have entered into customary indemnification agreements with each of our directors that provide them, in general, with customary indemnification in connection with their service to us or on our behalf.

Insofar as indemnification for liabilities arising under the Securities Act, 1933 (the "Securities Act") may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Transfer Agent and Registrar

Computershare Trust Company, N.A. is the transfer agent and registrar for our Class A Common Stock.

Exchange

Our Class A Common Stock is listed on the NYSE under the symbol "AIN."

ALBANY INTERNATIONAL CORP.
216 Airport Drive
Rochester, New Hampshire 03867

August 5, 2021

Standish Family Holdings, LLC
J.S. Standish Company
120 W. Tupper Street
Suite 200
Buffalo, NY 14201

Ladies and Gentlemen:

Reference is made to the proposed sale by certain of J.S. Standish Company, Christine L. Standish, John C. Standish, Standish Family Holdings, LLC and J. Spencer Standish Discretionary Trust for Christine L. Standish U/A/D 6/21/83 (collectively, the "Standish Family") of certain shares of Class A Common Stock, par value \$0.001 per share (the "Shares") issuable upon conversion of an equal number of shares of Class B Common Stock, par value \$0.001 per share, of Albany International Corp. (the "Corporation") in the form of a registered block sale of such securities (the "Proposed Offering").

In consideration of the Corporation's assistance in connection with the Proposed Offering, the Corporation and the Standish Family hereby agree that, whether or not the transactions contemplated by the Proposed Offering are consummated, the Standish Family will (a) jointly and severally pay, or reimburse the Corporation for payment of, or cause to be paid or reimbursed, all out-of-pocket costs and expenses of the Corporation incident to the Proposed Offering, including, without limitation, (i) the costs incident to the authorization, issuance, sale, preparation and delivery of the Shares; (ii) the costs incident to the preparation, printing and filing under the Securities Act of 1933, as amended, of any registration statement, preliminary prospectus, issuer free writing prospectus, pricing disclosure package and prospectus (including all exhibits, amendments and supplements thereto) and the distribution thereof; (iii) documented fees and expenses of the Corporation's counsel and independent accountants; (iv) 50% of the documented fees and expenses payable to Robert W. Baird & Co. for its services provided to the special committee (the "Special Committee") of the board of directors (the "Board") of the Corporation in connection with the Special Committee's evaluation of the Proposed Offering; (v) the fees and expenses incurred in connection with the registration or qualification and determination of eligibility for investment of the Shares under the laws of such jurisdictions as the underwriters for the Proposed Offering may designate and the preparation, printing and distribution of a blue sky memorandum (including the related documented fees and expenses of counsel for the underwriters); (vi) the costs and charges of the Corporation's transfer agent and any registrar; (vii) all expenses and application fees incurred in connection with any filing with, and clearance of the Proposed Offering by, the Financial Industry Regulatory Authority, Inc. (including the related documented fees and expenses of counsel for the underwriters for the Proposed Offering); and (viii) all expenses and application fees related to the listing of the Shares on the New York Stock Exchange, (b) promptly convert any and all shares of Class B Common Stock held by the Standish Family into an equal number of shares of Class A Common Stock pursuant to and in accordance with the Amended and Restated Certificate of Incorporation of the Corporation and (c) cause Christine L. Standish and Lee C. Wortham (the "Standish Directors") to tender their resignations, substantially in the form attached hereto as Annex A, as members of the Board and all committees of the Board on which such Standish Directors serve.

This letter agreement will be governed by and construed in accordance with the laws of the State of New York. This letter agreement may be executed and delivered in counterparts (including by .pdf or facsimile transmission), each of which will be deemed an original.

If the foregoing is in accordance with your understanding, please sign and return a counterpart hereof, whereupon this letter and the acceptance by each of you thereof shall constitute a binding agreement between the Corporation and each of you in accordance with its terms.

[Signature page follows]

Very truly yours,

ALBANY INTERNATIONAL CORP.

