

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): August 15, 2022

**ADVANCED EMISSIONS SOLUTIONS, INC.**

(Name of registrant as specified in its charter)

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

**001-37822**  
(Commission File Number)

**27-5472457**  
(I.R.S. Employer Identification  
Number)

**8051 E. Maplewood Avenue, Suite 210, Greenwood Village, CO 80111**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(720) 598-3500**

**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 (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:

Class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$0.001 per share	ADES	Nasdaq Global Market

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 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 2.02 Results of Operations and Financial Condition.**

On August 15, 2022, Advanced Emissions Solutions, Inc. ("ADES" or the "Company") issued a press release related to the filing of ADES's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2022, and posted to its website an investor presentation related to ADES's financial results for the three and six months ended June 30, 2022.

A copy of the press release is furnished as Exhibit 99.1 to this report. The information furnished pursuant to this Item 2.02, including the attached exhibits, shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information or exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Note Regarding Forward-Looking Statements. The press release contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary notes at the end of the press release regarding these forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated August 15, 2022</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2022

**Advanced Emissions Solutions, Inc.**

Registrant

/s/ Greg Marken

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Greg Marken

Chief Executive Officer



# Advanced Emissions Solutions, Inc.

## Advancing Cleaner Energy

## Advanced Emissions Solutions Reports Second Quarter 2022 Results

*Consumables revenue growth of 42% compared to the prior year*

*Production volume at Red River plant above expectations for the quarter, demand remains very strong across end markets*

**GREENWOOD VILLAGE, Colorado, August 15, 2022** - GlobeNewswire - Advanced Emissions Solutions, Inc. (NASDAQ: ADES) (the "Company" or "ADES") today filed its Quarterly Report on Form 10-Q and reported financial results for the quarter ended June 30, 2022, including information about its equity investments in Tinum Group, LLC and Tinum Services, LLC (collectively "Tinum"), of which ADES owns 42.5% and 50%, respectively.

### Second Quarter Highlights

- Production volume of activated carbon products at our Red River plant exceeded internal expectations.
- Second quarter consumables revenue was \$24.7 million compared to \$17.4 million in the prior year period.
- Second quarter net loss was \$0.3 million compared to net income of \$16.6 million in the prior year period, which reflects the wind down of the Tinum investments at the end of 2021.
- Second quarter Consolidated Adjusted EBITDA was \$2.2 million compared to \$21.2 million in the prior year period, as the prior year period includes \$24.3 million of Consolidated Adjusted EBITDA from the Tinum investments.
- Cash balances as of June 30, 2022, including restricted cash, totaled \$90.8 million, compared to \$88.8 million as of December 31, 2021. The Company's only debt outstanding are finance lease obligations which total \$5.2 million.
- Tinum's second quarter distributions to ADES totaled \$3.1 million compared to \$20.6 million in the prior year period.
- In May 2021, the Company initiated a strategic review to assess a range of strategic alternatives to maximize shareholder value. The Company is pleased with the progress of our strategic review process. While there is always a risk in a complex process, the Company hopes to finalize a potential transaction in the very near term.

"We delivered another strong quarter of consumables revenue growth as our Red River plant's utilization rate remains high and favorable macro-economic dynamics are supporting strong demand for our activated carbon products," said Greg Marken, CEO of ADES. "Our production volume once again exceeded internal expectations, resulting in a more flexible inventory position, thus allowing us to proactively navigate tight supply conditions as well as global supply-chain challenges. Though we expect these challenges to remain throughout the remainder of the year, we continue to institute improvements to our commercial contracts while maintaining high renewal rates on expiring contracts. Looking ahead, it is clear that high natural gas prices will continue to support near-term demand for our technologies while we continue to successfully gain ground in the Water and Industrial markets."

