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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): March 5, 2021**

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**VIEW, INC.**

(Exact name of registrant as specified in its charter)

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

**001-39470**  
(Commission  
File Number)

**84-3235065**  
(I.R.S. Employer  
Identification Number)

**195 South Milpitas Blvd  
Milpitas, California, 95035**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (408) 263-9200**

**CF Finance Acquisition Corp. II  
110 East 59th Street  
New York, New York 10022**  
(Former name or former address, if changed since last report)

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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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Class A common stock, par value \$0.0001 per share</b>	<b>VIEW</b>	<b>The Nasdaq Stock Market</b>
<b>Redeemable warrants, exercisable for Class A common stock at an exercise price of \$11.50 per share</b>	<b>VIEWW</b>	<b>The Nasdaq Stock Market</b>

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. ☐

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## INTRODUCTORY NOTE

References in this Current Report on Form 8-K (this “Form 8-K”) to: (i) “the Company” are to CF Finance Acquisition Corp. II, a Delaware corporation, prior to the Closing (which was renamed View, Inc. upon the Closing (as hereafter defined)), and to View, Inc. following the Closing; (ii) “Legacy View” are to View, Inc., a Delaware corporation, prior to the Closing (which was renamed View Operating Corporation upon the Closing), and to View Operating Corporation following the Closing, (iii) the “Business Combination” are to the previously announced business combination between the Company and Legacy View, and (iv) “the Closing” are to the consummation of the Business Combination.

Capitalized terms used in this Current Report on Form 8-K but not otherwise defined herein have the meanings given to them in the Company’s definitive proxy statement (the “Definitive Proxy”) for the Special Meeting (as defined hereafter) filed with the Securities and Exchange Commission (the “Commission”) on February 16, 2021.

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

#### *2021 Equity Incentive Plan*

On March 5, 2021, the Company held a special meeting of stockholders (the “Special Meeting”), in connection with which its stockholders approved the 2021 Equity Incentive Plan (the “2021 Equity Incentive Plan”) pursuant to the 2021 Equity Incentive Plan Proposal (as defined hereafter). The 2021 Equity Incentive Plan makes 58,631,907 shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), available for issuance pursuant to equity incentive awards under the 2021 Equity Incentive Plan.

A summary of the 2021 Equity Incentive Plan is included in the Definitive Proxy and is incorporated by reference, which summary is qualified in all respects by the full text of the 2021 Equity Incentive Plan included as Annex E to the Definitive Proxy.

#### *CEO Incentive Plan*

On March 5, 2021, in connection with the Special Meeting, the Company’s stockholders approved the 2021 Chief Executive Officer Incentive Plan (the “CEO Incentive Plan”), pursuant to the CEO Incentive Plan Proposal (as defined hereafter). The CEO Incentive Plan makes 25,000,000 shares of Class A Common Stock available for issuance pursuant to a stock option award granted to the Company’s chief executive officer effective as of the Closing. A summary of the CEO Incentive Plan is included in the Definitive Proxy and is incorporated by reference, which summary is qualified in all respects by the full text of the CEO Incentive Plan included as Annex F to the Definitive Proxy.

### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

On March 5, 2021, in connection with the Special Meeting, the Company’s stockholders approved the Business Combination (which was consummated on March 8, 2021, whereby PVMS Merger Sub, Inc., a wholly-owned subsidiary of the Company (“Merger Sub”), was merged with and into Legacy View, with Legacy View continuing as the surviving corporation and as a wholly-owned subsidiary of the Company). Present at the Special Meeting were holders of 46,388,692 shares of the Company’s common stock (the “Common Stock”) in person or by proxy, representing approximately 72.9% of the voting power of the Common Stock as of January 27, 2021, the record date for the Special Meeting (the “Record Date”), and constituting a quorum for the transaction of business. As of the Record Date, there were 63,600,000 shares of Common Stock outstanding.

