

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

**Form 10-K/A**

(Amendment No. 1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2022

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-37344

**Party City Holdco Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)  
  
100 Tice Blvd. Woodcliff Lake, NJ  
(Address of Principal Executive Offices)

46-0539758  
(I.R.S. Employer  
Identification No.)  
  
07677  
(Zip Code)

(973) 453-8601

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by a check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files.) Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  Yes  No

The aggregate market value of common stock held by non-affiliates as of June 30, 2022 was \$149,147,731. As of March 28, 2024, there were no shares of the registrant's common stock outstanding that are publicly traded.

Auditor Firm PCAOB ID: 243

Auditor Name: BDO USA, P.C.

Auditor Location: New York, NY

## EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K of Party City Holdco Inc. (the “Company”) for the year ended December 31, 2022, originally filed with the Securities and Exchange Commission (the “SEC”) on March 28, 2024 (the “Original 2022 Form 10-K”). We are filing this Amendment to remove the consent of Ernst & Young LLP previously filed as Exhibit 23.1 to the Original 2022 Form 10-K.

As required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, updated certifications by the Company’s Principal Executive Officer and Principal Financial Officer are filed as exhibits 31.1 and 31.2 to this Amendment in Part IV, Item 15.

Except as set forth in this Amendment, no other changes have been made to the Original 2022 Form 10-K. The Original 2022 Form 10-K has not been amended or updated to reflect events occurring after March 28, 2024, except as specifically set forth in this Amendment.

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## PART IV

### Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this report.

1. *Financial Statements.* The financial statements are set forth under Part II, Item 8, “Financial Statements and Supplementary Data,” of this Annual Report on Form 10-K.
2. *Financial Statement Schedules.* Schedule I, Condensed Financial Information of Registrant, and Schedule II, Valuation and Qualifying Accounts, is filed as part of this Annual Report on Form 10-K and should be read in conjunction with the financial statements and notes thereto contained in Part II, Item 8, “Financial Statements and Supplementary Data.”

All other financial statements and financial statement schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instruction, are not material or are not applicable and, therefore, have been omitted.

3. *Exhibits.*

### Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
2.1	<a href="#"><u>Fourth Amended Joint Chapter 11 Plan of Reorganization of Party City Holdco Inc. and Its Debtor Affiliates, dated August 31, 2023 (incorporated by reference to Exhibit 99.1 to Party City Holdco Inc.'s Form 8-K dated September 6, 2023)</u></a>
2.2	<a href="#"><u>Proposed Disclosure Statement for Debtors' Proposed Joint Chapter 11 Plan of Reorganization of Party City Holdco Inc. and its Debtor Affiliates, dated April 4, 2023 (incorporated by reference to Exhibit 99.2 to Party City Holdco Inc.'s Form 8-K dated April 5, 2023)</u></a>
2.3	<a href="#"><u>Confirmation Order, dated September 6, 2023 (incorporated by reference to Exhibit 2.1 to Party City Holdco Inc.'s Form 8-K dated September 6, 2023)</u></a>
2.4	<a href="#"><u>Supplement to Disclosure Statement for Third Amended Plan of Reorganization of Party City Holdco Inc. and its Debtor Affiliates, dated July 21, 2023 (incorporated by reference to Exhibit 99.2 to Party City Holdco Inc.'s Form 8-K dated July 24, 2023)</u></a>
3.1	<a href="#"><u>Certificate of Correction to Party City Holdco Inc.'s Second Amended and Restated Certificate of Incorporation filed on June 6, 2019, dated December 17, 2019 and corrected Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 12, 2020)</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Party City Holdco Inc.'s Form 8-K dated June 7, 2019)</u></a>
3.3	<a href="#"><u>Third Amended and Restated Certificate of Incorporation of Party City Holdco Inc. (incorporated by reference to Exhibit 3.1 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023)</u></a>
3.4	<a href="#"><u>Second Amended and Restated Bylaws of Party City Holdco Inc. (incorporated by reference to Exhibit 3.2 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023)</u></a>
4.1	<a href="#"><u>Indenture, dated as of August 19, 2015, among Party City Holdings Inc., as Issuer, and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015)</u></a>
4.2	<a href="#"><u>First Supplemental Indenture, dated as of August 19, 2015, among the Guarantors named therein and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.2 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015)</u></a>