Marken concluded, "Lastly, we continue to be pleased with the progress of our strategic review process and will hopefully be in a position to provide additional updates in the very near term. We are encouraged with both the current status of negotiations as well as with the option available to us. Our focus remains on seeking a resolution that maximizes value for our shareholders. We will not be providing further comments on this topic until we have

something definitive to share. Meanwhile, we continue to aim toward improving profitability at our Red River plant and fulfilling our customer commitments."

### **Second Quarter and First Half 2022 Results**

Second quarter revenues and costs of revenues were \$24.7 million and \$19.9 million, respectively, compared to \$21.1 million and \$14.7 million for the second quarter of 2021. First half revenues and costs of revenues were \$51.1 million and \$41.4 million, respectively, compared to \$43.7 million and \$28.7 million for the comparable period in the prior year. The revenue improvement was the result of higher sales of consumable products, which more than offset the loss of royalty earnings from the former Refined Coal segment in the prior year period.

Second quarter other operating expenses were \$7.6 million compared to \$5.9 million for the second quarter of 2021. First half other operating expenses were \$15.8 million compared to \$14.2 million in the prior year period. The 2021 other operating expenses included a gain recognized on the change of estimate of the Company's asset retirement obligations of \$1.9 million.

Second quarter earnings from equity method investments were \$2.4 million, compared to \$21.4 million in the second quarter of 2021. First half earnings from equity method investments totaled \$3.2 million, compared to \$39.7 million in the prior year period. The decrease in earnings from equity method investments is the result of all remaining invested Refined Coal facilities reaching the end of their tax credit generation period as of December 31, 2021.

Second quarter interest expense was \$0.1 million, compared to \$0.5 million in the second quarter of 2021. First half interest expense was \$0.2 million compared to \$1.3 million in the prior year period. The decrease in interest expense was primarily driven by the full repayment of the Company's senior term loan during the second quarter of 2021.

The Company did not recognize any income tax expense or benefit for the second quarter of 2022 compared to income tax expense of \$4.9 million for the second quarter of 2021. The Company also did not recognize any income tax expense or benefit in the first six months, versus the \$9.4 million expense in the prior year period.

The Company reported a net loss of \$0.3 million for the second quarter of 2022, compared to net income of \$16.6 million for the second quarter of 2021. First half net loss was \$3.4 million compared to net income of \$30.3 million in the prior year period. The decline was primarily due to lower earnings from equity method investments as a result of the wind down of the Tinnium investments.

Second quarter Consolidated Adjusted EBITDA was \$2.2 million compared to \$21.2 million in the second quarter of 2021. First half Consolidated Adjusted EBITDA was \$3.1 million compared to \$47.4 million for the comparable period in 2021. The decline in Consolidated Adjusted EBITDA was mainly the result of the decline in earnings from the former Refined Coal segment. See note below regarding the use of the Non-GAAP financial measure Consolidated Adjusted EBITDA and a reconciliation to the most comparable GAAP financial measure.

### **Conference Call and Webcast Information**

The Company has scheduled a conference call to begin at 9:00 a.m. Eastern Time on Tuesday, August 16, 2022. The conference call webcast information will be available via the Investor Resources section of ADES's website at [www.advancedemissionssolutions.com](http://www.advancedemissionssolutions.com). Interested parties may also participate in the call by registering at <http://events.q4inc.com/attendee/426128146>. Senior management plans to reference a supplemental investor presentation during the conference call, which will be available on the Company's Investor Resources section of the website prior to the start of the conference call.

As part of the conference call, ADES will conduct a question and answer session. Investors are invited to email their questions in advance to [ADES@alpha-ir.com](mailto:ADES@alpha-ir.com).

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## About Advanced Emissions Solutions, Inc.

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



ADA brings together ADA Carbon Solutions, LLC, a leading provider of powder activated carbon ("PAC") and ADA-ES, Inc., the providers of ADA® M-Prove™ Technology. We provide products and services to control mercury and other contaminants at coal-fired power generators and other industrial companies. Our broad suite of complementary products control contaminants and help our customers meet their compliance objectives consistently and reliably.