At the Special Meeting, the Company's stockholders approved the Pre-Merger Charter Amendment Proposal, the Business Combination Proposal, the election of each director nominee pursuant to the Director Election Proposal, the Nasdaq Proposal, and each of the separate proposals to approve certain material differences to the Company's charter pursuant to the Post-Merger Charter Amendment Proposals, in each case as defined and described in greater detail in the Definitive Proxy. The Company's stockholders also approved the 2021 Equity Incentive Plan Proposal and CEO Incentive Plan Proposal, in each case as defined in the Definitive Proxy and described in greater detail above (each of the proposals described in this paragraph, collectively, the "Proposals").

The approval of the Pre-Merger Charter Amendment Proposal, the Business Combination Proposal and the Post-Merger Charter Amendment Proposals each required the affirmative vote of a majority of the issued and outstanding shares of Common Stock entitled to vote thereon at the Special Meeting. The approval of the election of each director nominee pursuant to the Director Election Proposal required the affirmative vote of a plurality of the shares of Common Stock (represented in person or by proxy) and voted thereon at the Special Meeting. The approval of the Nasdaq Proposal, the 2021 Equity Incentive Plan Proposal and the CEO Incentive Plan Proposal each required the affirmative vote of the holders of a majority of the shares of Common Stock cast by the stockholders represented in person or by proxy and entitled to vote thereon at the Special Meeting.

The Adjournment Proposal, as defined and described in greater detail in the Definitive Proxy, was not presented to the Company's stockholders, as the Pre-Merger Charter Amendment Proposal, the Business Combination Proposal the Post-Merger Charter Amendment Proposals, the election of each director nominee pursuant to the Director Election Proposal, the Nasdaq Proposal, the 2021 Equity Incentive Plan Proposal and the CEO Incentive Plan Proposal each received a sufficient number of votes required for approval.

Set forth below are the final voting results for the Proposals:

Proposal No. 1 – The Pre-Merger Charter Amendment Proposal. A proposal to approve an amendment to the Company's amended and restated certificate of incorporation to increase the number of authorized shares of Class A Common Stock from 100,000,000 to 400,000,000 shares for the purposes of carrying out the Business Combination. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,439,187	4,533,105	416,400

Proposal No. 2 – The Business Combination Proposal. A proposal to adopt and approve the Merger Agreement, and to approve the Business Combination, as further described in the Definitive Proxy. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,513,535	4,467,228	407,929

Holders of 12,587,893 public shares of the Class A Common Stock properly exercised their right to have such shares redeemed for a full pro rata portion of the trust account holding the proceeds from the Company’s initial public offering, or \$10.00 per share and approximately \$125.88 million in the aggregate.

Proposal No. 3 – The Director Election Proposal. A proposal to elect seven directors to serve on the Company’s board of directors following the Business Combination until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. The following is a tabulation of the votes with respect to each of the director nominees, each of whom was elected by the Company’s stockholders:

<u>Name</u>	<u>For</u>	<u>Withheld</u>
Rao Mulpuri	41,274,104	5,114,588
Tom Cheung	41,761,046	4,627,646
Nigel Gormly	41,841,119	4,547,573
Harold Hughes	41,842,195	4,546,497
Tom Leppert	41,842,770	4,545,922
Toby Cosgrove	41,840,929	4,547,763
Lisa Picard	41,841,971	4,546,721

Proposal No. 4 – The Nasdaq Proposal. A proposal to issue up to 151,438,635 shares of Class A Common Stock pursuant to the Merger Agreement and up to 47,777,778 shares of Class A Common Stock pursuant to the related private placement. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,521,919	4,456,642	410,131

Proposal No. 5 – The Post-Merger Charter Amendment Proposals. Separate proposals to approve the following material differences between the proposed amended and restated certificate of incorporation of the Company upon the consummation of the Business Combination to be in effect upon the closing of the Merger and its previously existing charter.

