

UNITED STATES  
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): **December 12, 2024 (December 09, 2024)**

**BURTECH ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-41139**

(Commission  
File Number)

**86-2708752**

(IRS Employer  
Identification No.)

**1300 Pennsylvania Ave NW, Suite 700  
Washington, DC 20004**

(Address of principal executive offices, including zip code)

(202) 600-5757

Registrant's telephone number, including area code:

**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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock and one Redeemable Warrant	BRKHU	The Nasdaq Stock Market, LLC
Class A Common Stock, par value \$0.0001 per share	BRKH	The Nasdaq Stock Market, LLC
Warrants, each exercisable for one share of Class A Common Stock for \$11.50 per share	BRKHW	The Nasdaq Stock Market, LLC

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 1.01 Entry into a Material Definitive Agreement**

As approved by its stockholders at the special annual meeting of stockholders held on December 09, 2024 (the “**Special Annual Meeting**”), BurTech Acquisition Corp. (the “**Company**”) entered into an amendment to the investment management trust agreement dated as of December 10, 2021, with Continental Stock Transfer & Trust Company (the “**Trust Amendment**”). Pursuant to the Trust Amendment, the Company has the right to extend the time to complete a business combination on a month-to-month basis (each an “**Extension**”), until May 15, 2025, by depositing into the Trust Account \$0.05 per unredeemed share of Class A common stock (the “**Extension Payment**”) or \$205,227.15 per month for each one-month Extension.

The foregoing description of the Trust Amendment does not purport to be complete and is qualified in its entirety by the terms and conditions of the Trust Amendment, filed hereto as Exhibit 10.1, and is incorporated by reference herein.

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As approved by its stockholders at the Special Annual Meeting held on December 09, 2024, the Company filed an amendment to its second amended and restated certificate of incorporation (the “**Charter**”) with the Delaware Secretary of State (the “**Charter Amendment**”), to extend the date by which BurTech has to consummate a business combination from December 15, 2024 to May 15, 2025 on a month-to-month basis.

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

On December 09, 2024, the Company held the Special Annual Meeting. On November 12, 2024, the record date for the Special Annual Meeting, there were 15,162,663 shares of common stock entitled to be voted at the Special Annual Meeting. This includes 15,162,658 Class A Shares, and 5 Class B Shares (together being the outstanding shares of the Company’s common stock, referred to as the “**Shares**”). At the Special Annual Meeting, 14,231,163 Shares or 93.86% of such Shares were represented in person or by proxy.

The final results for each of the matters submitted to a vote of the Company’s stockholders at the Special Annual Meeting are as follows:

**1. Charter Amendment**

Stockholders approved the proposal to amend the Company’s Charter: to extend the date by which BurTech has to consummate a business combination from December 15, 2024 on a month-to-month basis until May 15, 2025. The Charter Amendment Proposal must be approved by the affirmative vote of more than 65% of the holders of Common Stock who, being present in person (including virtually) or represented by proxy and entitled to vote at the Special Annual Meeting, vote at the Special Annual Meeting. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
13,374,610	114,904	0	0

On December 09, 2024, the Company filed the Charter Amendment with the Secretary of State of the State of Delaware. A copy of the Charter Amendment is attached hereto as Exhibit 3.1.

**2. Trust Amendment**

Stockholders approved the proposal to amend the Company’s investment management trust agreement, dated as of December 10, 2021 by and between the Company and Continental Stock Transfer & Trust Company to allow the Company to extend the time to complete a business combination on a month-to-month basis until May 15, 2025 by depositing into the Trust Account \$0.05 per unredeemed share of Class A common stock or \$205,227.15 for each one-month Extension. Adoption of the Trust Amendment required approval by the affirmative vote of at least 65% of the Company’s Shares. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
13,374,610	114,904		0

**3. Ratification of Auditors**

Stockholders approved the proposal to ratify the appointment of Marcum LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2024. We refer to this proposal as the “**Ratification of Auditors Proposal**”. The Ratification of Auditors Proposal must be approved by the affirmative vote of a majority of the holders of Common Stock who, being present in person (including virtually) or represented by proxy and entitled to vote at the Special Annual Meeting. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
14,230,811	0	352	0

**Item 8.01. Other Events.**

In connection with the stockholders’ vote at the Special Annual Meeting of Stockholders held by the Company on December 09, 2024, 241,120 shares were tendered for redemption. As a result, approximately \$2,774,657.98 (approximately \$10.51 per share) will be removed from the Company’s trust account to pay such holders, without taking into account additional allocation of payments to cover any tax obligation of the Company, such as franchise taxes, but not including any excise tax, since that date.

Following redemptions, the Company will have 4,104,543 shares of Class A Common Stock and 5 shares of Class B Common Stock, issued and outstanding, and approximately \$47,232,510.65 will remain in the Company’s trust account.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Amendment 3 to the Second Amended and Restated Certificate of Incorporation of BurTech Acquisition Corp. dated December 09, 2024</a>
<a href="#">10.1</a>	<a href="#">Amendment 3 to the Investment Management Trust Agreement of December 10, 2021, between BurTech Acquisition Corp. and Continental Stock Transfer &amp; Trust Company dated December 09, 2024</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

**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.

**BURTECH ACQUISITION CORP.**

By: /s/ Shahal Khan

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Name: Shahal Khan

Title: Chief Executive Officer

Dated: December 12, 2024

**Charter Amendment**  
THIRD AMENDMENT TO THE AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF BURTECH ACQUISITION CORP.  
December 09, 2024