CarbPure Technologies LLC, ("CarbPure"), formed in 2015 provides high-quality PAC and granular activated carbon ideally suited for treatment of potable water and wastewater. Our affiliate company, ADA Carbon Solutions, LLC manufactures the products for CarbPure.

## Caution on Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as contained in Section 27A of the Securities Act of 1933, as amended, and 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 regarding the Company's expected future performance, opportunities and results from the Company's review of strategic alternatives, among other matters. These statements are based on current expectations, estimates, projections, beliefs and assumption of the Company's management. These forward-looking 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, opportunities for additional sales of our lignite activated carbon products and end-market diversification, the outcome of the review of strategic alternatives, our ability to meet customer supply requirements, the rate of coal-fired power generation in the United States, timing of new and pending regulations and any legal challenges to or extensions of compliance dates of them; the US government's failure to promulgate regulations that benefit our business; changes in laws and regulations, IRS interpretations or guidance, accounting rules, any pending court decisions, prices, economic conditions and market demand; impact of competition; availability, cost of and demand for alternative energy sources and other technologies; technical, start up and operational difficulties; competition within the industries in which we operate; loss of key personnel; ongoing effects of the COVID-19 pandemic and associated economic downturn on our operations and prospects; the impact of inflation on our operations, as well as other factors relating to our business, as described in our filings with the Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for the year ended December 31, 2021, with particular emphasis on the risk factor disclosures contained in those filings. You are cautioned not to place undue reliance on the forward-looking statements and to consult filings we have made and will make with the SEC for additional discussion concerning risks and uncertainties that may apply to our business and the ownership of our securities. In addition to causing our actual results to differ, the factors listed above may cause our intentions to change from those statements of intention set forth in this press release. Such changes in our intentions may also cause our results to differ. We may change our intentions, at any time and without notice, based upon changes in such factors, our assumptions, or otherwise. The forward-looking statements speak only as to the date of this press release and we disclaim any duty to update such statements unless required by law to do so.

Source: Advanced Emissions Solutions, Inc.

## Investor Contact:

Alpha IR Group  
Ryan Coleman or Chris Hodges  
312-445-2870  
[ADES@alpha-ir.com](mailto:ADES@alpha-ir.com)

TABLE 1

**Advanced Emissions Solutions, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
*(Unaudited)*

<i>(in thousands, except share data)</i>	As of	
	June 30, 2022	December 31, 2021
<b>ASSETS</b>		
Current assets:		
Cash	\$ 80,819	\$ 78,753
Receivables, net	12,659	12,622
Receivables, related parties	—	2,481
Inventories, net	12,109	7,850
Prepaid expenses and other current assets	7,441	6,661
Total current assets	<u>113,028</u>	<u>108,367</u>
Restricted cash, long-term	10,000	10,027
Property, plant and equipment, net of accumulated depreciation of \$9,428 and \$7,684, respectively	31,149	30,171
Other long-term assets, net	29,575	36,871
Total Assets	<u>\$ 183,752</u>	<u>\$ 185,436</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 14,150	\$ 16,486
Current portion of finance lease obligations	1,235	1,011
Other current liabilities	5,202	5,124
Total current liabilities	<u>20,587</u>	<u>22,621</u>
Long-term finance lease obligations, net of current portion	3,998	3,152
Other long-term liabilities	14,662	12,362
Total Liabilities	<u>39,247</u>	<u>38,135</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock: par value of \$.001 per share, 50,000,000 shares authorized, none outstanding	—	—
Common stock: par value of \$.001 per share, 100,000,000 shares authorized, 23,693,208 and 23,460,212 shares issued, and 19,075,062 and 18,842,066 shares outstanding at June 30, 2022 and December 31, 2021, respectively	24	23
Treasury stock, at cost: 4,618,146 and 4,618,146 shares as of June 30, 2022 and December 31, 2021, respectively	(47,692)	(47,692)
Additional paid-in capital	102,668	102,106
Retained earnings	89,505	92,864
Total Stockholders' Equity	<u>144,505</u>	<u>147,301</u>
Total Liabilities and Stockholders' Equity	<u>\$ 183,752</u>	<u>\$ 185,436</u>

