

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

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 1)

Via Renewables, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))
8.75% Series A Fixed-to-Floating Rate
Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share
(Title of Class of Securities)

92556D205
(CUSIP Number of Class of Securities)
W. Keith Maxwell III
Chief Executive Officer and Chairman
Via Renewables, Inc.
12140 Wickchester Ln, Suite 100
Houston, Texas 77079
(713) 600-2600

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Darrell W. Taylor
Cokinos Young
1221 Lamar St.
16th Floor
Houston, TX 77010
(713) 535-5500

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 1 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “Commission”) on February 27, 2025 (together with any subsequent amendments or supplements thereto, the “Schedule TO”) relating to the offer (the “Tender Offer”) by Via Renewables, Inc., a Delaware corporation (the “Company”), to purchase up to 200,000 shares of its 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share (the “shares”), at a purchase price of \$24.00 per share, in cash, upon the terms and subject to the conditions described in the Offer to Purchase, dated February 27, 2025, a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO.

The purpose of this Amendment is to amend and supplement the Schedule TO. Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. This Amendment should be read together with the Schedule TO.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On March 31, 2025, the Company issued a press release announcing the final results of the Tender Offer, which expired at 5:00 p.m., New York City time, on March 28, 2025. A copy of the press release is filed as Exhibit (a)(5)(B) hereto and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(B) [Press release issued by Via Renewables, Inc. on March 31, 2025.](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VIA RENEWABLES, INC.

By: /s/ Mike Barajas
Name: Mike Barajas
Title: Chief Financial Officer
Date: March 31, 2025

VIA RENEWABLES ANNOUNCES FINAL RESULTS OF ITS TENDER OFFER

HOUSTON, TX / ACCESS Newswire / March 31, 2025 / Via Renewables, Inc. (“Via Renewables” or the “Company”) (NASDAQ:VIASP), an independent retail energy services company, announced today the final results of its tender offer to purchase up to 200,000 shares of its 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock” or the “shares”), at a purchase price of \$24.00 per share, in cash, less applicable withholding taxes and without interest. The offer expired at 5:00 p.m., New York City time, on Friday, March 28, 2025.

Based on the final count by Equiniti Trust Co., the depositary for the tender offer, 13,924 shares of the Series A Preferred Stock were properly tendered and not properly withdrawn. The Company expects to accept for purchase all properly tendered shares of the Series A Preferred Stock at a purchase price of \$24.00 per share, for an aggregate purchase price of \$334,176. The shares expected to be acquired represent 0.41% of the Company’s currently outstanding Series A Preferred Stock.

The depositary will promptly issue payment for the shares properly tendered and accepted for purchase. It is currently expected that payment for all shares purchased will be made on or around March 31, 2025.

Via Renewables may, in the future, decide to purchase additional shares in the open market subject to market conditions and private transactions, tender offers or otherwise subject to applicable law. Any such purchases may be on the same terms as, or on terms that are more or less favorable to holders of Series A Preferred Stock than, the terms of the offer. Whether Via Renewables makes additional repurchases in the future will depend on many factors, including but not limited to its business and financial performance, the business and market conditions at the time, including the price of the shares, and other factors Via Renewables considers relevant.

Alliance Advisors is acting as the information agent for the tender offer. Equiniti Trust Co. is acting as the depositary for the tender offer.

NEWS RELEASE FOR INFORMATIONAL PURPOSES ONLY

This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the Company’s Series A Preferred Stock. The offer is being made solely by the Offer to Purchase and the related Letter of Transmittal, as they may be amended or supplemented. Holders of Series A Preferred Stock and investors are urged to read the Company’s tender offer statement on Schedule TO, which has been filed with the Commission in connection with the tender offer, which includes as exhibits the Offer to Purchase, the related Letter of Transmittal and other offer materials, as well as any amendments or supplements to the Schedule TO when they become available, because they contain important information. Each of these documents have been filed with the Commission, and investors may obtain them for free from the Commission at its website (www.sec.gov) or from Alliance Advisors, the information agent for the tender offer, by telephone at: (833) 214-3125, or via email at VIA@allianceadvisors.com.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This press release contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. These forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), can be identified by the use of forward-looking terminology including "may," "should," "could," "likely," "will," "believe," "expect," "anticipate," "estimate," "continue," "plan," "intend," "project," or other similar words. All statements, other than statements of historical fact, included in this press release are forward-looking statements. The forward-looking statements include statements regarding the impacts of Winter Storm Uri, cash flow generation and liquidity, business strategy, prospects for growth and acquisitions, outcomes of legal proceedings, the timing, availability, ability to pay and amount of cash dividends on our Series A Preferred Stock, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans, objectives, beliefs of management, availability and terms of capital, competition, government regulation and general economic conditions. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurance that such expectations will prove correct.

The forward-looking statements in this press release are subject to risks and uncertainties. Important factors that could cause actual results to materially differ from those projected in the forward-looking statements include, but are not limited to:

- the ultimate impact of the Winter Storm Uri, including future benefits or costs related to ERCOT market securitization efforts, and any action by the State of Texas, ERCOT, the Railroad Commission of Texas, or the Public Utility Commission of Texas;
- changes in commodity prices, the margins we achieve, and interest rates;
- the sufficiency of risk management and hedging policies and practices;
- the impact of extreme and unpredictable weather conditions, including hurricanes, heat waves and other natural disasters;
- federal, state and local regulations, including the industry's ability to address or adapt to potentially restrictive new regulations that may be enacted by public utility commissions;
- our ability to borrow funds and access credit markets;
- restrictions and covenants in our debt agreements and collateral requirements;
- credit risk with respect to suppliers and customers;
- our ability to acquire customers and actual attrition rates;
- changes in costs to acquire customers;
- accuracy of billing systems;
- our ability to successfully identify, complete, and efficiently integrate acquisitions into our operations;
- significant changes in, or new changes by, the independent system operators ("ISOs") in the regions we operate;
- risks related to our recently completed Merger (as defined below) including the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted against us and others relating to the Merger or otherwise, the impact of the Merger on our operations and the amount of the costs, fees, expenses and charges related to Merger;
- competition; and
- the "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024, subsequent Quarterly Reports on Form 10-Q, and other public filings and press releases.

You should review the risk factors and other factors noted throughout this press release that could cause our actual results to differ materially from those contained in any forward-looking statement. All forward-looking statements speak only as of the date of this press release. Unless required by law, we disclaim any obligation to publicly update or revise these statements whether as a result of new information, future events or otherwise. It is not possible for us to predict all risks, nor can we assess the impact of all factors on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

ABOUT VIA RENEWABLES, INC.

Via Renewables, Inc. is an independent retail energy services company founded in 1999 that provides residential and commercial customers in competitive markets across the United States with an alternative choice for their natural gas and electricity under our well-established and well-regarded brands, including Spark Energy, Major Energy, Provider Power, and Verde Energy. Headquartered in Houston, Texas, Via Renewables currently operates in 20 states and serves 104 utility territories. Via Renewables offers its customers a variety of product and service choices, including stable and predictable energy costs and green product alternatives.

We use our website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Investors should note that new materials, including press releases, updated investor presentations, and financial and other filings with the Securities and Exchange Commission are posted on the Via Renewables Investor Relations website at ViaRenewables.com. Investors are urged to monitor our website regularly for information and updates about the Company.

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