

U.S. 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): July 1, 2013

ADVANCED EMISSIONS SOLUTIONS, INC.

(Name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

333-172809

(Commission File Number)

27-5472457

(I.R.S. Employer
Identification Number)

9135 South Ridgeline Boulevard, Suite 200, Highlands Ranch, Colorado

(Address of principal executive offices)

80129

(Zip Code)

Registrant's telephone number, including area code: **(303) 734-1727**

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 (17CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Introduction

On July 1, 2013, ADA-ES, Inc., a Colorado corporation (“ADA”) reorganized into a holding company structure pursuant to that certain Agreement and Plan of Merger, dated as of March 25, 2013 (the “Reorganization Agreement”), that had previously been entered into by and among ADA, ADA Merger Corp., a Colorado corporation (“MergerCo”), and Advanced Emissions Solutions, Inc., a Delaware corporation (“ADES”). Pursuant to the Reorganization Agreement, MergerCo, which was a wholly owned subsidiary of ADES, merged with and into ADA, with ADA as the surviving corporation (collectively, with the other transactions contemplated by the Reorganization Agreement, the “Reorganization”). The Reorganization resulted in ADA becoming a wholly owned subsidiary of ADES, and each share of the no par value common stock of ADA that was issued and outstanding at the effective time of the merger was automatically converted into one duly-issued, fully-paid and non-assessable share of \$0.001 par value common stock of ADES. ADES thereby replaced ADA as the publicly held company. In addition, each outstanding option to purchase or other right to acquire shares of common stock of ADA automatically converted into an option to purchase or right to acquire, upon the same terms and conditions, an identical number of shares of ADES common stock.

The foregoing description of the Reorganization is not complete and is qualified in its entirety by reference to the Reorganization Agreement, which is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

ADA has filed a Form 25 with the Securities and Exchange Commission (“SEC”) and a Company Event Notification Form with NASDAQ to remove its common stock from listing and registration. On July 1, 2013, the shares of common stock of ADES commence trading on the NASDAQ Capital Market under the symbol “ADES,” which was the symbol used by ADA prior to the Reorganization, and the shares of ADA are no longer publicly traded. Each outstanding certificate that, immediately prior to the Reorganization, evidenced common stock of ADA will be deemed and treated for all corporate purposes to evidence the ownership of the same number of shares of common stock of ADES until such certificate is thereafter surrendered for transfer or exchange in the ordinary course.

Item 3.03 Material Modification to Rights of Security Holders.

As a result of the Reorganization, shareholders of ADA became stockholders of ADES and the rights of such stockholders are now defined by the Delaware General Corporation Law, the Second Amended and Restated Certificate of Incorporation of ADES (“ADES Certificate”) and the Bylaws of ADES (“ADES Bylaws”). The ADES Certificate and ADES Bylaws are included as Exhibits 3.1 and 3.2, respectively, and are incorporated into this Item 3.03 by reference. Information about the difference in stockholder rights as a result of the Reorganization was previously disclosed in ADES’s Registration Statement on Form S-4 filed with the SEC on March 25, 2013.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Pursuant to the Reorganization Agreement, the directors of ADES are the same individuals who were directors of ADA immediately prior to the Reorganization. The President and Chief Executive Officer, Senior Vice President, Chief Financial Officer and Secretary, Executive Vice President, Chief Operating Officer, Chief Technology Officer, Vice President and General Counsel and Vice President of Investor Relations of ADA immediately prior to the Reorganization are now the executive officers of ADES, holding those same offices.

ADES will adopt all of ADA’s effective registration statements under the Securities Act of 1933, as amended, and, pursuant to the Reorganization Agreement, has assumed the related equity compensation plans as follows: the 2003 Stock Compensation Plan #1, 2004 Stock Compensation Plan #2, 2003 Stock Option Plan, 2005 Directors’ Compensation Plan, Amended and Restated 2007 Equity Incentive Plan, as amended, Profit Sharing Retirement Plan and Amended and Restated 2010 Non-Management Compensation and Incentive Plan (collectively, the “Equity Plans”). The Equity Plans have been amended to reflect the assumption by ADES of the obligations of ADA under the Equity Plans.