By /s/ Stephen M. Nolan

Name: Stephen M. Nolan

Title: Chief Financial Officer and Treasurer

Acknowledged and agreed:

STANDISH FAMILY HOLDINGS, LLC

By /s/ Lee C. Wortham

Name: Lee C. Wortham

Title: J.S. Standish Co., As Manager

J.S. STANDISH COMPANY

By /s/ Lee C. Wortham

Name: Lee C. Wortham

Title: Treasurer

/s/ Christine L. Standish

Christine L. Standish

/s/ John C. Standish

John C. Standish

**J. SPENCER STANDISH DISCRETIONARY TRUST
FOR CHRISTINE L. STANDISH U/A/D 6/21/83**

By: Myles Private Trust Company, LLC, solely as trustee

By /s/ William V.A. Zorn

Name: William V.A. Zorn

Title: Chief Financial Officer

ANNEX A

DIRECTOR RESIGNATION LETTER

[DATE], 2021

Board of Directors of Albany International Corp.
216 Airport Drive
Rochester, New Hampshire 03867
Attention: Erland E. Kailbourne, Chairman of the Board

Ladies and Gentlemen:

I hereby tender my resignation as a member of the board of directors (the "Board") of Albany International Corp. ("Albany") and of all committees of the Board on which I serve, effective upon the closing of the offering described in the preliminary prospectus supplement to be filed by Albany with the Securities and Exchange Commission on the date hereof.

Sincerely,

[NAME]

Cc: A. William Higgins, President and CEO
Joseph M. Gaug, Vice President, General Counsel and Secretary

NEWS RELEASE

**Investor Relations contact:**

John Hobbs
603-330-5897
john.hobbs@albint.com

ALBANY INTERNATIONAL CORP. ANNOUNCES THE LAUNCH OF A SECONDARY OFFERING

Rochester, New Hampshire, August 5, 2021 – Albany International Corp. (NYSE: AIN) (the “Company”) today announced the launch of a secondary offering of 1,566,644 shares of its Class A common stock, par value \$0.001 per share (the “Class A Common Stock”). The shares are being offered by Standish Family Holdings, LLC and J.S. Standish Company (collectively, the “Selling Stockholders”). The Selling Stockholders will receive all of the net proceeds from this offering. No shares are being sold by the Company.

J.P. Morgan Securities LLC is acting as the sole underwriter for the offering.

J.P. Morgan Securities LLC proposes to offer the shares of Class A Common Stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices.

A Registration Statement on Form S-3 (including a prospectus) relating to these securities has been filed with the Securities and Exchange Commission (the “SEC”) and is effective. Before you invest, you should read the prospectus in that registration statement, the accompanying prospectus supplement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, copies of the prospectus and accompanying prospectus supplement related to this offering, when available, may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone at 1-866-803-9204.

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

About Albany International Corp.

Albany International Corp. is a leading developer and manufacturer of engineered components, using advanced materials processing and automation capabilities, with two core businesses. Machine Clothing is a producer of custom-designed, consumable fabrics and process belts essential for the manufacture of all grades of paper products. Albany Engineered Composites is a designer and manufacturer of advanced materials-based engineered components for demanding aerospace applications, supporting both commercial and military platforms. Albany International is headquartered in Rochester, New Hampshire, operates 23 facilities in 11 countries, employs approximately 4,000 people worldwide, and is listed on the New York Stock Exchange (Symbol AIN).

Cautionary Note Regarding Forward-Looking Statements

This press release may contain statements, estimates, or projections that constitute “forward-looking statements” as defined under U.S. federal securities laws. Because forward-looking statements are subject to certain risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Certain of the risks and uncertainties to which the Company is subject are described in the Registration Statement on Form S-3 under the heading “Cautionary Note Regarding Forward-Looking Statements,” the Preliminary Prospectus Supplement dated August 5, 2021 under the headings “Cautionary note regarding forward-looking statements” and “Risk factors,” the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 under the headings “Forward-Looking Statements” and “Risk Factors,” the Company’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2021 and June 30, 2021 under the heading “Forward-Looking Statements” and other applicable filings with the SEC. Such forward-looking statements are based on current expectations, and the Company undertakes no obligation to publicly update or revise any forward-looking statements.

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