- 4.3 [Form of 6.125% Senior Notes due 2023 \(incorporated by reference to Exhibit 4.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015\).](#)
- 4.4 [Second Amended and Restated Stockholders Agreement among Party City Holdco Inc., THL PC Topco, L.P., and certain other stockholders of Party City Holdco Inc. \(incorporated by reference to Exhibit 4.5 of Party City Holdco Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2019\)](#)
- 4.5 [Amended and Restated Registration Rights Agreement among Party City Holdco Inc., THL PC Topco, L.P., Advent-Party City Acquisition Limited Partnership and certain other stockholders of Party City Holdco Inc. \(incorporated by reference to Exhibit 4.1 to Party City Holdco Inc.'s Form 8-K dated April 21, 2015\)](#)
- 4.6 [Indenture, dated as of August 2, 2018, among Party City Holdings Inc., as Issuer, and Wilmington Trust, National Association, as Trustee \(incorporated by reference to Exhibit 4.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2018\)](#)
- 4.7 [First Supplemental Indenture, dated as of August 2, 2018, among the Guarantors named therein and Wilmington Trust, National Association, as Trustee \(incorporated by reference to Exhibit 4.2 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2018\)](#)
- 4.8 [Form of 6.625% Senior Notes due 2026 \(incorporated by reference to Exhibit 4.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2018\)](#)
- 4.9 [Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 \(incorporated by reference to Exhibit 4.10 of Party City Holdco Inc.'s Annual Report on Form 10-K filed on March 12, 2020\)](#)
- 4.10 [Indenture, dated as of July 30, 2020, among Party City Holdings Inc., as issuer, the guarantors party thereto and Ankura Trust Company, LLC, as trustee and collateral trustee, relating to Senior Secured First Lien Floating Rate Notes due 2025 \(incorporated by reference to Exhibit 4.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2020\)](#)
- 4.11 [Indenture, dated as of July 30, 2020, among Anagram Holdings LLC, as issuer, Anagram International, Inc., as co-issuer, the guarantors party thereto and Ankura Trust Company, LLC, as trustee and collateral trustee, relating to 15.00% PIK/Cash Senior Secured First Lien Notes due 2025 \(incorporated by reference to Exhibit 4.3 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2020\)](#)
- 4.12 [Indenture, dated as of July 30, 2020, among Anagram Holdings LLC, as issuer, Anagram International, Inc., as co-issuer, the guarantors party thereto and Ankura Trust Company, LLC, as trustee and collateral trustee, relating to 10.00% PIK/Cash Senior Secured Second Lien Notes due 2026 \(incorporated by reference to Exhibit 4.5 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2020\)](#)
- 4.13 [Third Supplemental Indenture, dated as of July 30, 2020, among Party City Holdings Inc., the guarantors party thereto and Wilmington Trust National Association, as trustee, relating to 6.125% Senior Notes due 2023 \(incorporated by reference to Exhibit 4.7 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2020\)](#)
- 4.14 [Second Supplemental Indenture, dated as of July 30, 2020, among Party City Holdings Inc., the guarantors party thereto and Wilmington Trust National Association, as trustee, relating to 6.625% Senior Notes due 2026 \(incorporated by reference to Exhibit 4.8 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2020\)](#)
- 4.15 [Fourth Supplemental Indenture, dated as of March 3, 2021, among Amscan Custom Injection Molding, LLC and Wilmington Trust National Association, as trustee, relating to 6.125% Senior Notes due 2023](#)
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- [\(incorporated by reference to Exhibit 4.16 of Party City Holdco Inc.'s Current Report on Form 10-K filed with the Securities and Exchange Commission on March 12, 2021\)](#)
- 4.16 [Third Supplemental Indenture, dated as of March 3, 2021, among Amscan Custom Injection Molding, LLC and Wilmington Trust National Association, as trustee, relating to 6.625% Senior Notes due 2026 \(incorporated by reference to Exhibit 4.17 of Party City Holdco Inc.'s Current Report on Form 10-K filed with the Securities and Exchange Commission on March 12, 2021\)](#)
- 4.17 [Indenture, dated as of February 19, 2021, among Party City Holdings Inc., as issuer, the guarantors party thereto, PC Intermediate Holdings, Inc. and Ankura Trust Company, LLC, as trustee and collateral trustee \(incorporated by reference to Exhibit 4.1 to Party City Holdco Inc.'s Form 8-K dated February 19, 2021\)](#)
- 4.18 [Form of 8.750% Senior Secured First Lien Notes due 2026 \(attached as an exhibit to Exhibit 4.18\) \(incorporated by reference to Exhibit 4.1 to Party City Holdco Inc.'s Form 8-K dated February 19, 2021\)](#)
- 4.19 [Indenture, dated as of October 12, 2023, among Party City Holdco Inc, the guarantors party thereto, Wilmington Savings Fund Society, FSB, as trustee, collateral agent, paying agent and registrar \(including the form of Global Note attached thereto\) \(incorporated by reference to Exhibit 4.1 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023\)](#)
