

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): (March 10, 2023) March 15, 2023

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 meeting of stockholders held on March 10, 2023 (the “**Special 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 until December 15, 2023, with no additional payments to the Company’s trust account (the “**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.

On March 1, 2023, through March 10, 2023, BurTech LP LLC, the sponsor of the Company (the “**Sponsor**”), entered into agreements (“**Non-Redemption Agreements**”) with several unaffiliated third parties in exchange for them agreeing not to redeem an aggregate of 4,597,648 shares (“**Non-Redeemed Shares**”) of the Company’s shares of Class A common stock, par value \$0.0001 per share, sold in its initial public offering (the “**Class A Shares**”), at the Special Meeting. In exchange for the foregoing commitments not to redeem such shares, the Sponsor has agreed to transfer to such investors and the Sponsor’s financial advisor in connection therewith, an aggregate of 1,274,412 of the Company’s shares of Class B common stock, par value \$0.0001 per share (the “**Class B Shares**”), held by the Sponsor, immediately following consummation of an initial business combination if they continued to hold such Non-Redeemed Shares through the Special Meeting.

The foregoing summary of the Non-Redemption Agreements does not purport to be complete and is qualified in its entirety by reference to the form of Non-Redemption Agreement previously filed by the Company as Exhibit 10.1 to the Current Report on Form 8-K dated March 1, 2023 and incorporated herein by reference.

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

As approved by its stockholders at the Special Meeting held on March 10, 2023, 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**”), (a) giving the Company the right to extend the date by which it has to complete a business combination to December 15, 2023, and (b) to change Section 9.2 (a) of the Charter to modify the net tangible asset requirement to state that the Company will not consummate any business combination unless it (i) has net tangible assets of at least \$5,000,001 upon consummation of such Business Combination, or (ii) is otherwise exempt from the provisions of Rule 419 promulgated under the Securities Act of 1933, as amended.

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

On March 10, 2023, the Company held the Special Meeting. On January 26, 2023, the record date for the Special Meeting, there were 34,429,500 shares of common stock entitled to be voted at the Special Meeting. This includes 28,750,000 shares of Class A Shares, and 9,487,500 Class B Shares (together being the outstanding shares of the Company’s common stock, referred to as the “**Shares**”). At the meeting, 30,034,162 or 78.55% 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 Meeting are as follows:

1. Charter Amendment

Stockholders approved the proposal to amend the Company's Charter: (a) giving the Company the right to extend the date by which it has to complete a business combination to December 15, 2023, and (b) to change Section 9.2 (a) of the Charter to modify the net tangible asset requirement to state that the Company will not consummate any business combination unless it (i) has net tangible assets of at least \$5,000,001 upon consummation of such Business Combination, or (ii) is otherwise exempt from the provisions of Rule 419 promulgated under the Securities Act of 1933, as amended. Adoption of the Charter Amendment required approval by the affirmative vote of at least 65% of the Company's Shares. The voting results, representing 76.44% of the Company's Shares, were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
29,228,117	750,000	56,045	0

On March 10, 2023, 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 until December 15, 2023, with no additional payments to the Company's trust account. Adoption of the Trust Amendment required approval by the affirmative vote of at least 65% of the Company's Shares. The voting results, representing 76.44% of the Company's Shares, were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
29,228,117	750,000	56,045	0

Item 8.01. Other Events.

In connection with the stockholders' vote at the Special Meeting of Stockholders held by the Company on March 10, 2023, 22,119,297 shares were tendered for redemption. As a result, approximately \$228 million (approximately \$10.31 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 6,630,703 shares of Class A common stock outstanding, and approximately \$68 million will remain in the Company's trust account.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

Exhibit No.	Description
3.1	Amendment to the Second Amended and Restated Certificate of Incorporation of BurTech Acquisition Corp. dated March 10, 2023
10.1	Amendment to the investment management trust agreement of December 10, 2021, between BurTech Acquisition Corp. and Continental Stock Transfer & Trust Company dated March 10, 2023
10.2	Form of Non-Redemption Agreement (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed with the SEC on March 1, 2023)
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
Name: Shahal Khan
Title: Chief Executive Officer

Dated: March 15, 2023

AMENDMENT TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BURTECH ACQUISITION CORP.

March 10, 2023

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. This Amendment to the Second Amended and Restated Certificate amends the Second Amended and Restated Certificate.
3. 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.
4. 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 within 15 months from the closing of the Offering (or, if the Office of the Delaware Division of Corporations shall not be open for business (including filing of corporate documents) on such date the next date upon which the Office of the Delaware Division of Corporations shall be open (or such a later date pursuant to the extension set forth under Section 9.1 (c) the “**Deadline Date**”) unless the Company extends the time to complete the Business Combination after the Deadline Date to 24 months from the closing of the IPO but has not completed the Business Combination within such 24-month period, the 24th month anniversary of the Closing (as applicable, 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 an initial Business Combination to redeem 100% of such shares if the Corporation has not consummated an initial 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.**”

5. The text of Paragraph 9.2 (a) of Article NINE is hereby amended and restated to read in full as follows:

“9.2 (a) Prior to the consummation of the initial Business Combination, the Corporation shall provide all holders of Offering Shares with the opportunity to have their Offering Shares redeemed upon the consummation of the initial Business Combination pursuant to, and subject to the limitations of, Sections 9.2(b) and 9.2(c) (such rights of such holders to have their Offering Shares redeemed pursuant to such Sections, the “**Redemption Rights**”) hereof for cash equal to the applicable redemption price per share determined in accordance with Section 9.2(b) hereof (the “**Redemption Price**”); provided, however, that the Corporation will not consummate any Business Combination unless it (i) has net tangible assets of at least \$5,000,001 upon consummation of such Business Combination, or (ii) is otherwise exempt from the provisions of Rule 419 promulgated under the Securities Act of 1933, as amended. Notwithstanding anything to the contrary contained in this Second Amended and Restated Certificate, as amended, there shall be no Redemption Rights or liquidating distributions with respect to any warrant issued pursuant to the Offering.”

IN WITNESS WHEREOF, BurTech Acquisition Corp. has caused this Amendment to the Second 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/ Shahal Khan

Name: Shahal Khan

Title: Chief Executive Officer

**AMENDMENT NO. 1
TO THE
INVESTMENT MANAGEMENT TRUST AGREEMENT**

This Amendment No. 1 (this “**Amendment**”), dated as of March 10, 2023, 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 (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 Meeting of the Company held on March 10, 2023, the Company’s stockholders approved (i) a proposal to amend the Company’s second amended and restated certificate of incorporation (the “**2nd A&R COI**”) giving the Company the right to extend the date by which it has to consummate a business combination to December 15, 2023 (i.e., a period of time ending 24 months from the consummation of its initial public offering); a (ii) a proposal to amend the Trust Agreement to allow for an extension from March 15, 2023 until December 15, 2023; and

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 by (i) the 15-month anniversary of the closing of the IPO (“Closing”) or, (ii) in the event that the Company extended the time to complete the Business Combination to 24 months from the closing of the IPO, but has not completed the Business Combination within such 24-month period, the 24th month anniversary of the Closing (as applicable, 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.”

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/ Shahal Khan
Name: Shahal Khan
Title: Chief Executive Officer
