

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): April 26, 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)

85-2708752
(IRS Employer
Identification No.)

1300 Pennsylvania Ave NW, Suite 700
Washington, DC 20004
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (202) 600-5757

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 Exchange Act:

Title of each class	Trading Symbol	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

On December 10, 2021, BurTech Acquisition Corp. (the “Company” or “BurTech”) consummated its initial public offering (the “IPO”) of 25,000,000 units. In connection with the IPO, the Company entered into, among other agreements, that certain Underwriting Agreement, dated December 10, 2021 (the “Underwriting Agreement”), by and between the Company and EF Hutton LLC, as representative of the several underwriters thereunder (“EF Hutton”), a form of which was previously filed as an exhibit to the Company’s Registration Statement on Form S-1 (File No. 333-258914) related to the IPO, initially filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 19, 2021.

Pursuant to the Section 1.3 and Section 3.15 of the Underwriting Agreement, an aggregate principal sum of \$10,062,500 (such amount, the “Deferred Underwriting Commission”) was payable to EF Hutton upon the consummation of the Company’s initial business combination.

On December 22, 2023, the Company announced that it entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Blaize, Inc., a Delaware corporation (“Blaize”), BurTech Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of the Company (“Merger Sub”), and solely for the limited purposes set forth therein, Burkhan Capital LLC, a Delaware limited liability company, pursuant to which Merger Sub will merge with and into Blaize, whereupon the separate corporate existence of Merger Sub will cease and Blaize will be the surviving company and continue in existence as a direct, wholly owned subsidiary of the Company, on the terms and subject to the conditions set forth therein (the “Merger” and, collectively with the other transactions described in the Merger Agreement, the “Business Combination”). At the closing of the Business Combination (the “Closing”), the Deferred Underwriting Commission to EF Hutton would be immediately due and payable.

Notwithstanding the terms of the Underwriting Agreement, on April 26, 2024, the Company and EF Hutton entered into an amendment to the Underwriting Agreement, pursuant to that certain Satisfaction and Discharge of Indebtedness Pursuant to Underwriting Agreement Dated December 10 2021, a copy of which is attached as Exhibit 10.1 hereto and incorporated herein by reference (the “Amendment”). The Amendment provides, among other things, that in lieu of the Company tendering the full amount of the Deferred Underwriting Commission, EF Hutton accepts cash of an aggregate sum of \$1,500,000, payable at the Closing, in full and final payment and satisfaction of the Deferred Underwriting Commission (the “Cash Payment”). Upon delivery of the Cash Payment in accordance with terms of the Amendment, any obligations pursuant to the Underwriting Agreement for the Company to deliver the Deferred Underwriting Commission to EF Hutton shall be automatically discharged and satisfied.

No Offer or Solicitation

This Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination and does not constitute an offer to sell or a solicitation of an offer to buy any securities of BurTech or Blaize, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

Additional Information and Where to Find It

In connection with the Business Combination, BurTech intends to file with the SEC a Registration Statement on Form S-4 with the SEC, which will include a preliminary prospectus and proxy statement of BurTech in connection with the Business Combination, referred to as a proxy statement/prospectus (the “Registration Statement”), and after the Registration Statement is declared effective, BurTech will mail a definitive proxy statement/prospectus relating to the Business Combination to its stockholders. This Form 8-K does not contain all the information that should be considered concerning the Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. BurTech may file other documents regarding the Business Combination with the SEC, and BurTech’s stockholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus and the amendments thereto, the definitive proxy statement/prospectus and the other documents filed in connection with the Business Combination, as these materials will contain important information about Blaize, BurTech and the Business Combination. When available, the definitive proxy statement/prospectus and other relevant materials for the Business Combination will be mailed to stockholders of BurTech as of a record date to be established for voting on the Business Combination and the other matters to be voted upon at a meeting of BurTech’s stockholders to be held to approve the Business Combination and such other matters. Such stockholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC, without charge, once available, at the SEC’s website at www.sec.gov, or by directing a request to BurTech Acquisition Corp., 1300 Pennsylvania Avenue, Suite 700, New York, NY 20006, Attention: Roman Livson, Chief Financial Officer.

Before making any voting decision, investors and security holders of BurTech are urged to read the registration statement, the proxy statement/prospectus, and amendments thereto, and the definitive proxy statement/prospectus in connection with BurTech’s solicitation of proxies for its stockholders’ meeting to be held to approve the Business Combination, and all other relevant documents filed or that will be filed with the SEC in connection with the Business Combination as they become available because they will contain important information about BurTech, Blaize and the Business Combination.

INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE BUSINESS COMBINATION OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Participants in Solicitation

BurTech, Blaize, and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies from BurTech’s stockholders in connection with the Business Combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of BurTech’s stockholders in connection with the Business Combination, including the names of such persons and a description of their respective interests, is set forth in BurTech’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed business combination may be obtained by reading the Registration Statement regarding the proposed business combination when it becomes available. Stockholders will be able to obtain copies of the documents described in this paragraph that are filed with the SEC, once available, without charge at the SEC’s website at www.sec.gov, or by directing a request to BurTech Acquisition Corp., 1300 Pennsylvania Avenue, Suite 700, New York, NY 20006, Attention: Roman Livson, Chief Financial Officer.

Forward-Looking Statements Legend

This Form 8-K 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 BurTech and Blaize. 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) the risk that the Business Combination may not be completed in a timely manner or at all, which may adversely affect the price of BurTech’s securities; (ii) the risk that the Business Combination may not be completed by BurTech’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by BurTech; (iii) the failure to satisfy the conditions to the consummation of the Business Combination, including the approval of the Business Combination by BurTech’s stockholders, the satisfaction of the minimum aggregate transaction proceeds amount following redemptions by BurTech’s public stockholders and the receipt of certain governmental and regulatory approvals; (iv) the failure to obtain financing to complete the Business Combination and to support the future working capital needs of Blaize and the combined company; (v) the effect of the announcement or pendency of the Business Combination on Blaize’s business relationships, performance, and business generally; (vi) risks that the Business Combination disrupts current plans of Blaize and potential difficulties in the retention of Blaize employees as a result of the Business Combination; (vii) the outcome of any legal proceedings that may be instituted against BurTech or Blaize related to the Merger Agreement and the Business Combination; (viii) changes to the proposed structure of the Business Combination that may be required or appropriate as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the Business Combination; (ix) the ability to maintain the listing of BurTech’s securities on Nasdaq; (x) the price of BurTech’s securities, including volatility resulting from changes in the competitive and highly regulated industries in which Blaize operates, variations in performance across competitors, changes in laws and regulations affecting Blaize’s business and changes in the combined capital structure; (xi) the ability to implement business plans, forecasts, and other expectations after the completion of the Business Combination, including the possibility of cost overruns or unanticipated expenses in development programs, and the ability to identify and realize additional opportunities; (xii) the enforceability of Blaize’s intellectual property, including its patents, and the potential infringement on the intellectual property rights of others, cyber security risks or potential breaches of data security; (xiii) the incurrence of significant expenses to remediate, or damage to Blaize’s reputation as a result of, any defects in Blaize’s products; (xiv) the risk that Blaize may never achieve or sustain profitability; (xv) changes in the competitive and regulated industries in which Blaize operates, variations in operating performance across competitors, changes in laws and regulations affecting Blaize’s business and changes in the combined capital structure, and (xvi) other risks and uncertainties set forth in the section entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in BurTech’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that are available on the website of the SEC at www.sec.gov and other documents filed, or to be filed with the SEC by BurTech, including the Registration Statement. The foregoing list of factors is not exhaustive. There may be additional risks that neither BurTech nor Blaize presently know or that BurTech or Blaize currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. You should carefully consider the foregoing factors and the other risks and uncertainties that will be described in the definitive proxy statement to be filed by BurTech with the SEC, including those under “Risk Factors” therein, and other documents filed by BurTech from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and BurTech and Blaize assume no obligation and, except as required by law, do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither BurTech nor Blaize gives any assurance that either BurTech or Blaize will achieve its expectations.

Item 9.01 Financial Statements and Exhibits.

(d) List of Exhibits.

The Exhibit Index is incorporated by reference herein.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Satisfaction and Discharge of Indebtedness Pursuant to Underwriting Agreement Dated December 10, 2021.
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.