TABLE 2

**Advanced Emissions Solutions, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations**  
*(Unaudited)*

<i>(in thousands, except per share data)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<b>Revenues:</b>				
Consumables	\$ 24,739	\$ 17,408	\$ 51,141	\$ 35,949
License royalties, related party	—	3,657	—	7,723
<b>Total revenues</b>	<b>24,739</b>	<b>21,065</b>	<b>51,141</b>	<b>43,672</b>
<b>Operating expenses:</b>				
Consumables cost of revenue, exclusive of depreciation and amortization	19,910	14,732	41,417	28,716
Payroll and benefits	2,519	2,908	5,145	5,377
Legal and professional fees	1,555	1,431	3,727	3,234
General and administrative	1,869	1,593	3,795	3,508
Depreciation, amortization, depletion and accretion	1,588	1,904	3,094	4,010
Loss (gain) on change in estimate, asset retirement obligation	34	(1,942)	34	(1,942)
<b>Total operating expenses</b>	<b>27,475</b>	<b>20,626</b>	<b>57,212</b>	<b>42,903</b>
<b>Operating (loss) income</b>	<b>(2,736)</b>	<b>439</b>	<b>(6,071)</b>	<b>769</b>
<b>Other income (expense):</b>				
Earnings from equity method investments	2,389	21,437	3,222	39,749
Interest expense	(90)	(493)	(176)	(1,330)
Other	111	150	(334)	571
<b>Total other income</b>	<b>2,410</b>	<b>21,094</b>	<b>2,712</b>	<b>38,990</b>
<b>(Loss) income before income tax expense</b>	<b>(326)</b>	<b>21,533</b>	<b>(3,359)</b>	<b>39,759</b>
<b>Income tax expense</b>	<b>—</b>	<b>4,943</b>	<b>—</b>	<b>9,432</b>
<b>Net (loss) income</b>	<b>\$ (326)</b>	<b>\$ 16,590</b>	<b>\$ (3,359)</b>	<b>\$ 30,327</b>
<b>(Loss) earnings per common share:</b>				
Basic	\$ (0.02)	\$ 0.91	\$ (0.18)	\$ 1.66
Diluted	\$ (0.02)	\$ 0.90	\$ (0.18)	\$ 1.65
<b>Weighted-average number of common shares outstanding:</b>				
Basic	18,473	18,271	18,409	18,219
Diluted	18,473	18,398	18,409	18,356



TABLE 3

**Advanced Emissions Solutions, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
*(Unaudited)*

<i>(in thousands)</i>	Six Months Ended June 30,	
	2022	2021
Cash flows from operating activities		
Net (loss) income	\$ (3,359)	\$ 30,327
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation, amortization, depletion and accretion	3,094	4,010
Earnings from equity method investments	(3,222)	(39,749)
Operating lease expense	1,300	912
Stock-based compensation expense	948	987
Deferred income tax expense	—	6,817
Amortization of debt discount and debt issuance costs	—	945
Loss (gain) on change in estimate, asset retirement obligation	34	(1,942)
Other non-cash items, net	449	(319)
Changes in operating assets and liabilities:		
Receivables and related party receivables	2,444	1,362
Prepaid expenses and other assets	(779)	(723)
Inventories, net	(4,079)	1,327
Other long-term assets, net	2,942	(2,746)
Accounts payable and accrued expenses	(2,509)	(447)
Other current liabilities	(450)	(1,468)
Operating lease liabilities	1,999	2,048
Other long-term liabilities	649	(2,334)
Distributions from equity method investees, return on investment	2,297	19,144
Net cash provided by operating activities	1,758	18,151
Cash flows from investing activities		
Distributions from equity method investees in excess of cumulative earnings	3,316	24,732
Acquisition of property, plant, equipment, and intangible assets, net	(2,889)	(4,573)
Mine development costs	(326)	(653)
Proceeds from sale of property and equipment	1,204	895
Net cash provided by investing activities	1,305	20,401
Cash flows from financing activities		
Principal payments on finance lease obligations	(594)	(818)
Repurchase of common shares to satisfy tax withholdings	(385)	(241)
Dividends paid	(45)	(90)
Principal payments on term loan	—	(16,000)
Net cash used in financing activities	(1,024)	(17,149)
Increase in Cash and Restricted Cash	2,039	21,403
Cash and Restricted Cash, beginning of period	88,780	35,932
Cash and Restricted Cash, end of period	\$ 90,819	\$ 57,335
Supplemental disclosure of non-cash investing and financing activities:		
Acquisition of property and equipment through finance lease	\$ 1,641	\$ —
Acquisition of property and equipment through accounts payable	\$ 173	\$ 163