BurTech Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the Corporation is “BurTech Acquisition Corp.” The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 02, 2021. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on May 19, 2021. The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on December 13, 2021 (the “**Second Amended and Restated Certificate**”).
2. On March 10, 2023, the Corporation filed an amendment to the Second Amended and Restated Certificate with the Secretary of State of Delaware.
3. On December 11, 2023, the Corporation filed an amendment to the Second Amended and Restated Certificate with the Secretary of State of Delaware.
4. This Third Amendment to the Second Amended and Restated Certificate amends the Second Amended and Restated Certificate.
5. This Amendment to the Second Amended and Restated Certificate was duly adopted by the Board of Directors of the Corporation and the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.
6. The text of Paragraph 9.1(b) of Article NINE is hereby amended and restated to read in full as follows:

“9.1 (b). Immediately after the Offering, a certain amount of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the underwriters’ over-allotment option) and certain other amounts specified in the Corporation’s registration statement on Form S-1, as initially filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on August 19, 2021, as amended (the “**Registration Statement**”), shall be deposited in a trust account (the “**Trust Account**”), established for the benefit of the Public Stockholders (as defined below) pursuant to a trust agreement described in the Registration Statement (the “**Trust Agreement**”). Except for the withdrawal of interest to pay taxes (less up to \$100,000 interest to pay dissolution expenses), none of the funds held in the Trust Account (including the interest earned on the funds held in the Trust Account) will be released from the Trust Account until the earliest to occur of (i) the completion of the initial Business Combination; (ii) the redemption of 100% of the Offering Shares (as defined below) if the Corporation is unable to complete its initial Business Combination, as determined by the Board, until up to May 15, 2025 (the “**Last Date**”); or (iii) the redemption of shares in connection with a stockholder vote to amend any provisions of this Second Amended and Restated Certificate, as amended (a) to modify the substance or timing of the Corporation’s obligation to provide for the redemption of the Offering Shares in connection with the Business Combination to redeem 100% of such shares if the Corporation has not consummated the Business Combination by the Deadline Date or (b) with respect to any other provision relating to stockholders’ rights or pre-initial Business Combination activity (as described in Section 9.7). Holders of shares of Common Stock included as part of the units sold in the Offering (the “**Offering Shares**”) (whether such Offering Shares were purchased in the Offering or in the secondary market following the Offering and whether or not such holders are the Sponsor or officers or directors of the Corporation, or affiliates of any of the foregoing) are referred to herein as “**Public Stockholders**”.

IN WITNESS WHEREOF, BurTech Acquisition Corp. has caused this Amendment to the Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of the date first set above.

BURTECH ACQUISITION CORP.

By: /s/Roman Livson  
Name: Roman Livson  
Title: Chief Executive Officer

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**AMENDMENT NO. 3 TO THE  
INVESTMENT MANAGEMENT TRUST AGREEMENT**

This Amendment No. 3 (this “**Amendment**”), dated as of December 09, 2024, to the Investment Management Trust Agreement (as defined below) is made by and between BurTech Acquisition Corp. (the “**Company**”) and Continental Stock Transfer & Trust Company, as trustee (“**Trustee**”). All terms used but not defined herein shall have the meanings assigned to them in the Trust Agreement.

**WHEREAS**, the Company and the Trustee entered into an Investment Management Trust Agreement on December 10, 2021, as amended on March 10, 2023 and December 11, 2023 (the “**Trust Agreement**”);

**WHEREAS**, Section 1(i) of the Trust Agreement sets forth the terms that govern the liquidation of the Trust Account under the circumstances described therein;

**WHEREAS**, at a Special Annual Meeting of the Company held on December 09, 2024, the Company’s stockholders approved (i) a proposal to amend the Company’s second amended and restated certificate of incorporation (the “**3rd A&R COI**”) giving the Company the right to extend the date by which it has to consummate a business combination until May 15, 2025; and

1. NOW THEREFORE, IT IS AGREED:

1. Section 1(i) of the Trust Agreement is hereby amended and restated in its entirety as follows:

“(i) Commence liquidation of the Trust Account only after and promptly after receipt of, and only in accordance with, the terms of a letter (“**Termination Letter**”), in a form substantially similar to that attached hereto as either Exhibit A or Exhibit B, signed on behalf of the Company by its President, Chief Executive Officer and Chief Financial Officer and, in the case of a Termination Letter in a form substantially similar to that attached hereto as Exhibit A, acknowledged and agreed to by the Representative, and complete the liquidation of the Trust Account and distribute the Property in the Trust Account only as directed in the Termination Letter and the other documents referred to therein; provided, however, that in the event that a Termination Letter has not been received by the Trustee before the date the Company has extended to complete the Business Combination, by depositing into the Trust Account an extension payment (the “**Extension Payment**”) of \$0.05 per non-redeemed share on a month-to-month basis (each such monthly extension, an “**Extension Period**”), beginning on December 15, 2024 and continuing each month up to May 15, 2025 (the “**Last Date**”), the Trust Account shall be liquidated in accordance with the procedures set forth in the Termination Letter attached as Exhibit B hereto and distributed to the Public Stockholders as of the Last Date. For example, if during the an Extension Period, the Company does not deposit the Extension Payment into the Trust Account by the 15th day of the month for the next Extension Period, then the Last Date shall be the last day of that month.”

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first written above.

CONTINENTAL STOCK TRANSFER &  
TRUST COMPANY, as Trustee

By:           /s/ Francis Wolf            
Name: Francis Wolf  
Title: Vice President

BURTECH ACQUISITION CORP.

By:           /s/ Roman Livson            
Name: Roman Livson  
Title: Chief Financial Officer