Item 8.01 Other Events.

As more fully described above under “Introduction,” on July 1, 2013, ADA and ADES completed the previously announced Reorganization pursuant to the Reorganization Agreement.

As of July 1, 2013, the common stock of ADES is deemed to be registered under Section 12(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12g-3(a) promulgated thereunder. For purposes of Rule 12g-3(a), ADES is the successor issuer to ADA. As a result, effective as of July 1, 2013, future filings with the SEC will be filed by ADES under CIK #0001515156.

On July 1, 2013, ADES issued a press release relating to the consummation of the Reorganization. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of March 25, 2013, among ADA-ES, Inc., Advanced Emissions Solutions, Inc. and ADA Merger Corp. (1)
3.1	Second Amended and Restated Certificate of Incorporation of Advanced Emissions Solutions, Inc. (2)
3.2	Bylaws of Advanced Emissions Solutions, Inc. (3)
99.1	Press Release, dated July 1, 2013, issued by Advanced Emissions Solutions, Inc. (4)

Notes:

- (1) Incorporated by reference to Exhibit 2.1 of ADES’s Registration Statement on Form S-4 filed with the SEC on March 25, 2013 (File No. 333-187505).
- (2) Incorporated by reference to Exhibit 3.1 of ADES’s Registration Statement on Form S-4 filed with the SEC on March 25, 2013 (File No. 333-187505).
- (3) Incorporated by reference to Exhibit 3.2 of ADES’s Registration Statement on Form S-4 filed with the SEC on March 25, 2013 (File No. 333-187505).
- (4) Filed herewith.

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.

Advanced Emissions Solutions, Inc.

Date: July 1, 2013

By: /s/ Mark H. McKinnies

Name: Mark H. McKinnies

Title: Senior Vice President, Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of March 25, 2013, among ADA-ES, Inc., Advanced Emissions Solutions, Inc. and ADA Merger Corp. (1)
3.1	Second Amended and Restated Certificate of Incorporation of Advanced Emissions Solutions, Inc. (2)
3.2	Bylaws of Advanced Emissions Solutions, Inc. (3)
99.1	Press Release, dated July 1, 2013, issued by Advanced Emissions Solutions, Inc. (4)

Notes:

- (1) Incorporated by reference to Exhibit 2.1 of ADES's Registration Statement on Form S-4 filed with the SEC on March 25, 2013 (File No. 333-187505).
- (2) Incorporated by reference to Exhibit 3.1 of ADES's Registration Statement on Form S-4 filed with the SEC on March 25, 2013 (File No. 333-187505).
- (3) Incorporated by reference to Exhibit 3.2 of ADES's Registration Statement on Form S-4 filed with the SEC on March 25, 2013 (File No. 333-187505).
- (4) Filed herewith.

Advanced Emissions Solutions, Inc.

NASDAQ: ADES

FOR IMMEDIATE RELEASE

ADVANCED EMISSIONS SOLUTIONS ANNOUNCES REORGANIZATION TO BECOME THE HOLDING COMPANY OF ADA-ES

NASDAQ TICKER SYMBOL TO REMAIN ADES

HIGHLANDS RANCH, Colo., July 1, 2013 - Advanced Emissions Solutions, Inc. (the “Company”) today announced that it has been reorganized as the Delaware holding company for ADA-ES, Inc. (“ADA”) and BCSI, LLC. The shares of Advanced Emissions Solutions common stock will trade on the NASDAQ Capital Market under the ticker symbol “ADES.”

At ADA’s annual shareholders meeting held on June 13th 2013, its shareholders voted to approve the reorganization of the Company as the subsidiary of a Delaware holding company, Advanced Emissions Solutions, and the related Agreement and Plan of Merger.