- 10.1† [Term Loan Credit Agreement, dated as of August 19, 2015, among PC Intermediate Holdings, Inc., Party City Holdings Inc., Party City Corporation, the subsidiaries of the borrowers from time to time party thereto, the financial institutions party thereto, as the Lenders, and Deutsche Bank AG New York Branch, as Administrative Agent \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015\)](#)
- 10.2 [Pledge and Security Agreement, dated as of August 19, 2015, among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., the Subsidiary Parties from time to time party thereto and Deutsche Bank AG New York Branch, in its capacity as administrative agent and collateral agent for the lenders party to the Term Loan Credit Agreement \(incorporated by reference to Exhibit 10.2 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015\)](#)
- 10.3 [First Amendment to Term Loan Credit Agreement, dated as of October 20, 2016, by and among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., Deutsche Bank AG New York Branch as administrative agent and the various lenders parties thereto \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 24, 2016\)](#)
- 10.4 [Second Amendment to Term Loan Credit Agreement, dated as of February 16, 2018, by and among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., Deutsche Bank AG New York Branch as administrative agent and the various lenders parties thereto \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 20, 2018\)](#)
- 10.5 [Third Amendment to Term Loan Credit Agreement, dated as of June 28, 2019 \(incorporated by reference to Exhibit 10.3 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2019\)](#)
- 10.6 [ABL Credit Agreement, dated as of August 19, 2015, among PC Intermediate Holdings, Inc., Party City Holdings Inc., Party City Corporation, the subsidiaries of the borrowers from time to time party thereto, the financial institutions party thereto, as the Lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.3 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015\)](#)
- 10.7 [Pledge and Security Agreement, dated as of August 19, 2015, among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., the Subsidiary Parties from time to time party thereto and JPMorgan Chase Bank, N.A., in its capacity as administrative agent and collateral agent for the lenders party to the ABL Credit Agreement \(incorporated by reference to Exhibit 10.4 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015\)](#)
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- 10.8 [Intercreditor Agreement, dated as of August 19, 2015, among PC Intermediate Holdings, Inc., Party City Holdings Inc., Party City Corporation, the other Grantors from time to time party thereto, JPMorgan Chase Bank, N.A., as ABL Facility Agent, and Deutsche Bank AG New York Branch, as Term Loan Agent \(incorporated by reference to Exhibit 10.5 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015\).](#)
- 10.9 [First Amendment to ABL Credit Agreement, dated as of August 2, 2018, among PC Intermediate Holdings, Inc., Party City Holdings Inc., Party City Corporation, the subsidiaries of the borrowers from time to time party thereto, the financial institutions party thereto, as the Lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2018\).](#)
- 10.10 [Second Amendment to ABL Credit Agreement, dated as of March 4, 2019, by and among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent, and each of the Persons party thereto as ABL Revolving Lenders \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2019\).](#)
- 10.11 [Third Amendment to ABL Credit Agreement, dated as of April 8, 2019, by and among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent, and each of the Persons party thereto as ABL Revolving Lenders \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 11, 2019\).](#)
- 10.12 [Fourth Amendment to ABL Credit Agreement, dated as of June 28, 2019 \(incorporated by reference to Exhibit 10.4 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2019\).](#)
- 10.13 [Fifth Amendment to the ABL Credit Agreement, dated as of February 19, 2021, among PC Intermediate Holdings, Inc., Party City Holdings Inc., Party City Corporation, the subsidiaries of the borrowers from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the financial institutions party thereto \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated February 19, 2021\).](#)
- 10.14† [Party City Holdco Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.5 to Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2019\).](#)
- 10.15† [Party City Holdco Inc. Executive Annual Incentive Plan \(incorporated by reference to Exhibit 10.21 to Party City Holdco Inc.'s Registration Statement on Form S-1 dated March 26, 2015\).](#)
- 10.16† [Party City Holdco Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 11, 2021\).](#)
- 10.17† [Party City Holdco Inc. Non-Employee Director Compensation Program \(incorporated by reference to Exhibit 10.2 of Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2018\).](#)