Date: May 1, 2024

By: /s/ Shahal Khan

Name: Shahal Khan

Title: Chief Executive Officer

SATISFACTION AND DISCHARGE OF INDEBTEDNESS PURSUANT TO UNDERWRITING AGREEMENT DATED DECEMBER 10, 2021

April 26, 2024

This Satisfaction and Discharge of Indebtedness (this “Satisfaction and Discharge”) is made and entered into to be effective as of April 26, 2024, by and between BURTECH ACQUISITION CORP., a Delaware corporation (the “Company”) and EF HUTTON LLC, as Representative of the several Underwriters (“EF Hutton”), referred to as “EF Hutton, division of Benchmark Investments, LLC” in the Underwriting Agreement. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Underwriting Agreement (as defined below).

RECITALS

WHEREAS, the Company and EF Hutton are parties to an Underwriting Agreement, dated December 10, 2021 (the “Underwriting Agreement”);

WHEREAS, pursuant to the Sections 1.3 and 3.15 of Underwriting Agreement, an aggregate principal sum of \$10,062,500 (as the result of the exercise of the Over-Allotment Option by the Underwriters) (such amount, the “Deferred Underwriting Commission”) shall be payable to EF Hutton upon the consummation of the Company’s initial business combination, and the Company agreed that it will cause the Trustee to pay the Deferred Underwriting Commission directly from the Trust Account to EF Hutton.

WHEREAS, on December 22, 2023, the Company announced that it entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Blaize, Inc., a Delaware corporation (“Blaize”), BurTech Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of the Company (“Merger Sub”), and solely for the limited purposes set forth therein, Burkhan Capital LLC, a Delaware limited liability company, pursuant to which Merger Sub will merge with and into Blaize, whereupon the separate corporate existence of Merger Sub will cease and Blaize will be the surviving company and continue in existence as a direct, wholly owned subsidiary of the Company, on the terms and subject to the conditions set forth therein (the “Merger” and, collectively with the other transactions described in the Merger Agreement, the “Business Combination”).

WHEREAS, at the closing of the Business Combination (the “Closing”), the Deferred Underwriting Commission to EF Hutton would be immediately due and payable.

WHEREAS, the Company has requested of EF Hutton that, in lieu of the Company tendering the full amount of the Deferred Underwriting Commission, EF Hutton accept cash of an aggregate sum of \$1,500,000, payable at the Closing, in full and final payment and satisfaction of the Deferred Underwriting Commission.

WHEREAS, in lieu of collecting the full amount of the Deferred Underwriting Commission in cash at the time of the Closing, EF Hutton hereby agrees to accept, as full payment and satisfaction of the Deferred Underwriting Commission, the Cash Payment on the date of the Closing.

Except as expressly set forth herein, for clarity, this Agreement is not intended to, and shall not serve to affect, modify or amend the Underwriting Agreement.

NOW THEREFORE, in exchange for mutual covenants and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties to this Satisfaction and Discharge, agree as follow:

ARTICLE I
CONDITIONS TO SATISFACTION AND DISCHARGE

- 1.1 Notwithstanding anything contained in the Underwriting Agreement to the contrary, EF Hutton shall acknowledge the satisfaction and discharge of the Deferred Underwriting Commission and shall acknowledge that the Company's obligations to pay the Deferred Underwriting Commission in its entirety under the Underwriting Agreement have automatically been satisfied and discharged, if on the Closing the Company wires or causes to be wired One Million Five Hundred Thousand Dollars (\$1,500,000) (the "Cash Payment") to the bank account of EF Hutton (pursuant to the wire instructions provided by EF Hutton in writing to the Company in advance of the Closing).
- 1.2 Upon delivery of the Cash Payment in accordance with Section 1.1 above, any obligations pursuant to the Underwriting Agreement to deliver to EF Hutton the Deferred Underwriting Commission shall be automatically discharged and satisfied.

ARTICLE II
MISCELLANEOUS PROVISIONS

- 2.1 This Satisfaction and Discharge shall be governed by and construed in accordance with the laws of the State of New York, without reference or regard to its principles of conflicts of law except Sections 5-1401 and 5-1402 of New York General Obligations Law if applicable.
- 2.2 This Satisfaction and Discharge may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all of which shall together constitute but one and the same instrument.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, EF Hutton and the Company have caused their corporate names to be hereunto affixed, and this instrument to be signed by their respective authorized officers, all as of the day and year first above written.

EF HUTTON LLC

By: /s/ Gaurav Verma

Name: Gaurav Verma

Title: Managing Director/Head of SPACs

BURTECH ACQUISITION CORP.

By: /s/ Shahal Khan

Name: Shahal Khan

Title: Chief Executive Officer

[Signature Page to the Satisfaction and Discharge]