**Note on Non-GAAP Financial Measures**

To supplement the Company's financial information presented in accordance with U.S. generally accepted accounting principles, ("GAAP"), the Press Release includes non-GAAP measures of certain financial performance. The non-GAAP measures include Consolidated Adjusted EBITDA. The Company included non-GAAP measures because management believes that they help to facilitate comparison of operating results between periods. The Company believes the non-GAAP measures provide useful information to both management and users of the financial statements by excluding certain expenses that may not be indicative of core operating results and business outlook. These non-GAAP measures are not in accordance with, or an alternative to, measures prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. These measures should only be used to evaluate the Company's results of operations in conjunction with the corresponding GAAP measures.

The Company has defined Consolidated Adjusted EBITDA as net income, adjusted for the impact of the following items that are either non-cash or that the Company does not consider representative of its ongoing operating performance: depreciation, amortization, depletion and accretion, amortization of upfront customer consideration that was recorded as a component of the Marshall Mine Acquisition ("Upfront Customer Consideration"), interest expense, net, income tax expense; then reduced by the non-cash impact of equity earnings from equity method investments and the loss (gain) on change in estimate, asset retirement obligation and increased by cash distributions from equity method investments and the loss on early settlement of the Norit Receivable. The Company believes that the Consolidated Adjusted EBITDA measure is less susceptible to variances that affect the Company's operating performance.

The Company presents the non-GAAP measures because the Company believes they are useful as supplemental measures in evaluating the performance of the Company's operating performance and provide greater transparency into the results of operations. The Company's management uses Consolidated Adjusted EBITDA as a factor in evaluating the performance of its business. The adjustments to Consolidated Adjusted EBITDA in future periods are generally expected to be similar. Consolidated Adjusted EBITDA has limitations as an analytical tool, and you should not consider these measures in isolation or as a substitute for analyzing the Company's results as reported under GAAP.

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TABLE 4

**Advanced Emissions Solutions, Inc. and Subsidiaries**  
**Consolidated Adjusted EBITDA Reconciliation to Net (Loss) Income**  
*(Amounts in thousands)*  
*(Unaudited)*

<i>(in thousands)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net (loss) income	\$ (326)	\$ 16,590	\$ (3,359)	\$ 30,327
Depreciation, amortization, depletion and accretion	1,588	1,904	3,094	4,010
Amortization of Upfront Customer Consideration	127	127	254	254
Interest expense, net	54	434	118	1,163
Income tax expense	—	4,943	—	9,432
Consolidated EBITDA	1,443	23,998	107	45,186
Cash distributions from equity method investees	3,100	20,625	5,613	43,876
Equity earnings	(2,389)	(21,437)	(3,222)	(39,749)
Loss (gain) on change in estimate, asset retirement obligation	34	(1,942)	34	(1,942)
Loss on early settlement of Norit Receivable	—	—	535	—
Consolidated Adjusted EBITDA	\$ 2,188	\$ 21,244	\$ 3,067	\$ 47,371