- 10.18† [Form of Nonqualified Stock Option Award Agreement \(Non-Employee Directors\) under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.23 to Party City Holdco Inc.'s Registration Statement on Form S-1 dated March 26, 2015\).](#)
- 10.19† [Form of Nonqualified Stock Option Award Agreement \(Employees\) under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.24 to Party City Holdco Inc.'s Registration Statement on Form S-1 dated March 26, 2015\).](#)
- 10.20† [Form of Unrestricted Stock Award Agreement \(Non-Employee Directors\) under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit](#)
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- [10.18 of Party City Holdco Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2018](#))
- 10.21† [Form of Restricted Stock Award Agreement \(Time and Performance-Based Vesting\) under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.6 of Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2019\)](#)
- 10.22† [Form of Restricted Stock Unit Award Agreement \(Time and Performance-Based Vesting\) under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.7 of Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2019\)](#)
- 10.23† [Form of Non-Employee Director Restricted Stock Unit Agreement under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.8 of Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2019\)](#)
- 10.24† [Purchase and Sale Agreement, dated June 28, 2019, by and between Spirit Realty, L.P. and Amscan Inc., Anagram Eden Prairie Property Holdings LLC, and Amscan NM Land, LLC \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2019\)](#)
- 10.26 [Master Lease Agreement, dated June 28, 2019, by and between Spirit Realty, L.P. and Party City Holdings Inc. \(incorporated by reference to Exhibit 10.2 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2019\)](#)
- 10.27† [Employment Agreement between Party City Holdings Inc., Party City Holdco Inc. and Todd Vogensen, dated February 3, 2020 \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 9, 2020\)](#)
- 10.28 [Board Nomination Agreement, dated as of September 11, 2020, between the Company and the Nominating Parties \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2020\)](#)
- 10.29† [Form of Nonqualified Stock Option Award Agreement \(Employees\) under the Party City Holdco Inc. Amended and Restated 2012 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.6 of Party City Holdco Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 12, 2020\)](#)
- 10.32†\* [Second Amended and Restated Employment Agreement between Party City Holdco Inc. and Sean Thompson, effective November 7, 2022 \(incorporated by reference to Exhibit 10.32 of Party City Holdco Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2024\)](#)
- 10.33†\* [Third Amended and Restated Employment Agreement between Party City Holdings Inc., Party City Holdco Inc., and Denise Kulikowsky, effective November 7, 2022 \(incorporated by reference to Exhibit 10.33 of Party City Holdco Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2024\)](#)
- 10.34 [Sixth Amendment to ABL Credit Agreement, dated as of March 18, 2022, among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., the subsidiaries of the Borrowers party thereto, JPMorgan Chase Bank, N.A., as administrative agent and each of the Lenders party thereto \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated March 22, 2022\)](#)
- 10.35 [Seventh Amendment to ABL Credit Agreement, dated as of July 19, 2022, among Party City Holdings Inc., Party City Corporation, PC Intermediate Holdings, Inc., the subsidiaries of the Borrowers party thereto, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent for the Lenders, and each of the Increasing ABL Lenders, FILO Lenders and other Lenders party thereto \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated July 22, 2022\)](#)
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- 10.36† [Agreement between Party City Holdco Inc. and John Capela, effective December 5, 2022 \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Form 8-K filed with the Securities and Exchange Commission on December 2, 2022\).](#)
- 10.37 [Restructuring Support Agreement made and entered into as of January 17, 2023, by Party City Holdco Inc. and certain of its subsidiaries \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Form 8-K filed with the Securities and Exchange Commission on January 18, 2023\).](#)
- 10.38 [Senior Secured Superpriority Debtor-In-Possession Term Loan Credit Agreement dated January 19, 2023 by Party City Holdco Inc., and certain of its subsidiaries, and Ankura Trust Company, LLC as the Administrative Agent \(incorporated by reference to Exhibit 10.1 of Party City Holdco Inc.'s Form 8-K filed with the Securities and Exchange Commission on January 20, 2023\).](#)
