

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): **January 13, 2025 (December 31, 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	OTC Markets Group, Inc.
Class A Common Stock, par value \$0.0001 per share	BRKH	OTC Markets Group, Inc.
Warrants, each exercisable for one share of Class A Common Stock for \$11.50 per share	BRKHW	OTC Markets Group, Inc.

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 7.01. Regulation FD Disclosure

On January 13, 2025, BurTech issued a press release announcing that the Company has been approved to list its common stock and warrants on The Nasdaq Stock Market under the symbols “BZAI” and “BZAIW”.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

On December 23, 2024, the Company held a special meeting in lieu of the 2024 annual meeting of the stockholders of BurTech (the “**Special Meeting**”) in connection with the Business Combination and other related matters, whereby the proposals for the Merger and other transactions contemplated by the Merger Agreement in connection with the Business Combination were approved.

In addition, as previously reported on December 31, 2024, the Company entered into an agreement (“**Non-Redemption Agreement**”) with one or more unaffiliated stockholders of the Company (each, an “**Investor**”) who agreed not to redeem (or validly rescind any redemption requests on) their shares of Class A common stock, par value \$0.0001 per share of the Company (“**Non-Redeemed Shares**”), in connection with the Special Meeting. In exchange for the foregoing commitments not to redeem the Non-Redeemed Shares, Blaize and BurTech LP, LLC, the Company’s sponsor, have agreed to guarantee that each Investor receives a return of \$1.50 per Non-Redeemed Share whether Investor (i) sells the Non-Redeemed Shares in the open market or (ii) exercises its option to require the Company to repurchase the Non-Redeemed Shares in accordance with the Non-Redemption Agreement. Entering into the Non-Redemption Agreement is expected to increase the amount of funds that remain in the Company’s trust account following the Business Combination.

In connection with the stockholders’ vote at the Special Annual Meeting of Stockholders held by the Company on December 23, 2024 and after certain Investors entered into the Non-Redemption Agreements, 937,844 shares were tendered for redemption. As a result, approximately \$10,863,000.50 (approximately \$11.58 per share) will be removed from the Company’s trust account to pay such holders, after 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 and execution of the Non-Redemption Agreements, the Company will have approximately \$36,679,717.31 in the Company’s trust account. In connection with the Non-Redemption Agreements, approximately \$33,054,587.54 will be transferred into a separate escrow account with Continental Stock Transfer & Trust Company at the closing of the Business Combination and held until such Non-Redeemed Shares are either sold in the market and/or put to the Company in accordance with the procedures described above and such funds are then distributed to the Investors and Company accordingly.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release Dated January 13, 2025
104	Cover Page Interactive Data File (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
Name: Shahal Khan
Title: Chief Executive Officer

Dated: January 13, 2025

Blaize Receives Approval to List its Common Stock and Warrants on Nasdaq

Blaize Holdings, Inc. expected to begin trading on Nasdaq under ticker symbols "BZAI" and "BZAI.W" on Tuesday, January 14, following anticipated closing of business combination with BurTech

Washington, D.C. and El Dorado Hills, CA— Jan. 13, 2025 — Blaize, Inc. ("Blaize"), a provider of purpose-built, artificial intelligence ("AI")-enabled edge computing solutions, and BurTech Acquisition Corp. ("BurTech"), a special purpose acquisition company, today announced that they expect to complete their previously announced business combination (the "Business Combination") on January 13, 2025. The combined company will be named "Blaize Holdings, Inc." and its common stock and warrants are expected to begin trading on Nasdaq under the ticker symbols "BZAI" and "BZAI.W," respectively, on January 14, 2025.

"We're thrilled with approval to list from Nasdaq and the prospects of a long-standing partnership with its marketplace of investors," said Dinakar Munagala, CEO of Blaize. "This marks the beginning of a new chapter in Blaize's journey, one where we continue to lead the way in bringing artificial intelligence to the edge."

"The approval for Blaize to trade on Nasdaq marks a pivotal moment, unlocking tremendous opportunities in edge AI across sectors like defense, robotics, and autonomous systems. We are thrilled to support Blaize in advancing transformative solutions that redefine the future of AI at the edge," said Shahal Khan, CEO of BurTech.

About BurTech

BurTech (NASDAQ: BRKH) is a special-purpose acquisition company dedicated to partnering with exceptional businesses and providing them with the resources and expertise to excel in the public market. With a focus on delivering long-term value to stockholders and supporting innovative companies, BurTech is committed to creating success stories in technology industries. With steadfast stockholders, a robust financial footing, and an unyielding commitment to innovation, BurTech is a visionary force in the technology world.

About Blaize

Blaize provides a full-stack programmable processor architecture suite and low-code/no-code software platform that enables AI processing solutions for high-performance computing at the network's edge and in the data center. Blaize solutions deliver real-time insights and decision-making capabilities at low power consumption, high efficiency, minimal size, and low cost. Blaize has raised over \$330 million from strategic investors such as DENSO, Mercedes-Benz AG, Magna, and Samsung and financial investors such as Franklin Templeton, Temasek, GGV, Bess Ventures, BurTech LP LLC, Rizvi Traverse, and Ava Investors. Headquartered in El Dorado Hills (CA), Blaize has more than 200 employees worldwide with teams in San Jose (CA) and Cary (NC), and subsidiaries in Hyderabad (India), Leeds and Kings Langley (UK), and Abu Dhabi (UAE).

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Cautionary Statement Regarding Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are based on beliefs and assumptions and on information currently available to Blaize, including statements regarding the expected closing of the Business Combination, the expected timing for trading of Blaize Holding, Inc.'s securities on Nasdaq, and Blaize's business plans and growth strategies, market opportunities, customer pipeline and financial prospects. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing," "target," "seek" or the negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words. 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. Many factors could cause actual future events to differ materially from the forward-looking statements in this document, including but not limited to: (i) changes in domestic and foreign business, market, financial, political and legal conditions; (ii) the expected benefits of the Business Combination are not obtained; (iii) the ability to meet stock exchange listing standards following the consummation of the Business Combination; (iv) the risk that the Business Combination disrupts current plans and operations of Blaize as a result of the consummation of the Business Combination; (v) failure to realize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (vi) costs related to the Business Combination; (vii) changes in applicable law or regulations; (viii) the outcome of any legal proceedings that may be instituted against Blaize; (ix) the effects of competition on Blaize's future business; (x) the ability of the combined company to issue equity or equity-linked securities or obtain debt financing; (xi) the enforceability of Blaize's intellectual property rights, including its copyrights, patents, trademarks and trade secrets, and the potential infringement on the intellectual property rights of others; and (xii) those factors discussed under the heading "Risk Factors" in the definitive proxy statement/prospectus filed on December 6, 2024 by BurTech Acquisition Corp. and other documents filed, or to be filed, by Blaize Holdings, Inc. with the SEC. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Blaize does not undertake any duty to update these forward-looking statements.