5A. A proposal to increase the total number of shares of authorized capital stock from 121,000,000 shares to 601,000,000 shares, by (i) increasing the authorized number of shares of Class A Common Stock from 100,000,000 shares to 600,000,000 shares and (ii) eliminating the Class B common stock. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,440,752	4,502,246	445,694

5B. A proposal to change the name of the Company from “CF Finance Acquisition Corp. II” to “View, Inc.” The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,523,273	4,453,918	411,501

5C. A proposal to add a provision that no holder of common stock shall be entitled to preemptive or subscription rights, as opposed to the previously existing charter, which was silent on such matter. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,499,044	4,458,035	431,613

5D. A proposal to add a provision stating that, subject to the requirements of applicable law, (i) the Company shall have the power to issue and sell all or any part of any shares of any class of stock authorized to such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine and (ii) the Company shall have the power to purchase any shares of any class of stock authorized from such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, as opposed to the previously existing charter being silent on such matter. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,470,716	4,472,782	445,194

5E. A proposal to add a provision stating that the Board will consist of no less than one and no more than eleven directors, as opposed to the previously existing charter, which had no express requirements or limitations on the number of directors. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,424,411	4,521,528	442,753

5F. A proposal to add a provision requiring the affirmative vote of the holders of at least two-thirds of the voting power of the outstanding capital stock of the Company in order to amend certain provisions of the charter, as opposed to the previously existing charter which required charter amendments be conducted in accordance with the DGCL. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,409,055	4,537,594	442,043

5G. A proposal to add a provision requiring the affirmative vote of the holders of at least two-thirds of the voting power of the outstanding capital stock of the Company for stockholders of the

Company in order to adopt, amend, alter or repeal the bylaws of the Company, as opposed to the previously existing charter, which required the affirmative vote of the holders of at least a majority of the voting power of the outstanding capital stock of the Company in order to adopt, amend, alter or repeal the bylaws of the Company. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,426,006	4,539,514	423,172

5H. A proposal to eliminate certain provisions only applicable to blank check companies. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,515,447	4,447,575	425,670

Proposal No. 6 – The 2021 Equity Incentive Plan Proposal. A proposal to approve and adopt the 2021 Equity Incentive Plan, including the authorization of the share reserve thereunder. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,373,111	4,585,176	430,405

Proposal No. 7 – The CEO Incentive Plan Proposal. A proposal to approve and adopt the CEO Incentive Plan, including the authorization of the share reserve thereunder. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,085,995	4,871,566	431,131

#### **Item 7.01. Regulation FD Disclosure.**

On March 8, 2021, the Company issued a press release announcing the completion of the Business Combination and the transactions related thereto. 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### **Item 8.01. Other Events.**

Stockholders holding 12,587,893 shares of Class A Common Stock exercised their right to redeem such shares for a pro rata portion of the funds held in the Company's trust account (the "Trust Account"). As a result, approximately \$125.88 million (equal to \$10.00 per share) will be removed from the Trust Account to pay such holders.

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**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release dated March 8, 2021.</u></a>

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**SIGNATURE**

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

Dated: March 8, 2021

VIEW, INC.

By: /s/ Bill Krause

Name: Bill Krause

Title: Senior Vice President, General Counsel &  
Secretary





**View, Inc. and CF Acquisition Corp. II Announce Closing of  
Business Combination**

*View to trade on the NASDAQ Stock Market under the ticker "VIEW"*

**Milpitas, CA – March 8, 2021:** View, Inc. ("View"), a Silicon Valley-based smart window company, announced today that it has completed its business combination with CF Finance Acquisition Corp. II (Nasdaq: CFII) ("CF II"), a special purpose acquisition company sponsored by Cantor Fitzgerald, L.P. ("Cantor Fitzgerald"). The Business Combination was approved by CF II stockholders in a special meeting held on March 5, 2021. Beginning on March 9, 2021, View shares will trade on the Nasdaq Stock Market under the ticker symbol "VIEW" and its warrants will trade on the Nasdaq Stock Market under the ticker symbol "VIEWW".

View is the market leader in next-generation smart windows that use artificial intelligence to automatically tint the glass to optimize natural light while controlling heat and glare to enhance mental and physical well-being of occupants. View creates smart, connected buildings which reduce energy consumption and greenhouse gas (GHG) emissions by blocking more than 90% of solar radiation from entering buildings. Every View installation also includes a smart building platform that consists of power, network, and communication infrastructure and is upgradeable over-the-air to enable new capabilities and performance improvements over the lifetime of the building.

View serves diverse real estate segments and is already designed into 75 million square feet of buildings including corporate offices, hospitals, airports, educational institutions, multi-family residences and hotels. With deep expertise and over 1,000 patent filings in material science, semiconductors, software and artificial intelligence, and a manufacturing footprint of over 1 million square feet, the company is poised for rapid growth while continuing its technology leadership.