Advanced Emissions Solutions has replaced ADA as the publicly held corporation and Advanced Emissions Solutions and its subsidiaries will conduct all of the operations of the Company. The officers of Advanced Emissions Solutions are also the current President and Chief Executive Officer, Senior Vice President, Chief Financial Officer and Secretary, Executive Vice President, Chief Operating Officer, Chief Technology Officer, Vice President and General Counsel and Vice President of Investor Relations of ADA. The directors of Advanced Emissions Solutions are the same as the directors of ADA prior to the reorganization.

Dr. Michael Durham, President and CEO of Advanced Emissions Solutions, stated, “We believe the name Advanced Emissions Solutions more accurately reflects the scope of our current operations and our future direction. Since ADA spun out from Earth Sciences in 2003, we’ve become a prominent player in the pollutant control industry including emission control technology, equipment and chemicals that reduce emissions of mercury, CO₂ and other pollutants from coal-fired power plants, industrial boilers and cement kilns. Implementing the holding company structure will provide us with strategic, operational and financing flexibility and, with Advanced Emissions Solutions incorporated in Delaware, we will be in a better position to take advantage of the flexibility, predictability and responsiveness that Delaware corporate law provides. We are enthusiastic about the significant near-term opportunities for the Company in our Refined Coal business and from the Mercury and Air Toxics Standards rule (“MATS”) and other emission regulations. We believe the reorganization and new name better positions the Company to capitalize on these opportunities.”

About Advanced Emissions Solutions, Inc.

Advanced Emissions Solutions, Inc. (NASDAQ:ADES) serves as the holding entity for a family of companies that provide emissions solutions to customers in the power generation and other industries.



ADA-ES, Inc. (“ADA”) supplies Activated Carbon Injection (“ACI”) for mercury control, Dry Sorbent Injection (“DSI”) for acid gases, and technology services and other offerings in support of our customers’ emissions compliance strategies. ADA’s M-Prove™ technology, which reduces emissions of mercury and other metals from PRB coal, is applied directly to coal at power plants, or offered through a licensing agreement with Arch Coal for application at their mines. In addition, we are developing technologies to advance cleaner energy, including CO₂ emissions control technologies through projects funded by the U.S. Department of Energy (“DOE”) and industry participants.



Clean Coal Solutions, LLC ("CCS"), is a 42.5% owned joint venture by ADA that provides ADA's patented Refined Coal ("RC") CyClean™ technology to enhance combustion of and reduce emissions of NOx and mercury from coals in cyclone boilers and ADA's patent pending M-45™ and M-45-PC™ technologies for Circulating Fluidized Boilers and Pulverized Coal boilers respectively. Advanced Emissions Solutions consolidates the results of CCS in its financial statements.



BCSI, LLC is a custom designer and fabricator of engineered emissions control technologies, bulk material handling equipment, bulk storage systems, water/waste water treatment equipment, and custom components. BCSI supplies Dry Sorbent Injection ("DSI") for acid gas control using its technologically advanced cool, dry conditioned conveying air systems. BCSI's technical solutions serve a wide range of industrial clients including; coal fired utilities, water treatment, wastewater, cement kilns, food processing and industrial boilers. BCSI employs engineers and trade professionals at a 190,000+sq. ft. fabrication and office facility located in McKeesport, PA.

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, which provides a "safe harbor" for such statements in certain circumstances. The forward-looking statements include statements or expectations regarding the impact of EPA regulations and anticipated benefits expected to be provided by the Company's reorganization. These statements are based on current expectations, estimates, projections, beliefs and assumptions of our management. 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, changes in laws and regulations and legal challenges to them and other factors discussed in greater detail in our filings with the Securities and Exchange Commission ("SEC"). You are cautioned not to place undue reliance on such statements and to consult our SEC filings for additional risks and uncertainties that may apply to our business and the ownership of our securities. Our forward-looking statements are presented as of the date made, and we disclaim any duty to update such statements unless required by law to do so.