- 10.39 [Intellectual Property Cross-License Agreement, dated July 30, 2020, by and between Party City Holdings Inc. and Anagram International Inc. \(incorporated by reference to Exhibit 99.4 of Party City Holdco Inc.'s Form 8-K filed with the Securities and Exchange Commission on January 18, 2023\).](#)
- 10.40 [Services Agreement, dated July 30, 2020, by and between Party City Holdings Inc. and Anagram International Inc. \(incorporated by reference to Exhibit 99.5 of Party City Holdco Inc.'s Form 8-K filed with the Securities and Exchange Commission on January 18, 2023\).](#)
- 10.41 [Supply Agreement, dated July 30, 2020, by and between Anagram International Inc. and Amscan Inc. \(incorporated by reference to Exhibit 99.6 of Party City Holdco Inc.'s Form 8-K filed with the Securities and Exchange Commission on January 18, 2023\).](#)
- 10.42† [Letter Agreement, dated November 18, 2023, by and between the Company and Dan Lamadrid \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated November 21, 2023\).](#)
- 10.43 [ABL Credit Agreement, dated as of October 12, 2023, by and among the Company, as parent guarantor, Party City Holdings Inc., as parent borrower, Party City Corporation, and each other subsidiary of the Borrowers party thereto from time to time, PC Intermediate Holdings, Inc., the lenders party thereto and JP Morgan Chase Bank, N.A., as administrative agent and collateral agent \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023\).](#)
- 10.44 [Intercreditor Agreement, dated as of October 12, 2023, by and among JP Morgan Chase Bank, N.A., as first priority representative for the first priority secured parties and Wilmington Savings Fund Society, FSB, as the second priority representative for the second priority secured parties \(incorporated by reference to Exhibit 10.2 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023\).](#)
- 10.45 [Registration Rights Agreement, dated as of October 12, 2023, by and among Party City Holdco Inc. and the holders party thereto \(incorporated by reference to Exhibit 10.3 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023\).](#)
- 10.46 [Stockholders' Agreement, dated as of October 12, 2023, by and among Party City Holdco Inc. and the holders party thereto \(incorporated by reference to Exhibit 10.4 to Party City Holdco Inc.'s Form 8-K dated October 12, 2023\).](#)
- 10.47 [Backstop Commitment Agreement, dated September 1, 2023, by and among the Company and the parties thereto \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated September 1, 2023\).](#)
- 10.48† [Offer Letter, dated as of August 3, 2023, between the Company and Mr. Aguilar \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated August 4, 2023\).](#)
- 10.49 [Fourth Amendment to Restructuring Support Agreement, dated as of July 21, 2023 \(incorporated by reference to Exhibit 10.1 to Party City Holdco Inc.'s Form 8-K dated July 24, 2023\).](#)
- 16.1 [Letter from Ernst & Young LLP, dated June 9, 2023 \(incorporated by reference to Exhibit 16.1 to Party City Holdco Inc.'s Form 8-K dated June 9, 2023\).](#)
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- 21.1 [List of Subsidiaries of Party City Holdco Inc. \(incorporated by reference to Exhibit 21.1 of Party City Holdco Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2024\).](#)
- 31.1\* [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2\* [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 101\* Interactive Data Files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets at December 31, 2022 and December 31, 2021; (ii) the Consolidated Statements of Operations and Comprehensive (Loss) Income for the years ended December 31, 2022, 2021, and 2020; (iii) the Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2022, 2021, and 2020; (iv) the Consolidated Statements of Cash Flows for the years ended December 31, December 31, 2022, 2021, and 2020; and (v) the Notes to the Consolidated Financial Statements.
- 104.1\* Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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† Management contract of compensatory plan or arrangement

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**PARTY CITY HOLDCO INC.**

By: \_\_\_\_\_ /s/ Daniel Lamadrid  
Daniel Lamadrid  
Chief Financial Officer

Date: April 4, 2024

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**Section 302 Certification**

I, Sean Thompson, certify that:

1. I have reviewed this Amendment to the Annual Report on Form 10-K of Party City Holdco Inc. for the year ended December 31, 2022; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 4, 2024

/s/ Sean Thompson

Sean Thompson  
Chief Executive Officer  
(Principal Executive Officer)

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**Section 302 Certification**

I, Daniel Lamadrid, certify that:

1. I have reviewed this Amendment to the Annual Report on Form 10-K of Party City Holdco Inc. for the year ended December 31, 2022; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 4, 2024

/s/ Daniel Lamadrid

Daniel Lamadrid

Chief Financial Officer

(Principal Financial Officer)

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