**Advisors**

Goldman Sachs & Co. LLC acted as an exclusive financial advisor to View. Skadden, Arps, Slate, Meagher & Flom LLP acted as a legal advisor to View. Cantor Fitzgerald & Co. acted as a financial and capital markets advisor to CF II. Hughes Hubbard & Reed LLP and Ellenoff Grossman & Schole LLP acted as legal advisors to CF II. Cantor Fitzgerald & Co. and Goldman Sachs & Co. LLC served as placement agents for the private placement.

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## About View

View is a technology company and the market leader in smart windows. View Smart Windows use artificial intelligence to automatically adjust in response to the sun and increase access to natural light, to improve people's health and experience in buildings, while simultaneously reducing energy consumption to mitigate the effects of climate change. Every View installation also includes a smart building platform that consists of power, network, and communication infrastructure. For more information, please visit: [www.view.com](http://www.view.com)

## About CF Finance Acquisition Corp. II

CF Finance Acquisition Corp. II was a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. CF Finance Acquisition Corp. II was led by Chairman and Chief Executive Officer Howard W. Lutnick.

## About Cantor Fitzgerald

Cantor Fitzgerald, with over 12,000 employees, is a leading global financial services group at the forefront of financial and technological innovation and has been a proven and resilient leader for over 75 years. Cantor Fitzgerald & Co. is a preeminent investment bank serving more than 5,000 institutional clients around the world, recognized for its strengths in fixed income and equity capital markets, investment banking, SPAC underwriting and PIPE placements, prime brokerage, and commercial real estate and for its global distribution platform. Cantor Fitzgerald & Co. is one of the 24 primary dealers authorized to transact business with the Federal Reserve Bank of New York. Cantor Fitzgerald is a leading SPAC sponsor, having completed multiple initial public offerings and announced multiple business combinations through its CF Acquisition platform. For more information, please visit: [www.cantor.com](http://www.cantor.com).

## Forward-Looking Statements

Certain statements included in this press release that are not historical facts are forward-looking statements within the meaning of the federal securities laws, including safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are sometimes accompanied by words such as “believe,” “continue,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “predict,” “plan,” “may,” “should,” “will,” “would,” “potential,” “seem,” “seek,” “outlook” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Forward looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. These statements are based on various assumptions, whether or not identified in this press release. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by an investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of CF II and View. Many factors could cause actual future events to differ from the forward-looking statements in this press release, including but not limited to: (i) the effect of the announcement of the transaction on View's business relationships, operating results, and business generally, (ii) risks that the

transaction disrupt current plans and operations of View and potential difficulties in View employee retention as a result of the transaction, (iii) the outcome of any legal proceedings that may be instituted against View or against CF II related to the merger agreement or the transaction, (iv) the ability to maintain the listing of View stock on the Nasdaq Stock Market, (v) volatility in the price of View's securities, (vi) changes in competitive and regulated industries in which View operates, variations in operating performance across competitors, changes in laws and regulations affecting View's business and changes in the combined capital structure, (vii) the ability to implement business plans, forecasts, and other expectations after the completion of the transaction, and identify and realize additional opportunities, (viii) the potential inability of View to increase its manufacturing capacity or to achieve efficiencies regarding its manufacturing process or other costs, (ix) the enforceability of View's intellectual property, including its patents and the potential infringement on the intellectual property rights of others, (x) the risk of downturns and a changing regulatory landscape in the highly competitive industry in which View operates, and (xi) costs related to the transaction and the failure to realize anticipated benefits of the transaction or to realize estimated pro forma results and underlying assumptions, including with respect to estimated stockholder redemptions. These risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the registration statement that includes a proxy statement/prospectus on Form S-4, and other documents filed by CF II or that will be filed by View from time to time with the SEC. 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. Forward-looking statements speak only as of the date they are made.

Readers are cautioned not to put undue reliance on forward-looking statements, and View and CF II assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither View nor CF II gives any assurance that either View or CF II will achieve its expectations.

**Contacts:**

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